FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

| wasnington, | D.C. 20549 |
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| STATEMENT | OF C | HANGES | IN BENE | FICIAL | OWNER | SHIP |
|-----------|------|--------|---------|--------|-------|------|

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | . , | | | | | | | | | | | | |
|---|-------------------|--|-----------|---------------------------------|---|--|---|--------|---|---------|----------------------------------|--|--|-----------------|--|--|---------------|--|---|
| PRESC | | Reporting Person* OUP CAPITA T, L.L.C. | AL | | | | | | ker or Tr XL C | | Symbol UP, INC | <u>.</u> [DX | KLG] | | ck all app Dired | olicable) | | | Owner (specify |
| (Last) 1924 SO | (Fii UTH UTIC. | rst) (A, SUITE 1120 | Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 10/18/2018 | | | | | | | belov | | • | belov | | | | |
| (Street) TULSA (City) | OF | < 7 | 74104 | | 4. If | Ame | ndment, | Date o | of Origina | al File | d (Month/Da | ay/Year) | | 6. Inc Line) | Forn | n filed by O n filed by M | ne Re | ng (Check porting Per an One Re | son |
| | | Tabl | e I - No | on-Deriv | ative | Sec | curitie | s Ac | quired | l, Dis | sposed o | f, or E | Benefi | cially | / Owne | ed | | | |
| 1. Title of \$ | Security (Inst | r. 3) | | 2. Transac Date (Month/Da | | Exe if a | . Deeme ecution l iny onth/Day | Date, | 3. Transa Code (8) | | 4. Securitie Disposed (5) | | | | 5. Amount of Securities Beneficially Owned Following | | Forn (D) c | wnership n: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | | | | v | Amount | (A) (D) | (A) or (D) Price | | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) |
| Common | Stock, \$0.0 | 1 par value | | 10/18/2 | 2018 | | | | S | | 100,000 | D | \$ | 2.69 | 5,913 | 3,025(1) | | I | See Footnote ⁽²⁾ |
| | | Та | ıble II - | | | | | | | | osed of, convertib | | | | Owned | | , | , | |
| 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | | on Date, Transa Code (I | | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | ite | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | De Se (In | Price of rrivative curity str. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | Code | v | (A) | (D) | Date Exercis | able | Expiration Date | Title | Amour or Number of Shares | er | | | | | |
| | | Reporting Person* | <u>AL</u> | | | | | | | | | | | | | | | | |

| | Iress of Reporting Pers | | |
|-----------------|-------------------------|-----------------|---|
| PRESCOT | <u>Γ GROUP CAP</u> | <u>ITAL</u> | |
| MANAGE! | MENT, L.L.C. | | |
| , | | | |
| (Last) | (First) | (Middle) | |
| 1924 SOUTH | UTICA, SUITE 11 | 20 | |
| (Street) | | | _ |
| TULSA | OK | 74104 | |
| (City) | (State) | (Zip) | _ |
| 1. Name and Add | Iress of Reporting Pers | on [*] | |
| FROHLICE | | o | |
| | | | _ |
| (Last) | (First) | (Middle) | |
| 1924 SOUTH | UTICA, SUITE 11 | 20 | |
| (Street) | | | _ |
| TULSA | OK | 74014 | |
| (City) | (State) | (Zip) | _ |

Explanation of Responses:

^{1.} The filing of this Form 4 shall not be construed as an admission that Prescott Group Capital Management, L.L.C. ("Prescott Capital") or Phil Frohlich, the manager of Prescott Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock, \$0.01 par value (the "Common Stock"), of Destination XL Group, Inc. (the "Issuer") purchased by Prescott Group Aggressive Small Cap Master Fund, G.P. (the "Master Fund") for the accounts of Prescott Group Aggressive Small Cap, L.P. or Prescott Group Aggressive Small Cap II, L.P. (together, the "Small Cap Funds"). Pursuant to Rule 16a-1, both Prescott Capital and Mr. Frohlich disclaim such beneficial ownership.

^{2.} Prescott Capital holds indirectly the shares of Common Stock of the Issuer through the account of the Master Fund, of which Prescott Capital is the Investment Manager. The Master Fund holds the shares of Common Stock for the accounts of the Small Cap Funds, of which Prescott Capital is the Investment Manager. Prescott Capital receives a portion of the profits in the way of a capital allocation from, and owns

a partnership interest in, the Small Cap Funds. Phil Frohlich reports the Common Stock held indirectly by Prescott Capital because, as the manager of Prescott Capital at the time of purchase, he controlled the disposition and voting of the securities.

Remarks:

<u>Phil Frohlich, manager of</u>

Prescott Group Capital 10/30/2018

Management, L.L.C.

10/30/2018

<u>/s/ Phil Frohlich</u> 10/3

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.