

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DESTINATION XL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-2623104
(I.R.S. Employer
Identification No.)

555 Turnpike Street
Canton, MA
(Address of principal executive offices)

02021
(Zip Code)

DESTINATION XL GROUP, INC.
SECOND AMENDED AND RESTATED 2016 INCENTIVE COMPENSATION PLAN
(Full title of the plan)

Robert S. Molloy
General Counsel and Secretary
Destination XL Group, Inc.
555 Turnpike Street
Canton, Massachusetts 02021
(Name and address of agent for service)

(781) 828-9300
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

This registration statement (“Registration Statement”) is being filed for the purpose of registering an additional 6,150,000 shares of the Registrant’s common stock reserved for issuance under the Registrant’s Second Amended and Restated 2016 Incentive Compensation Plan. These additional shares are additional securities of the same class as other securities for which an original registration statement on Form S-8 (File No. 333-213311) was filed with the Securities and Exchange Commission (the “Commission”) on August 25, 2016 and supplemental registration statements on Form S-8 (File Nos. 333-233496, 333-248439 and 333-261215), which were filed with the Commission on August 28, 2019, August 27, 2020 and November 19, 2021, respectively.

Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statements are incorporated by reference into this Registration Statement, and the provisions contained in Part II of such earlier registration statements are modified as set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files reports, proxy statements and other information with the Commission. The following documents, which are on file with the Commission, are incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended February 3, 2024, as amended;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above; and
- (c) The description of the Registrant’s common stock set in [Exhibit 4.1](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 29, 2022, together with any amendments or report filed with the Commission and reports updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

5.1 [Opinion of Greenberg Traurig LLP, counsel to the Registrant.](#)

23.1 [Consent of Greenberg Traurig LLP \(included in Exhibit 5.1\).](#)

23.2 [Consent of KPMG LLP.](#)

24.1 [Power of Attorney \(included on signature page to this Registration Statement\)](#)

99.1 [Destination XL Group, Inc. Second Amended and Restated 2016 Incentive Compensation Plan \(included as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on August 8, 2024 and incorporated herein by reference\).](#)

107.1 [Filing Fee Table.](#)

November 22, 2024

Destination XL Group, Inc.
555 Turnpike Street
Canton, Massachusetts 02021

Re: Additional Shares to be Issued Under the Second Amended and Restated 2016 Incentive Compensation Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to an aggregate of 6,150,000 shares (the “Shares”) of common stock, \$0.01 par value per share, of Destination Group XL, Inc., a Delaware corporation (the “Company”), that may be issued under the Company’s Second Amended and Restated 2016 Incentive Compensation Plan (the “Plan”).

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Plan, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents, and the legal competence of all signatories to such documents.

We assume that appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or “Blue Sky” laws. We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America. Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Greenberg Traurig, LLP

GREENBERG TRAUIG, LLP

Greenberg Traurig, LLP | Attorneys at Law

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Albany. Amsterdam. Atlanta. Austin. Berlin[†]. Boston. Charlotte. Chicago. Dallas. Delaware. Denver. Fort Lauderdale. Houston. Kingdom of Saudi Arabia[†]. Las Vegas. London[†]. Long Island. Los Angeles. Mexico City[†]. Miami. Milan[†]. Minneapolis. New Jersey. New York. Northern Virginia. Orange County. Orlando. Philadelphia. Phoenix. Portland. Sacramento. Salt Lake City. San Diego. San Francisco. São Paulo[†]. Seoul[†]. Shanghai. Silicon Valley. Singapore[†]. Tallahassee. Tampa. Tel Aviv[†]. Tokyo[†]. United Arab Emirates[†]. Warsaw[†]. Washington, D.C. West Palm Beach. Westchester County.

Operates as: [†]Greenberg Traurig Germany LLP; [†]Greenberg Traurig Khalid Al-Thabity Law Firm; [†]A separate UK registered legal entity; [†]Greenberg Traurig, S.C.; [†]Greenberg Traurig Santa Maria; [†]Greenberg Traurig Brazil Consultores em Direito Estrangeiro – Direito Estadunidense; [†]Greenberg Traurig LLP Foreign Legal Consultant Office; [†]Greenberg Traurig Singapore LLP; [†]A branch of Greenberg Traurig, P.A., Florida, USA; [†]GT Tokyo Horitsu Jimusho and Greenberg Traurig Gaikokujimubegoshi Jimusho; [†]Greenberg Traurig Limited; [†]Greenberg Traurig Nowakowska-Zimoch Wysokitski sp.k.



KPMG LLP
Suite 600
350 N. 5th Street
Minneapolis, MN 55401

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated March 21, 2024, with respect to the consolidated financial statements of Destination XL Group, Inc. and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

KPMG LLP

Minneapolis, Minnesota
November 22, 2024

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Calculation of Filing Fee Tables

FORM S-8

(Form Type)

Destination XL Group, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	457 (c) and 457(h)	6,150,000 ⁽²⁾	\$2.8480 ⁽³⁾	\$17,515,200.0 0	0.0001531 0	\$2,681.58
Total Offering Amounts					\$17,515,200.0 0		\$2,681.58
Total Fee Offsets							-- ⁽⁴⁾
Net Fee Due					\$17,515,200.0 0		\$2,681.58

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock which become issuable because of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.
- (2) Represents up to 6,150,000 shares of Common Stock issuable under the Registrant's Second Amended and Restated 2016 Incentive Compensation Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of the average of the high and low prices of the Common Stock on the Nasdaq Global Market on November 18, 2024.
- (4) The Registrant does not have any fee offsets.

