

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Stratton Peter H Jr.</u>			2. Issuer Name and Ticker or Trading Symbol <u>DESTINATION XL GROUP, INC. [DXLG]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CFO, Treasurer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O DESTINATION XL GROUP, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>555 TURNPIKE STREET</u>								
(Street)	(City)	(State)				(Zip)		
<u>CANTON</u>	<u>MA</u>	<u>02021</u>						
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock, \$0.01 par value</u>	<u>04/01/2019</u>		<u>M</u>		<u>33,785</u>	<u>A</u>	<u>(1)</u>	<u>123,516</u>	<u>D</u>	
<u>Common Stock, \$0.01 par value</u>	<u>04/01/2019</u>		<u>F</u>		<u>9,950⁽²⁾</u>	<u>D</u>	<u>\$2.45</u>	<u>113,566</u>	<u>D</u>	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>04/01/2019</u>		<u>M</u>			<u>11,987⁽³⁾</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>11,987</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>04/01/2019</u>		<u>M</u>			<u>21,798⁽⁴⁾</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>21,798</u>	<u>\$0</u>	<u>21,798</u>	<u>D</u>	

Explanation of Responses:

1. Restricted stock units ("RSU") convert into common stock on a one-for-one basis.
2. Represents shares withheld from shares otherwise issuable upon vesting of RSUs for payment of taxes.
3. On April 14, 2016, the Reporting Person was granted, under the 2016-2017 Long-Term Incentive Plan (the "16-17 LTIP"), 19,331 RSUs and on May 11, 2016, upon promotion to Executive Vice President, the Reporting Person was granted, under the 16-17 LTIP an additional 4,644 RSUs, vesting in two equal installments on April 1, 2018 and April 1, 2019.
4. On April 3, 2017, the Reporting Person was granted, under the 2017-2018 Long-Term Incentive Plan, 43,596 RSUs, vesting in two equal installments on April 1, 2019 and April 1, 2020.

Remarks:

Peter H. Stratton, Jr. 04/03/2019

** 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.