

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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) <b>EVP, CFO, Treasurer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/01/2025</b>			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		
C/O DESTINATION XL GROUP, INC. 555 TURNPIKE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) CANTON MA 02021								
(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			
Common Stock, \$0.01 par value	04/01/2025		M		4,561	A	(I)	241,724	D	
Common Stock, \$0.01 par value	04/01/2025		M		5,215	A	(I)	246,939	D	
Common Stock, \$0.01 par value	04/01/2025		M		6,449	A	(I)	253,388	D	

**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
Restricted Stock Units	(I)	04/01/2025		M		4,561		(2)	(2)	Common Stock	4,561	\$0	4,560	D	
Restricted Stock Units	(I)	04/01/2025		M		5,215		(3)	(3)	Common Stock	5,215	\$0	10,429	D	
Restricted Stock Units	(I)	04/01/2025		M		6,449		(4)	(4)	Common Stock	6,449	\$0	19,346	D	
Restricted Stock Units	\$0	04/01/2025		A		62,722		(5)	04/01/2035 <sup>(5)</sup>	Common Stock	62,722 <sup>(1)</sup>	\$0	62,722	D	
Restricted Stock Units	\$0	04/01/2025		A		62,881		(6)	04/01/2035 <sup>(6)</sup>	Common Stock	62,881 <sup>(1)</sup>	\$0	62,881	D	

**Explanation of Responses:**

- Restricted Stock Units ("RSUs") convert into common stock on a one-for-one basis.
- Represents RSUs for time-based compensation granted to the Reporting Person on April 9, 2022 under the 2022-2024 Long-Term Incentive Plan. The remaining RSUs vest and become exercisable on April 1, 2026.
- Represents RSUs for time-based compensation granted to the Reporting Person on May 1, 2023 under the 2023-2025 Long-Term Incentive Plan. The remaining RSUs vest and become exercisable on April 1, 2026 and April 1, 2027.
- Represents RSUs for time-based compensation granted to the Reporting Person on April 1, 2024 under the 2024-2026 Long-Term Incentive Plan. The remaining RSUs vest and become exercisable on April 1, 2026, April 1, 2027 and April 1, 2028.
- Represents RSUs for performance-based compensation to the Reporting Person on April 1, 2025 based on the Company's performance over the applicable performance period under the 2022-2024 Long-Term Incentive Plan. The RSUs vest and become exercisable on August 31, 2025.
- Represents RSUs for time-based compensation granted to the Reporting Person on April 1, 2025 under the 2025-2027 Long-Term Incentive Plan. The RSUs vest and become exercisable in four equal installments on April 1, 2026, April 1, 2027, April 1, 2028 and April 1, 2029.

Peter H. Stratton, Jr. 04/03/2025  
\*\* 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.