

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MESDAG WILLEM</u>  (Last) (First) (Middle) <u>C/O RED MOUNTAIN CAPITAL MANAGEMENT INC.</u> <u>10100 SANTA MONICA BOULEVARD, SUITE 925</u>  (Street) <u>LOS ANGELES CA 90067</u>  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	03/31/2015		J		304 <sup>(1)</sup>	A	\$4.93	7,527,621	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
MESDAG WILLEM  
 (Last) (First) (Middle)  
C/O RED MOUNTAIN CAPITAL MANAGEMENT INC.  
10100 SANTA MONICA BOULEVARD, SUITE 925  
 (Street)  
LOS ANGELES CA 90067  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RED MOUNTAIN PARTNERS, L.P.  
 (Last) (First) (Middle)  
10100 SANTA MONICA BOULEVARD SUITE 925  
 (Street)  
LOS ANGELES CA  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RMCP GP LLC

(Last) (First) (Middle)  
10100 SANTA MONICA BOULEVARD  
SUITE 925  

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(Street)  
LOS ANGELES CA 90067  

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[RED MOUNTAIN CAPITAL PARTNERS LLC](#)

(Last) (First) (Middle)  
10100 SANTA MONICA BOULEVARD  
SUITE 925  

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(Street)  
LOS ANGELES CA 90067  

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[RED MOUNTAIN CAPITAL MANAGEMENT INC](#)

(Last) (First) (Middle)  
10100 SANTA MONICA BOULEVARD  
SUITE 925  

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(Street)  
LOS ANGELES CA 90067  

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(City) (State) (Zip)

**Explanation of Responses:**

- Shares issued pursuant to the Director's elected form of compensation for participation in meetings of the Board of Directors and/or its committees.
- 7,522,354 of these shares are held directly by Red Mountain Partners, L.P. ("RMP") and the remaining 5,267 shares are held directly by Red Mountain Capital Partners LLC ("RMCP LLC"). This Form 4 is jointly filed by (i) RMP, (ii) RMCP GP LLC ("RMCP GP"), (iii) RMCP LLC, (iv) Red Mountain Capital Management, Inc. ("RMCM"), and (v) Willem Mesdag. RMCP GP is the general partner of RMP. RMCP LLC is the managing member of RMCP GP. RMCM is the managing member of RMCP LLC. Mr. Mesdag is the president, sole executive officer, sole director and sole shareholder of RMCM. Each of Mr. Mesdag, RMCM, RMCP LLC, and RMCP GP, by virtue of their direct or indirect control of RMP, may be deemed to beneficially own some or all of the securities reported as being held by RMP. Each of the reporting persons hereunder disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein. This Form 4 shall not be deemed to be an admission that any reporting person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

[Willem Mesdag \(on behalf of himself and the Red Mountain Entities\)](#) 04/02/2015

\*\* 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.