

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) C/O RED MOUNTAIN CAPITAL MANAGEMENT, INC 10100 SANTA MONICA BOULEVARD, SUITE 925 (Street) LOS ANGELES CA 90067 (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) 11/04/2019 | |
| | 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 | | | | | | | | 8,059,877 ⁽¹⁾ | I | See Footnote |

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 |
| Deferred Stock ⁽²⁾ | \$1.54 | 11/04/2019 | | A | | 20,291 | | (3) | (4) | Common Stock | 20,291 | \$1.54 | 20,291 | 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 CAPITAL PARTNERS LLC
 (Last) (First) (Middle)
 10100 SANTA MONICA BOULEVARD
 SUITE 925
 (Street)
 LOS ANGELES CA 90067
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
RED MOUNTAIN CAPITAL MANAGEMENT

INC

(Last) (First) (Middle)

10100 SANTA MONICA BOULEVARD
SUITE 925

(Street)
LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person*

RMCP GP LLC

(Last) (First) (Middle)

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 90067

(City) (State) (Zip)

Explanation of Responses:

1. 7,522,354 of these shares are held directly by RMP and the remaining 537,523 shares are held directly by RMCP LLC. This Form 4 is jointly filed by (i) RMP, (ii) RMCP GP, (iii) RMCP LLC, (iv) RMCM, and (v) Mr. 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 Mr. Mesdag and RMCM, by virtue of their direct or indirect control of RMCP LLC, may be deemed to beneficially own some or all of the securities reported as being held by RMCP LLC. 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.

2. Deferred stock issued pursuant to the Director's elected form of compensation for quarterly annual retainer and chairperson fee.

3. Each share of deferred stock is the economic equivalent of one share of common stock. The shares of deferred stock become payable in common stock at the separation from service deferral period as elected by the Reporting Person under the terms of the Fourth Amended and Restated Non-Employee Director Compensation Plan.

4. There is no set expiration date. Deferred Stock termination events are set forth in the Fourth Amended and Restated Non-Employee Director Compensation Plan.

Remarks:

Willem Mesdag (on behalf of
himself and the Other
Reporting Persons) 11/06/2019

** 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.