SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL 3235-0287 OMB Number:

Estimated average burden	
hours per response:	0.5

1. Name and Add	1 9	Person*	2. Issuer Name and Ticker or Trading Symbol <u>DESTINATION XL GROUP, INC.</u> [DXLG]		5. Relationship of Reporting Person(s) to Issue (Check all applicable) Director 10% Own					
(Last) 555 TURNPIK	Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 10/24/2018	X	Officer (give title below) SVP, Store Sales &	Other (specify below) Operations				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
CANTON	MA	02021		X	Form filed by One Repo	rting Person				
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any 🤺			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		(1150.4)

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

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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. Transa Code (8)		of		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					
Restricted Stock Units	(1)	10/24/2018		A		34,160		(2)	(2)	Common Stock	34,160	\$0	34,160	D		

Explanation of Responses:

1. Each restricted stock unit ("RSU"), as defined in the Company's 2016 Incentive Compensation Plan, represents a contingent right to receive one share of DXLG common stock.

2. The RSUs represent the time-based portion of the 2018-2020 Long-Term Incentive Plan award to the Reporting Person. The RSUs vest in four equal installments on October 24, 2019, April 1, 2020, April 1, 2021 and April 1, 2022.

Remarks:

Robert S. Molloy, Attorney-in-Fact for Anthony Gaeta

10/30/2018

Date

** Signature of Reporting Person

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.