

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2015

DESTINATION XL GROUP, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

01-34219

(Commission File Number)

04-2623104

(IRS Employer
Identification No.)

**555 Turnpike Street,
Canton, Massachusetts**

(Address of Principal Executive Offices)

02021

(Zip Code)

Registrant's Telephone Number, Including Area Code: (781) 828-9300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note: This Form 8-K/A is being filed to clarify that John F. Cooney, who was promoted to Chief Accounting Officer, will continue to serve as the Company's Vice President of Finance and Corporate Controller, reporting to Peter H. Stratton, Jr., Senior Vice President, Chief Financial Officer and Treasurer.

Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Officer

Effective May 17, 2015, Destination XL Group, Inc. (the "Company") appointed John F. Cooney, Vice President of Finance and Corporate Controller, as the Company's Chief Accounting Officer. Peter H. Stratton, Jr., Senior Vice President, Chief Financial Officer and Treasurer, has served as Chief Accounting Officer since August 28, 2009. Mr. Cooney will continue to report to Mr. Stratton.

Mr. Cooney, 32, joined the Company in November 2010 as the Company's Director of Financial Accounting and Reporting. On June 1, 2014, Mr. Cooney was promoted to Vice President of Finance and Corporate Controller. Prior to joining the Company, Mr. Cooney was an audit manager with PricewaterhouseCoopers LLP, which he joined in August 2004. Mr. Cooney received a B.S. in Accounting from Providence College and a M.S. in Accounting from Boston College and is a CPA licensed in the Commonwealth of Massachusetts.

The Company entered into an Employment Agreement, effective May 17, 2015 (the "Employment Agreement"), with Mr. Cooney, which remains in effect until terminated by either party. The Employment Agreement provides that Mr. Cooney will be paid a base salary of \$210,000 per year. Mr. Cooney will also be eligible to participate in the Company's Annual Incentive Plan at 20% of his actual annual base salary, as defined in that plan, and in its 2013-2016 Long-Term Incentive Plan and the 2016 Destination XL Group, Inc. Long-Term Incentive Wrap-Around Plan at a target incentive rate of 50% of his combined actual annual base earnings, as defined in that plan.

The Employment Agreement provides that in the event that Mr. Cooney's employment is terminated by the Company at any time for any reason other than "justifiable cause" (as defined in the Employment Agreement), disability or death, the Company is required to pay to him his then current base salary for five months after the effectiveness of such termination. In the event Mr. Cooney's employment is terminated at any time during the twelve months following a Change in Control (as defined in the Employment Agreement) other than for "justifiable cause," the Company must pay him an amount equal to twelve months of base salary in effect at any time during the six month period ending on the date of the Change of Control, subject to mitigation in accordance with the terms of the Employment Agreement. Mr. Cooney has also agreed to maintain the confidentiality of the Company's confidential information and not to compete with the Company while his Employment Agreement is in effect and for a period of one year thereafter.

In connection with Mr. Cooney's appointment to Chief Accounting Officer, on May 20, 2015, the Compensation Committee of the Board of Directors approved a grant of 10,000 shares of restricted stock to Mr. Cooney. The restricted shares, with a fair value equal to the closing price of the Company's stock on May 20, 2015, will vest ratably in equal annual installments over three years, with the first one-third vesting on May 20, 2016.

