

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): September 3, 2021

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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act. None

Title of each class	Trading symbol(s)	Name of each exchange on which registered

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On September 3, 2021, Destination XL Group, Inc. (the “Company”) repaid in full its outstanding \$17.5 million FILO (first-in, last-out) term facility (the “FILO loan”) under its existing credit facility with Bank of America, N.A. In connection with the repayment, the FILO lender agreed to a reduction in the amount of the prepayment premium that otherwise would have been payable as a result of the Company’s early repayment. The Company paid a total of \$18.6 million, including \$17.5 million in principal, \$1.1 million in accrued interest and prepayment premium, and related expenses. The prepayment of the FILO loan was made from cash on-hand.

Item 7.01 Regulation FD Disclosure.

On September 7, 2021, the Company issued a press release regarding the repayment of the FILO loan and the approval of the listing of the Company’s common stock on The Nasdaq Global Market. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 8.01 Other Events.

The Nasdaq Stock Market LLC has approved the listing of the Company’s common stock on The Nasdaq Global Market. The Company’s common stock will trade under the Company’s current ticker symbol “DXLG” and trading is expected to begin on September 8, 2021. The Company’s common stock will continue to trade on the OTCQX until trading on The Nasdaq Global Market commences.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated September 7, 2021.
104	<u>Cover Page Interactive Data File – The cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DESTINATION XL GROUP, INC.

Date: September 7, 2021

By:

/s/ Robert S. Molloy

Robert S. Molloy
General Counsel and Secretary

**Destination XL Group, Inc. Announces Transition to Nasdaq Global Market and
the Early Prepayment of Long-Term Debt**

CANTON, Mass., September 07, 2021 – [Destination XL Group, Inc.](#) (OTCQX: DXLG), the leading omni-channel specialty retailer of Big + Tall men’s clothing and shoes, today announced that shares of the Company’s stock are expected to begin trading on the Nasdaq Global Market (“Nasdaq”) under the symbol “DXLG” effective at market open on Wednesday, September 8, 2021.

On September 3, 2021, the Company repaid in full its FILO (first-in, last-out) loan facility. In connection with the repayment, the FILO lender agreed to a reduction in the amount of the prepayment premium that otherwise would have been payable as a result of the Company’s early repayment. The Company paid a total of \$18.6 million, including \$17.5 million in principal, \$1.1 million in accrued interest and prepayment premium, and related expenses. The FILO loan facility carried a minimum annual interest rate of 8.0% and had a maturity date of March, 2026. The prepayment of the FILO loan was from cash on-hand.

“We are very excited to be back trading on Nasdaq and to do so with no outstanding long-term debt,” said Harvey Kanter, President and CEO. “The Company’s shares had traded for over 30 years on Nasdaq, but last December we voluntarily transitioned to OTCQX as a result of the impact of the global pandemic on our operations. Our operating results for the first six months of fiscal 2021 and the improvement in our stock price have enabled us to relist with Nasdaq,” he continued. “With respect to the prepayment of the FILO loan, we are grateful to Pathlight Capital for providing us with additional liquidity under the FILO during a very difficult time and for working with us to be able to retire that debt early,” he concluded.

About Destination XL Group, Inc.

Destination XL Group, Inc. is the leading retailer of Men’s Big + Tall apparel that delivers a Big + Tall shopping experience that fits -- fits his body, fits his style, fits his life. Subsidiaries of Destination XL Group, Inc. operate DXL Big + Tall retail and outlet stores throughout the United States as well as Toronto, Canada, Casual Male XL retail and outlet stores in the United States, and an e-commerce website, [DXL.com](#), which offers a multi-channel solution similar to the DXL store experience with the most extensive selection of online products available anywhere for Big + Tall men. The Company is headquartered in Canton, Massachusetts, and its common stock is listed on the OTCQX market under the symbol "DXLG." Starting September 8, 2021, its common stock will be listed on the Nasdaq Global Market under the symbol “DXLG.” For more information, please visit the Company’s investor relations website: <https://investor.dxl.com>.