

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

Post-Effective Amendment No. 1  
to Form S-8  
Registration Statement  
under the Securities Act of 1933

**DESTINATION XL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**04-2623104**

(IRS Employer  
Identification No.)

555 Turnpike Street,  
Canton, Massachusetts

(Address of Principal Executive Offices)

**02021**

(Zip Code)

**DESTINATION XL GROUP, INC.**  
**1992 STOCK INCENTIVE PLAN**  
**(formerly known as Casual Male Retail Group, Inc. 1992 Stock Incentive Plan)**  
(Full title of the plan)

**Robert S. Molloy**  
**Senior Vice President, General Counsel and Secretary**  
**Destination XL Group, Inc.**  
**555 Turnpike Street**  
**Canton, Massachusetts 02021**  
(Name and address of agent for service)

**(781) 828-9300**  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Smaller reporting company   
Non-accelerated filer   
(Do not check if a smaller reporting company)

## EXPLANATORY NOTE

This Post-Effective Amendment No.1 (this “Post-Effective Amendment”) to each of the following Registration Statements on Form S-8 (the “Prior Registration Statements”) of Destination XL Group, Inc. (formerly known as Casual Male Retail Group, Inc.) (the “Registrant”) relating to the offering and sale of shares of Common Stock under the Registrant’s 1992 Stock Incentive Plan (the “1992 Plan): (i) Registration Statement on Form S-8, File No. 333-112561, filed with the Securities and Exchange Commission on February 4, 2004, and (ii) Registration Statement on Form S-8, File No. 33-52892, filed with the Securities and Exchange Commission on October 2, 1992, is being filed to deregister any and all securities that remain unsold pursuant to the Prior Registration Statements.

### DEREGISTRATION OF UNSOLD SECURITIES

In accordance with the undertakings contained in the Prior Registration Statements, the Registrant hereby deregisters all shares of Common Stock that were previously registered under the Prior Registration Statements that remain unissued under the 1992 Plan.

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