
**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): February 27, 2013

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
(I.R.S. Employer
Identification No.)

555 Turnpike Street, Canton, Massachusetts
(Address of Principal Executive Offices)

02021
(Zip Code)

(781) 828-9300
(Registrant's telephone number, including area code)

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 Instruction 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))
-
-

Item 7.01 Regulation FD Disclosure.

The Company is amending its previously filed Form 8-K, dated February 27, 2013, to correct two errors in its Investor Presentation dated February 28, 2013. The Investor Presentation, attached to this report as Exhibit 99.1 and incorporated by reference herein, has been revised to correct the operating margin percentage and capital expenditures for fiscal 2012 which are disclosed on slide 21.

The slide presentation contained in the exhibit includes statements intended as “forward-looking statements,” which are subject to the cautionary statement about forward-looking statements set forth in the exhibit. The slide presentation is being furnished, not filed, pursuant to Regulation FD. Accordingly, the slide presentation will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the slide presentation is not intended to, and does not, constitute a determination or admission by the Company that the information in the slide presentation is material or complete, or that investors should consider this information before making an investment decision with respect to the Company.

Presentation of Non-GAAP Measures

The slide presentation includes the discussion of non-GAAP free cash flow on slide 24. Free cash flow is not a measure determined by generally accepted accounting principles (“GAAP”) and should not be considered superior to or as a substitute for net income (loss) or cash flows from operating activities or any other measure of performance derived in accordance with GAAP.

In addition, all companies do not calculate non-GAAP financial measures in the same manner and, accordingly, “free cash flows” as presented in this slide presentation may not be comparable to similar measures used by other companies. The Company calculates free cash flows as cash flow from operating activities less capital expenditures and discretionary store asset acquisitions, if any. We calculate projected free cash flows for fiscal 2016 of \$60.0-\$70.0 million as estimated cash flow from operating activities of \$77.0-\$87.0 million, less estimated capital expenditures of \$17.0 million (no discretionary store asset acquisitions are anticipated in fiscal 2016). We believe that inclusion of this non-GAAP measure helps investors gain a better understanding of projected performance, especially when comparing such results to previous periods.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Slide Presentation dated February 28, 2013

SIGNATURE

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: February 28, 2013

By: /s/ Dennis R. Hemreich

Name: Dennis R. Hemreich

Title: Executive Vice President and Chief Financial Officer

DESTINATION XL GROUP INC

Generating Value on the Road to Destination XL®

Keybank Consumer Conference
February 28, 2013

Safe Harbor

Certain information contained in this presentation, including, but not limited to, cash flows, operating margins, store counts, earnings expectations for fiscal 2012 and estimates through fiscal 2016, constitute forward-looking statements under the federal securities laws. The discussion of forward-looking information requires management of the Company to make certain estimates and assumptions regarding the Company's strategic direction and the effect of such plans on the Company's financial results. Such forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from those indicated. Such risks and uncertainties may include, but are not limited to: the failure to implement the Company's business plan for increased profitability and growth in the Company's retail stores sales and direct-to-consumer business, the failure to achieve improvement in the Company's competitive position, changes in or miscalculation of fashion trends, extreme or unseasonable weather conditions, economic downturns, a weakness in overall consumer demand, trade and security restrictions and political or financial instability in countries where goods are manufactured, increases in raw material costs from inflation and other factors, the interruption of merchandise flow from the Company's distribution facility, competitive pressures, and the adverse effects of natural disasters, war, acts of terrorism or threats of either, or other armed conflict, on the United States and international economies.

These, and other risks and uncertainties, are detailed in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended January 28, 2012 filed on March 16, 2012 and other Company filings with the Securities and Exchange Commission. Destination XL Group, Inc. assumes no duty to update or revise its forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

Who is Destination XL Group, Inc.?



Largest multi-channel specialty retailer in niche men's big and tall (B&T) market



Offering unique blend of wardrobe solutions

Private label & leading apparel name brands

DXLG by the Numbers



1.5M Active customers



412

Retail Stores

90% Enrolled in loyalty program

85% Highest rated retailer
in 2011 CSI
Customer Survey



6 Brands

DXL
DESTINATION XL

SHOES|XL

LivingXL

CASUAL|MALE XL

ROCHESTER
CLOTHING



Who is Our Customer?



Males with a waist size 42 and greater (35M men in US).

Determined by physical characteristic, not demographic. Not dependent on age, income, race or nationality



Seeking greater selection in size. Values convenience, selection and fit over price.



Our Current Casual Male XL Stores



What Our Customer Wants

**Large
changing
rooms**

**More brand
selections**

**On-site
tailoring**

**Bright
atmosphere**

**Suggested
wardrobe
solutions**

Wide aisles

**One-stop
shopping**



Responding with Destination XL®



Opportunity for accelerated growth and profitability











Large Selection of Name Brands



MICHAEL KORS



Calvin Klein

JOHNSTON & MURPHY



Casual Male XL vs. Destination XL®

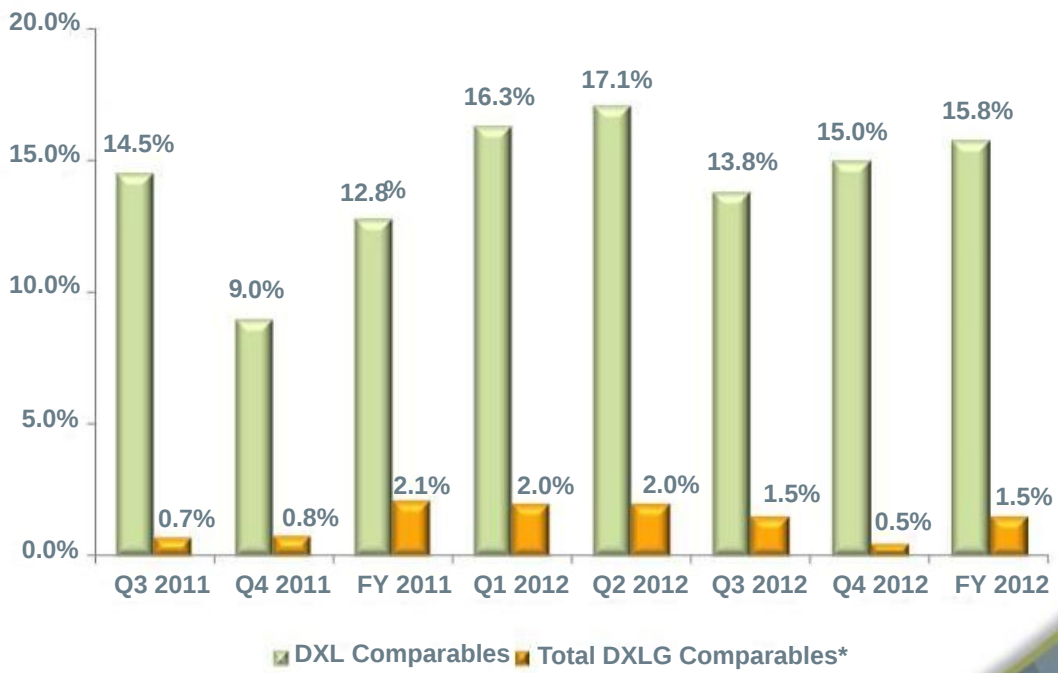
Average		
Store size	3,400 sq. ft.	8,400 sq. ft.
Sales per sq. ft.	\$166	\$147 (\$230 by 2016)
Build out costs	\$50	\$70
Occupancy costs	\$30	\$30
Dollars per transaction	\$97	\$137
Style choices	600	2,000
Private label brands	10	15
Name brands	8	30

Market Consolidation to DXL



Customers are willing to drive up to 20 miles

DXL Comps Reflect Growth Opportunity



*Total DXLG Comparables consist of all stores, including DXL stores and direct channel

Compelling DXL Returns

Expect greater store productivity and profitability

Better leveraging of expenses -- occupancy, labor productivity and local/district management

Projecting higher 4-wall profits than combined profits of individual stores

Targeting between 25%-30% store operating margin

Potential to capture additional market share

Attract new customers
Better cross-selling environment to capture greater share of apparel wallet from existing customers

Opportunity to improve operating margins

Expect to increase margins significantly after the transition to DXL is complete

Accelerated DXL Openings

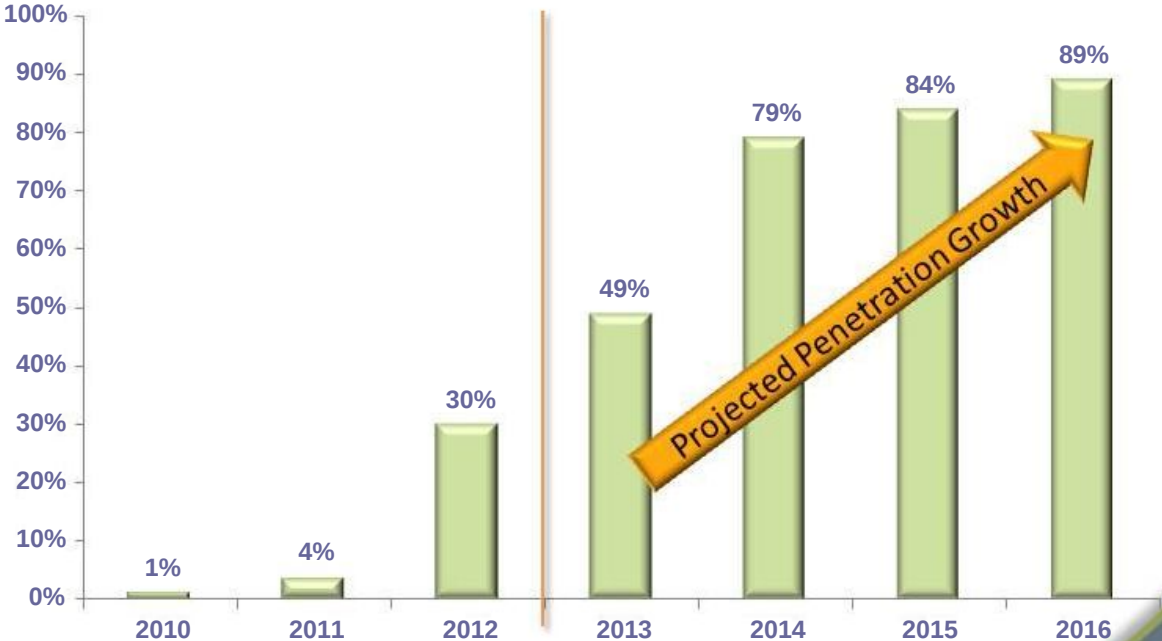
2015 Store Count Target

Destination XL®	215-230
Casual Male XL Outlet	~65
Rochester Clothing	3



Accelerated rollout based on success of DXL stores in 2011

DXL Sales Increase as % of Total Revenue



* DXL sales include direct sales via the DestinationXL.com website.

Accelerated Rollout of DXL

2012

- ✓ Opened **32** DXL stores / Closed **70** stores
- ✓ Operating margins were approximately **3.5%**
- ✓ CapEx was **\$32.4M**

2012 - 2014

Accelerated Rollout of DXL

2013

Open **57-64** DXL stores / Close **110-119** stores

Sales of **\$415 - \$420M**

Expected borrowing level of **\$10 - \$15M** at year end

Commence new marketing strategy with incremental **\$10M** spend

Lease exit and asset impairment charges in the range of **\$3-\$4M** *

Operating margins of ~ **breakeven to 0.5%**

CapEx expected to **peak** at **\$45M**

2014

Open **60** DXL stores / Close **99** stores

Annual sales growth of ~ **10% - 15%**

Expected borrowing level of **\$10 - \$15M** at year end

Lease exit and asset impairment charges in the range of **\$3-\$4M** *

Operating margins of ~**4%**

CapEx expected to be **\$40M**

2012 - 2014

* Net of subleases

Accelerated Rollout of DXL

2015

Complete rollout with **215 - 230** opened DXL stores and Closure of remaining **63** Casual Male XL anchor stores

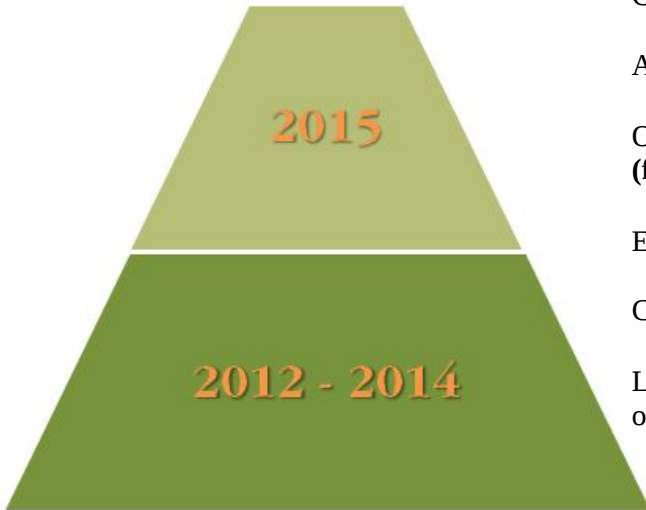
Annual sales growth of **~10% – 15%**

Operating margins gain traction and increase to **~8%**
(from 4.2% in '11)

Expected ending cash balance of **\$5 - \$10M**

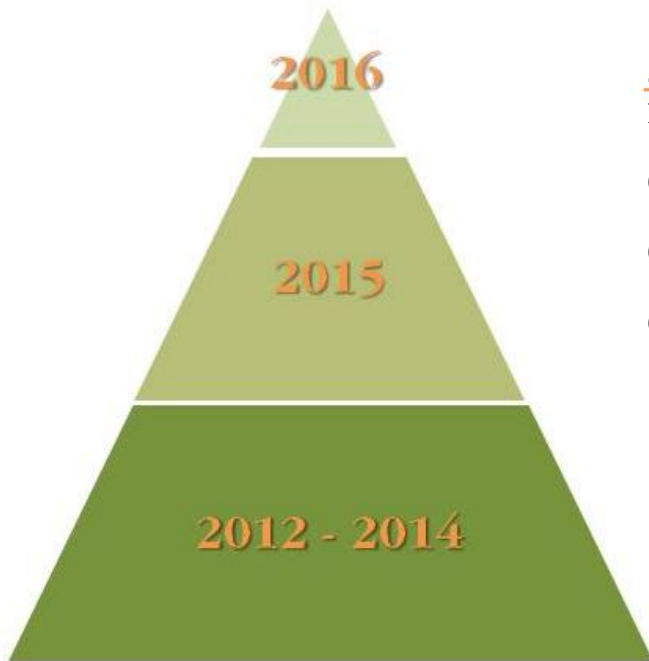
CapEx expected to be approximately **\$38M**

Lease exit and asset impairment charges in the range of **\$2-\$3M***



* Net of subleases

Accelerated Rollout of DXL



2016

Full benefit of DXL concept drives revenue >**\$600M**

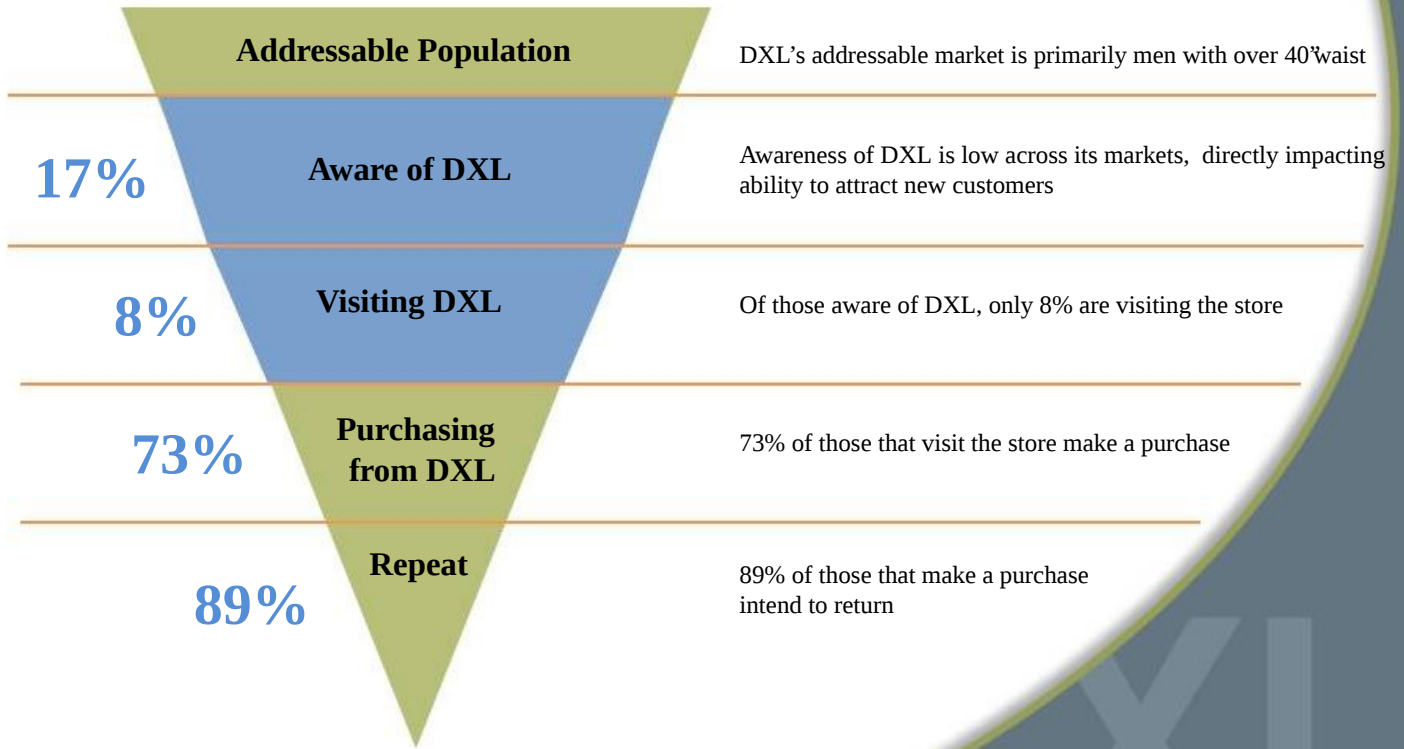
Open average of **10** DXL stores per year

Operating margins >**10%**

Generating free cash flow in the range of **\$60 - \$70M**

Increased Awareness = Opportunity

DXL Customer Purchase Funnel*



*Based on consumers' stated responses per L.E.K's survey within DXL markets
Source: L.E.K analysis

Opportunity to Grow Market Share

- ★ **Addressable Market = 40M Customers**
- ★ **1.5M Currently Active Customers**
- ★ **Goal = Grow Customers by 40% Over 3 Years**



Capture greater wallet share with DXL concept

Attract a broader customer audience with one-stop-shop

Target “end-of-rack” customers

Paradigm shift in marketing improves awareness

Grow direct business with new website

Destination XL[®] Marketing Campaign

Launched test campaign in 5 markets:
Memphis, Minneapolis, Denver, Atlanta and Oklahoma City

**Increased awareness by 100%
in new markets & 38% in
established markets**

**“End-of-rack” customer
base grew by 38%**

**Built Stronger Brand
to Attract and Serve
Customers**

**Results Demonstrate
Ability to Grow
Market Share**

Established Effective Marketing Mix

6-Week Test Demonstrated TV, Radio and Digital is
Most Effective Marketing Combination



15% sales



24% traffic



64% new customer purchases



38% market awareness



84% web traffic



7% web sales



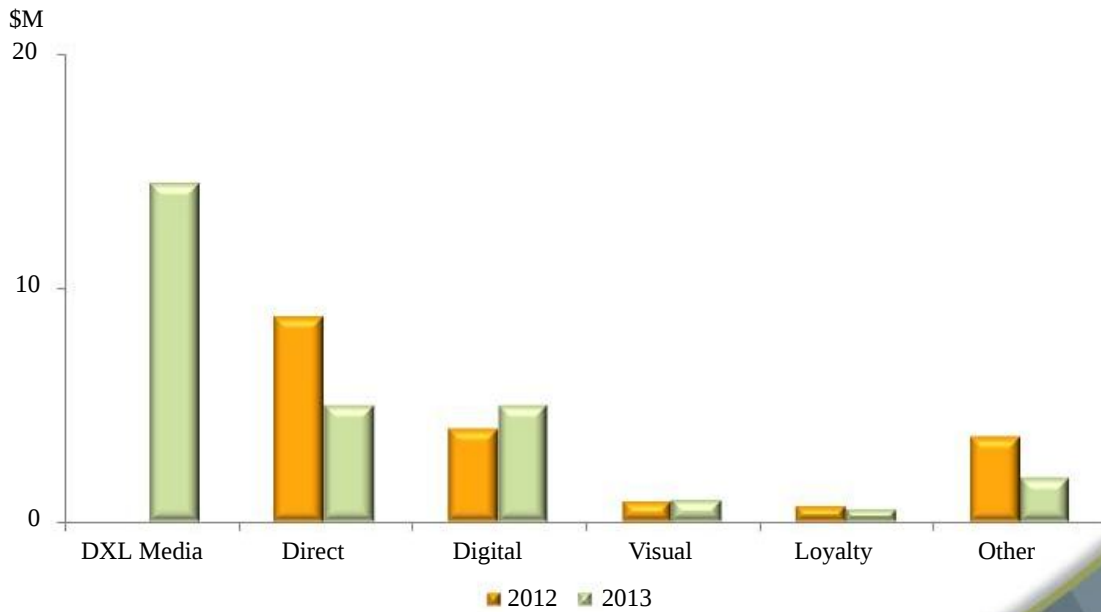
DXL Test TV Commercial



Marketing to Customers in “No Man’s Land”

Proposed 2013 Marketing Spend

- Increase marketing spend as percent of sales from 4.5% to 6.5%
- Launch strong national marketing campaign in spring 2013



Total 50% Increase YOY
to Drive DXL Awareness

Q4 2012 Preliminary Results

- Comparable sales increased ~0.5% and total sales were ~\$114.9M
- Full year comparable sales increased ~1.5% and total sales were ~\$399.6M
- Q4 comparable sales for DXL were up ~15%, while comparable sales for Casual Male XL stores decreased ~2.3%
- DXL stores represented ~18% of retail sales
- Direct e-commerce sales increased ~13.0%
- Income from continuing operations expected to be ~\$0.08 per diluted share

Why Invest in DXLG?

Accelerated conversion to DXL concept creates compelling investment opportunity

Leader in large and growing B&T market

Strong gross margins; Ability to greatly improve operating margins

Three-year \$150M investment in DXL rollout to be funded primarily by free cash flow, including use of \$47 million in tax benefits

Significant market share/sales growth opportunity

Strong balance sheet with borrowing capacity

For additional information:

Jeffrey Unger

Destination XL Group, Inc.

V. P. Investor Relations

561-482-9715 Office

561-543-9806 Cell

jeffunger@usa.net

www.destinationxl.com