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

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			or Section 30(h) of the Investment Company Act of 1940			() · · · ·			
1. Name and Address of Reporting Person [*] Laher Sahal S			2. Issuer Name and Ticker or Trading Symbol DESTINATION XL GROUP, INC. [DXLG		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Laller Sallal	<u>.</u>				Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Officer (give title below)	Other (specify below)			
16 HANCOCK	· · ·	(Middle)	04/03/2017		SVPChief Digital	& InfoOfficer			
10 HANCOCK	KOAD								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fili	ng (Check Applicable			
WINDHAM	NH	03087		X	Form filed by One Re	porting Person			
(City)	(State)	(Zip)	—		Form filed by More th Person	an One Reporting			
		Table I - Non-D	erivative Securities Acquired, Disposed of, or Bene	ficially	Owned				

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

1. Title of Security (Instr. 3)	Date (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	(D) or Indirect	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 Exerc Expiration Da (Month/Day/Y	ate	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)	04/03/2017		A		52,192		(2)	(2)	Common Stock	52,192	\$0	52,192	D	

Explanation of Responses:

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

2. The restricted stock units represent the time-based portion of the 2017-2018 Long-Term Incentive Plan award to the Reporting Person. The restricted stock units vest in two equal installments on April 1, 2019 and April 1, 2020.

Remarks:

Sahal S. Laher

** 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.

(e.g., puts, calls, warrants, options, convertible securities)

04/05/2017 Date