

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>KANTER HARVEY S</u><br><br>(Last) (First) (Middle)<br><u>C/O DESTINATION XL GROUP, INC.</u><br><u>555 TURNPIKE STREET</u><br><br>(Street)<br><u>CANTON MA 02021</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>DESTINATION XL GROUP, INC. [ DXLG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President and CEO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/09/2021</u>                     |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |   |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |   |
| Common Stock, \$0.01 par value  | 09/09/2021                           |  | M                              |   | 240,000   | A          | (1)    | 529,338   | D  |   |
| Common Stock, \$0.01 par value  | 09/09/2021                           |  | F                              |   | 58,440 <sup>(2)</sup>   | D          | \$6.28 | 470,898   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 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. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 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 |  |  |   |  |
| Performance Shares                         | (1)  | 09/09/2021                           |  | M                              |   |  | 240,000 <sup>(3)</sup> | (3)  | (3)             | Common Stock  | 240,000                    | \$0  | 480,000  | D   |  |

**Explanation of Responses:**

- Each Performance Share represents a contingent right to receive one share of the Issuer's common stock.
- Represents shares withheld from shares otherwise issuable upon vesting of Performance Shares for payment of taxes.
- Performance Shares vest, if at all, in tranches when the trailing 90-day, volume-weighted average closing price of a share of the Issuer's common stock reaches specified targets during the four-year performance period ending on March 31, 2023. On September 9, 2021, the Compensation Committee of the Board of Director's of the Issuer determined that the first tranche had vested as of September 8, 2021.

Harvey S. Kanter 09/13/2021

\*\* Signature of Reporting Person Date

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.

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