П

# 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

#### OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

		(First) (Middle)   TION XL GROUP, INC. 3. Date of Earliest Transaction (Month/Day/Year)   05/02/2016 05/02/2016   4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)   X Form filed by One Reporting Person					
1	Address of Reporting F		s ,	(Check	all applicable)		
			2 Data of Earliest Transaction (Month/Day/Voar)		Officer (give title		
(Last)	(First)	(Middle)			Delow)	below)	
C/O DEST	INATION XL GRO	OUP, INC.	03/02/2010				
555 TURNPIKE STREET							
			4. If Amendment, Date of Original Filed (Month/Day/Year)				
(Street)				X	Form filed by One Re	eporting Person	
CANTON	MA	02021			Form filed by More th Person	an One Reporting	
(City)	(State)	(Zip)					

## 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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

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. Transa Code ( 8)		Derivative		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)	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		(Instr. 4)		
Deferred Stock <sup>(1)</sup>	\$5.44	05/02/2016		A	v	2,349 <sup>(2)</sup>		(2)	(3)	Common Stock	2,349	\$5.44	2,349	Ι	By Trust <sup>(4)</sup>

### Explanation of Responses:

1. Deferred stock issued pursuant to the Director's elected form of compensation for quarterly annual retainer.

2. Each share of deferred stock is the ecoomic equivalent of one share of common stock. The shares of deferred stock become payable in common stock, at the separation from service deferral period as elected by the Reporting Person under the terms of the Second Amended and Restated Non-Employee Director Compensation Plan.

3. There is no set expiration date. Deferred Stock termination events are set forth in the Amended and Restated Non-Employee Director Compensation Plan.

4. The Securities are held by the George Porter Trust Dated December 13, 2006, and the Reporting Person is the trustee of the trust.

#### **Remarks:**

Robert S. Molloy, Attorney-in-05/04/2016 Fact for George T. Porter, Jr.

Date

\*\* 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.

EXHIBIT 24

## CONFIRMING STATEMENT

This Statement confirms that the undersigned, George T. Porter, Jr., has authorized and designated David A. Levin and Robert S. Molloy to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the United States Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Destination XL Group, Inc. The authority of David A. Levin and Robert S. Molloy under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in the securities of Destination XL Group, Inc., unless earlier revoked in writing. The undersigned acknowledges that David A. Levin and Robert S. Molloy are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: April 12, 2016 By: /s/ George T. Porter, Jr. Name: GEORGE T. PORTER, JR.

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