SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN RENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 0.5

Section 16. F	ox if no longer subject Form 4 or Form 5 hay continue. <i>See</i> (b).	t to STATE	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	OMB Number: Estimated average I hours per response:		
Chane Fran (Last)	(First)	(Middle)	or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol DESTINATION XL GROUP, INC.] 3. Date of Earliest Transaction (Month/Day/Year) 08/07/2020	(Check all applicate Director X Officer (g below)	10 ¹ ive title Otl	% Owner her (specify low)
(Street) CANTON (City)	MA (State)	02021 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X Form filed	nt/Group Filing (Chec d by One Reporting F d by More than One F	Person
		Table I - Non-D	Perivative Securities Acquired, Disposed of, or Bene	ficially Owned		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, \$0.01 par value	08/07/2020		М		7,420	Α	(1)	169,564	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 8. Price of Derivative Security (Instr. 5) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 9. Number of 10. 11. Nature 7. Litle and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Derivative Security (Instr. 3) Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) Conversion or Exercise Ownership Form: of Indirect Beneficial Date (Month/Day/Year) Expiration Date (Month/Day/Year) derivative of Derivative Securities Price of Derivative Security Direct (D) Securities Beneficially Ownership Acquired (A) or Disposed Owned Following Reported or Indirect (I) (Instr. 4) (Instr. 4) of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount or Number Expiration Date Date of Shares (D) Code ν (A) Exercisable Title Restricted Commo (1) Stock Units (2) (2) 08/07/2020 Μ 7,420 7,420 \$<mark>0</mark> 22,258 D Stock

Explanation of Responses:

1. Restricted stock units ("RSU") convert into common stock on a one-for-one basis.

2. Represents RSUs for time-based compensation granted to the Reporting Person on August 7, 2019 under the 2019-2021 Long-Term Incentive Plan. The remaining RSUs vest in three equal installments on April 1, 2021, April 1, 2022 and April 1, 2023.

Remarks:

Francis C. Ch

** Signature of Reporting Person

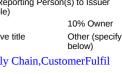
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.



iane	e			
_		_		

08/10/2020

Date