

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* <u>REATH JAMES</u>  (Last) (First) (Middle) <u>C/O DESTINATION XL GROUP, INC.</u> <u>555 TURNPIKE STREET</u>  (Street) <u>CANTON MA 02021</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DESTINATION XL GROUP, INC. [ DXLG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Marketing Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2022</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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
Non-Qualified Stock Option (Right to Buy)	\$5.3	09/26/2022		A		2,267		(1)	09/26/2032	Common Stock	2,267	\$0	2,267	D	
Non-Qualified Stock Option (Right to Buy)	\$5.3	09/26/2022		A		4,372		(2)	09/26/2032	Common Stock	4,372	\$0	4,372	D	
Restricted Stock Units	\$0	09/26/2022		A		10,332		(3)	09/26/2032	Common Stock	10,332 <sup>(4)</sup>	\$0	10,332	D	

**Explanation of Responses:**

- The Non-Qualified Stock Options ("Stock Options") represent the time-based portion of the 2020-2022 Long-Term Incentive Plan award to the Reporting Person. The Stock Options become exercisable in two equal installments on September 26, 2023 and April 1, 2024.
- The Stock Options represent the time-based portion of the 2021-2023 Long-Term Incentive Plan award to the Reporting Person. The Stock Options become exercisable in three equal installments on September 26, 2023, April 1, 2024 and April 1, 2025.
- Represents Restricted Stock Units ("RSUs") for the time-based portion of the 2022-2024 Long-Term Incentive Plan award to the Reporting Person. The RSUs vest and become exercisable in four equal installments on September 26, 2023, April 1, 2024, April 1, 2025 and April 1, 2026.
- Each RSU, as defined in the Company's 2016 Incentive Compensation Plan, represents a contingent right to receive one share of DXLG common stock.

James Reath

09/28/2022

\*\* 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.

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.