SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] **Molloy Robert 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)

(Last) (First) (Middle) C/O DESTINATION XL GROUP, INC. 555 TURNPIKE STREET	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2019		Director	10% Owner
		X	Officer (give title below)	Other (specify below)
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	SVP,ChiefAdmin.Officer,GC,Secy
CANTON MA 02021		6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X Form filed by One Reporting Person
		Form filed by More than One Reporting Person

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	04/01/2019		M		32,545	A	(1)	192,269	D	
Common Stock, $0.01 par value	04/01/2019		F		6,236[2]	D	$2.45	186,033	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				
Restricted Stock Units	(1)	04/01/2019		M			11,361[3]	(3)	(3)	Common Stock	11,361	$0	0	D	
Restricted Stock Units	(1)	04/01/2019		M			21,184[4]	(4)	(4)	Common Stock	21,184	$0	21,184	D	

Explanation of Responses:

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

2. Represents shares withheld from shares otherwise issuable upon vesting of RSUs for payment of taxes.

3. On April 14, 2016, the Reporting Person was granted, under the 2016-2017 Long-Term Incentive Plan, 22,722 RSUs, vesting in two equal installments on April 1, 2018 and April 1, 2019.

4. On April 3, 2017, the Reporting Person was granted, under the 2017-2018 Long-Term Incentive Plan, 42,368 RSUs, vesting in two equal installments on April 1, 2019 and April 1, 2020.

Remarks:

Robert S. Molloy	04/03/2019
** 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.