
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 25, 2018

DESTINATION XL GROUP, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

01-34219
(Commission File Number)

04-2623104
(IRS Employer
Identification No.)

**555 Turnpike Street,
Canton, Massachusetts**
(Address of Principal Executive Offices)

02021
(Zip Code)

Registrant's Telephone Number, Including Area Code: (781) 828-9300

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Department of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 25, 2018, Destination Group XL, Inc. (the “*Company*”) and its Chief Executive Officer, Mr. David A. Levin, entered into the First Amendment (the “*Amendment*”) to Transition Agreement dated as of March 20, 2018, which addresses Mr. Levin’s future retirement and related successor issues (the “*Transition Agreement*”).

The Amendment modifies Section 1(g) of the Transition Agreement to remove the provision relating to a tax gross up in the event of a change in control. Accordingly, Section 1(g) of the Transition Agreement now provides that, if a change of control occurs while Mr. Levin remains employed by the Company, he shall be paid, in a lump sum, the amount that would otherwise be due to him under his employment agreement.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed herewith as Exhibit 10.1 and incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 10.1 | <u>First Amendment to the Transition Agreement dated as of June 25, 2018 between the Company and David A. Levin.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DESTINATION XL GROUP, INC.

Date: June 25, 2018

By:

/s/ Robert S. Molloy

Robert S. Molloy
Senior Vice President, Chief Administrative Officer, General Counsel and
Secretary

FIRST AMENDMENT TO TRANSITION AGREEMENT

This First Amendment to Transition Agreement (the “*First Amendment*”) is made as of this 25 day of June, 2018 (the “*Execution Date*”) by and between Destination XL Group, Inc., a Delaware corporation (“*Company*”), and David A. Levin, an individual (“*Executive*”). The terms “*Party*” or “*Parties*” shall be used to refer to the Company and/or Executive. Capitalized terms not defined herein shall have the meaning ascribed in the Employment Agreement (defined below).

WHEREAS, the Company and Executive are parties to that certain Transition Agreement dated as of March 20, 2018 (the “*Transition Agreement*”);

WHEREAS, the Company and Executive have agreed to amend the Transition Agreement to remove a provision relating to a tax gross up in the event of a change in control; and

NOW, THEREFORE, for and in consideration of the promises and the consideration more fully set forth herein and in the Transition Agreement, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Company and Executive mutually agree as follows:

1. Paragraph 1(g) of the Transition Agreement is deleted in its entirety and replaced with the following:

(g) In the event of a Change of Control while Executive remains employed by the Company during the Term of Employment, Executive shall be paid the Remaining Payments otherwise due for the remainder of the Term of Employment in a lump sum payment on the business day immediately preceding the effective date of the Change of Control.

2. The parties acknowledge that good and valuable consideration supports this First Amendment.

3. Except as otherwise modified hereby, the terms and conditions of the Transition Agreement are hereby ratified, approved and confirmed as of the date hereof and shall remain in full force and effect.

4. This First Amendment supersedes all prior communications between the parties hereto with respect to the subject matter hereof and shall be binding upon and inure to the benefit of the parties, their respective successors and assigns.

5. This First Amendment may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, and intending to be legally bound hereby, the Parties hereby execute this First Amendment as of the first date set forth below.

DATED: June 25, 2018

Destination XL Group, Inc.

By: /s/ Willem Mesdag

Its: Director and Chairman,
Compensation Committee

DATED: June 25, 2018

By: /s/ David A. Levin
David A. Levin