

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 8, 2015

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

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))
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Item 7.01 –Regulation FD Disclosure

Destination XL Group, Inc. (the “Company”) will be presenting a slide presentation at upcoming investor conferences. A copy of the slides is attached to this report as Exhibit 99.1 and is incorporated by reference herein.

The slides include financial information not prepared in accordance with generally accepted accounting principles (“Non-GAAP Financial Measures”). The Company believes that the non-GAAP measures are useful as an additional means for investors to evaluate the Company’s operating results, when reviewed in conjunction with the Company’s GAAP financial statements. A reconciliation of the Non-GAAP Financial Measures to financial information prepared in accordance with generally accepted accounting principles (“GAAP”), as required by Regulation G, is included as Appendix A to the investor presentation.

The full slide presentation is available on the investor relations page of the Company’s website at www.destinationxl.com.

The slides contained in the exhibit include statements intended as “forward-looking statements,” which are subject to the cautionary statement about forward-looking statements set forth in the exhibit. The slides are being furnished, not filed, pursuant to Regulation FD.

Accordingly, the slides will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of these slides is not intended to, and does not, constitute a determination or admission by the Company that the information in the slide presentation is material or complete, or that investors should consider this information before making an investment decision with respect to the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	DXLG –Investor Presentation December 2015



December 2015
Investor Presentation

FORWARD LOOKING STATEMENTS AND NON-GAAP MEASURES

Forward Looking Statements:

Certain information contained in this presentation, including, but not limited to, future store projections of sales, sales per square foot, gross margin, occupancy and selling, general administrative expenses, EBITDA from continuing operations as well four-wall cash flow, constitute forward-looking statements under the federal securities laws. The discussion of forward-looking information requires management of the Company to make certain estimates and assumptions regarding the Company's strategic direction and the effect of such plans on the Company's financial results. Such forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from those indicated. Such risks and uncertainties may include, but are not limited to: the failure to implement the Company's business plan for increased profitability and growth in the Company's retail stores sales and direct-to-consumer business, the failure to achieve improvement in the Company's competitive position, changes in or miscalculation of fashion trends, extreme or unseasonable weather conditions, economic downturns, a weakness in overall consumer demand, trade and security restrictions and political or financial instability in countries where goods are manufactured, increases in raw material costs from inflation and other factors, the interruption of merchandise flow from the Company's distribution facility, competitive pressures, and the adverse effects of natural disasters, war, acts of terrorism or threats of either, or other armed conflict, on the United States and international economies. These, and other risks and uncertainties, are detailed in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended January 31, 2015 filed on March 25, 2015 and other Company filings with the Securities and Exchange Commission. The Company assumes no duty to update or revise its forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

Non-GAAP Measures:

EBITDA, EBITDA from continuing operations and free cash flow are non-GAAP measures. The Company believes that these non-GAAP measures are useful as additional means for investors to evaluate the Company's operating results, when reviewed in conjunction with the Company's GAAP financial statements. Please see Appendix A for additional information concerning these non-GAAP measures and a reconciliation to their respective GAAP measures, where applicable.

DESTINATION XL's UNIQUE CUSTOMER

Not determined by demographic

Males of all ages with a waist size 38" and greater

Values convenience, comfort, selection and fit over price

Desires a good, better, best array of product assortments in all primary lifestyles



TRANSFORMING OUR BRAND

Began transformation to DXL brand in 2010 to provide customers with a one-stop shopping destination for all his wardrobe needs

CASUAL MALE XL



DXL
DESTINATIONXL



Opportunity for Growth

Capture greater wallet share

Attract broader customer audience

Target end-of-rack¹ customers

Leverage website to drive sales



¹Waist sizes 38 to 46 inches

DXL
GROUP

Destination XL Group, Inc.

ONE-STOP SHOPPING AT ITS BEST



Highly Trained Staff



Wide aisles



Large changing rooms



Bright Atmosphere



More brands



Onsite tailoring



LARGEST SELECTION OF BIG AND TALL BRANDS

Robert Graham®



NAUTICA

Lucky Brand

TOMMY HILFIGER

Calvin Klein



Brooks Brothers

MICHAEL KORS

Tommy Bahama®

POLO
RALPH LAUREN



LACOSTE



UNDER ARMOUR®

TRUE RELIGION
BRAND JEANS™

10

Private label brands

54

Shoe brands

58

Apparel brands

22

Exclusive brands

WHY THE TRANSFORMATION IS WORKING

Dominant position as the largest big-and-tall specialty retailer

Experience in our markets drives new-store success

Destination XL store concept drives high forward comps, long-term sales growth

Declining execution risk

Increasing operating leverage

DXL OWNS THE BIG & TALL SPACE



#1

In online and brick-and-mortar big & tall sales
No competitor even comes close

354

Total
stores

Only **4**

stores owned by
next-largest competitor

56%

Online
traffic share

We have been the only successful market entrant



Note: Online traffic share as of October 2015 based on third-party market research

Destination XL Group, Inc.

MARKET EXPERIENCE DRIVING HIGHLY SUCCESSFUL STORE ROLLOUT

Years of Casual Male and DXL store experience differentiates DXL from other retail rollouts

First-hand knowledge of existing markets is crucial as we open new DXL stores in those markets

Casual Male legacy experience provides years of proprietary sales, sizing and customer data

Enables DXL to more precisely meet new-store criteria

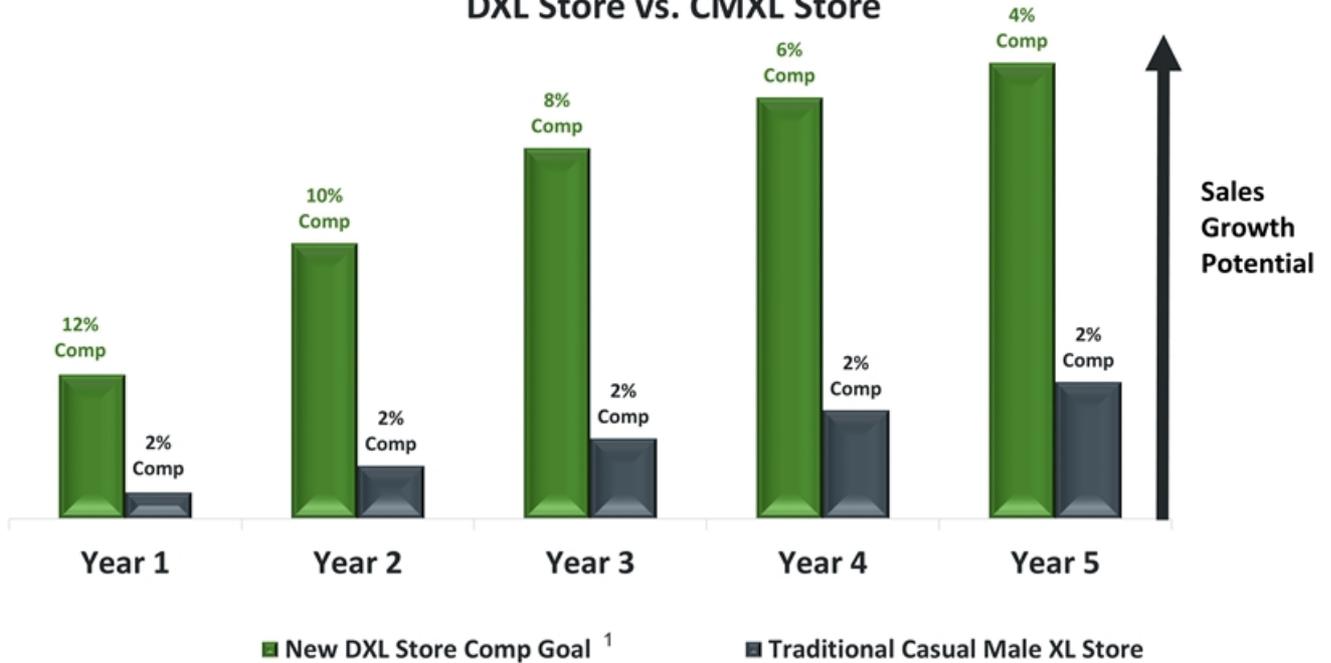
Yields extremely high store success rate

- **1 underperforming store in 173 openings**

LONG-TERM SALES GROWTH, HIGH FORWARD COMPS

Destination XL stores mature over a five-year period

Compounded Comparable Sales Growth DXL Store vs. CMXL Store



¹based on the average actual performance of DXL stores in years 1-3, with pro forma estimate in years 4-5

CONSISTENT 4-WALL RETAIL STORE MODEL



	DXL Year 1 ¹	DXL Year 2 ¹	DXL Year 3 ¹	DXL Year 4 ¹	DXL Year 5 ²
Sales per square foot	\$150	\$170	\$190	\$205	\$220
Gross margin, net of occupancy costs	42.0%	44.0%	45.0%	46.0%	47.0%
SG&A as a % of sales	26.0%	22.0%	21.0%	21.0%	20.0%
Four-wall cash flow	16.0%	22.0%	24.0%	25.0%	27.0%

Currently have sales for 34 DXL retail stores above \$200 in sales psf

¹Average retail store results

²Average retail store pro forma estimate

IMPRESSIVE RETURN ON INVESTMENT

Achieving stronger return on investment in first year with smaller store sizes



DXL Retail Stores	Average Sq. Ft. ¹	Year One Sales PSF ¹	Year One 4-Wall Cash Flow PSF ¹	ROI ^{1,2}
2010 – 2012 (48 stores)	9,590	\$151	\$22	30.0%
2013 (51 stores)	8,441	\$145	\$25	38.0%
2014 (39 stores)	7,320	\$151	\$25	43.0%
2015 (29 stores)	6,890	\$160	\$23	40.0%
DXL Outlet Stores				
2014 - 2015 (9 stores) ³	5,035	\$165	\$20	55.0%

¹Average store results

²ROI is defined as the internal rate of return calculated on a store four-wall basis over 5 years

³Opened 2 outlet stores in 2014 and 7 outlet stores in 2015

SUCCESS OF SMALL-FORMAT STORES DROVE MARKET OPPORTUNITY STUDY

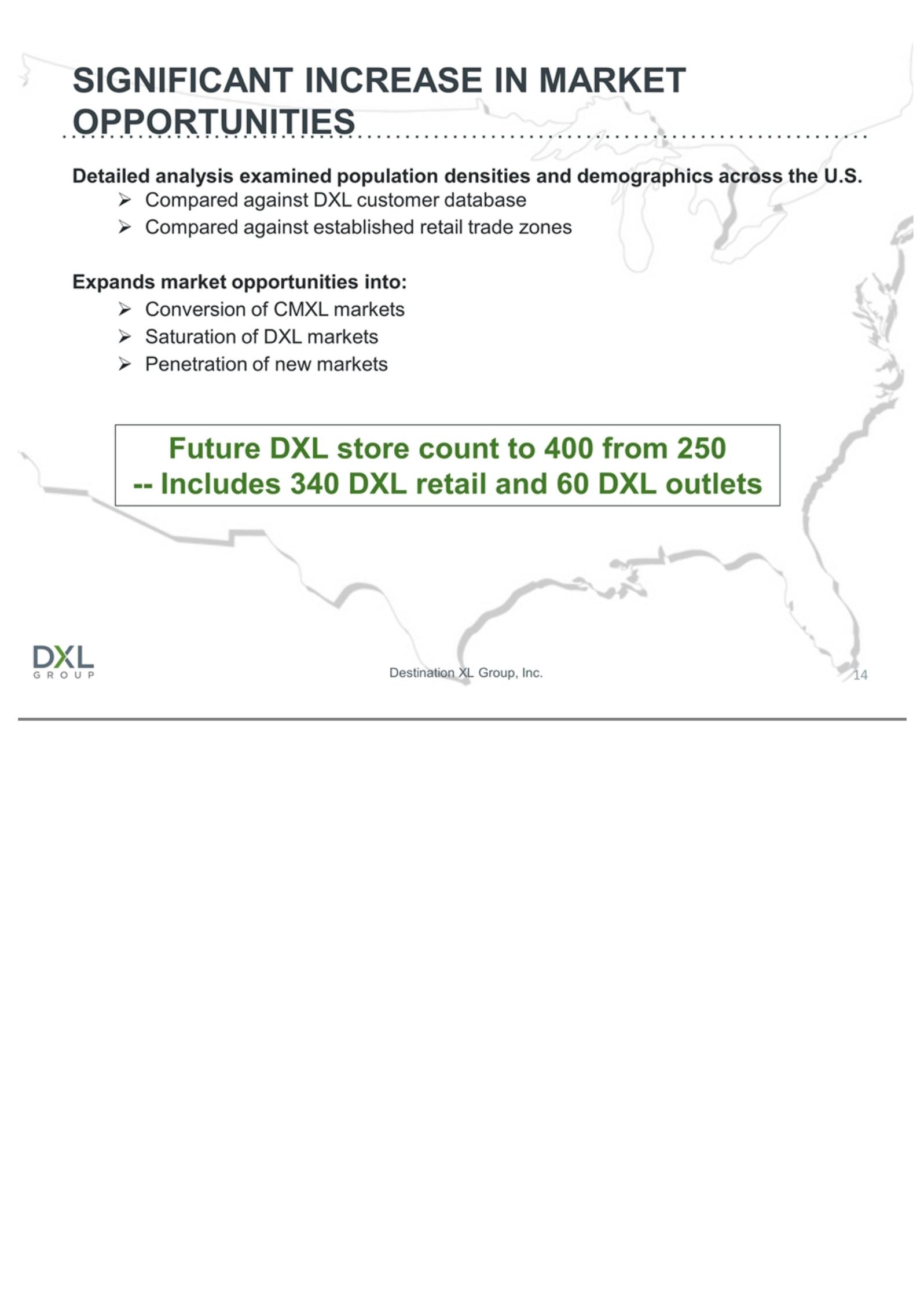
Introduced 5,000-6,500 square foot store concept in Q2 2014 to penetrate smaller markets and increase saturation of larger markets

Lowers cap ex and occupancy costs by 20-30% as compared to a 7,000 sq. ft. store

Example: Economics of a typical 5,000 square foot DXL in year one in an average market with expected annual sales of ~\$800K:

Sales per square foot	\$160
Gross margin, net of occupancy costs	45.5%
SG&A as a % of sales	30.5%
Four-wall cash flow	15.0%
Build out costs	\$80

SIGNIFICANT INCREASE IN MARKET OPPORTUNITIES



Detailed analysis examined population densities and demographics across the U.S.

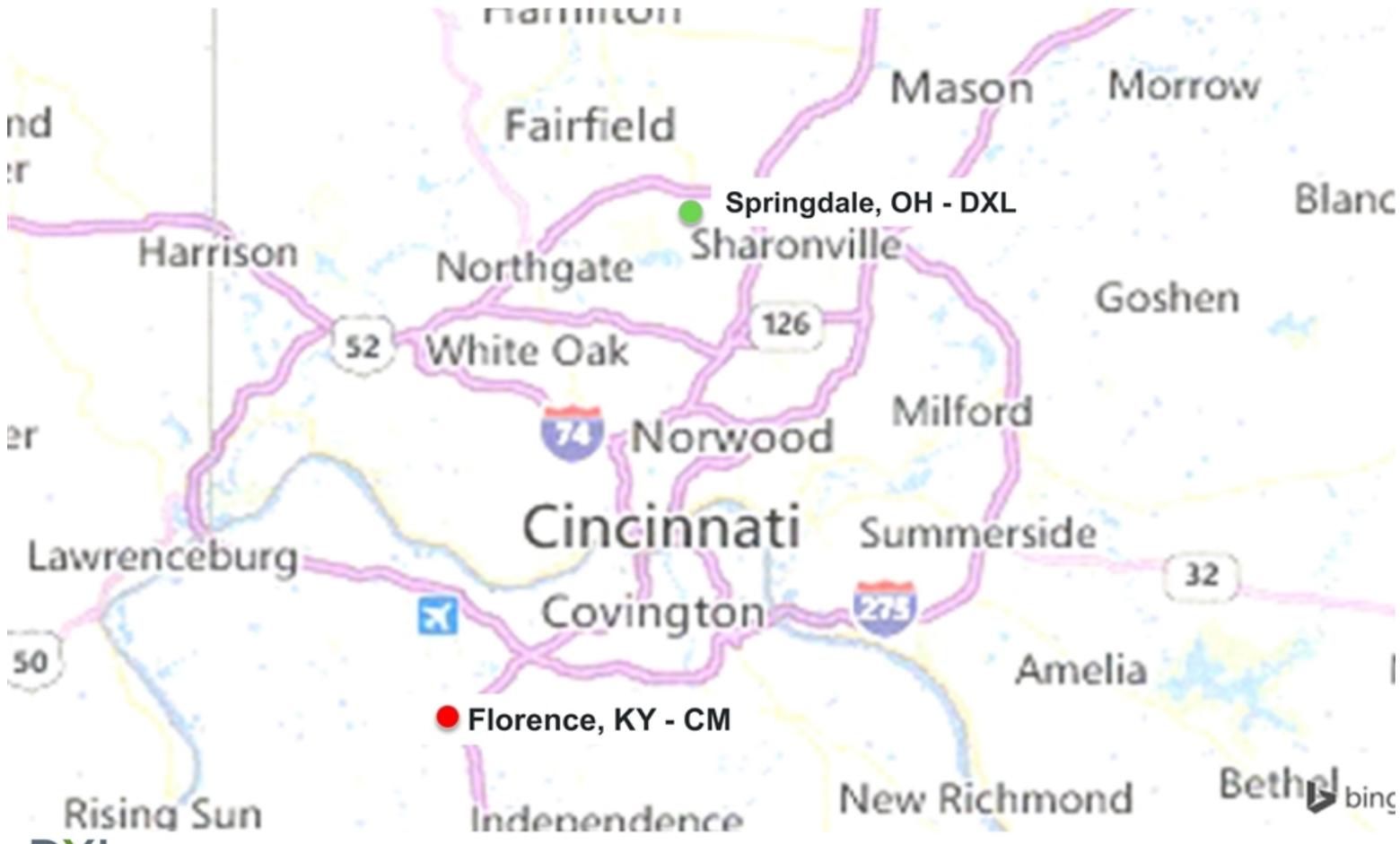
- Compared against DXL customer database
- Compared against established retail trade zones

Expands market opportunities into:

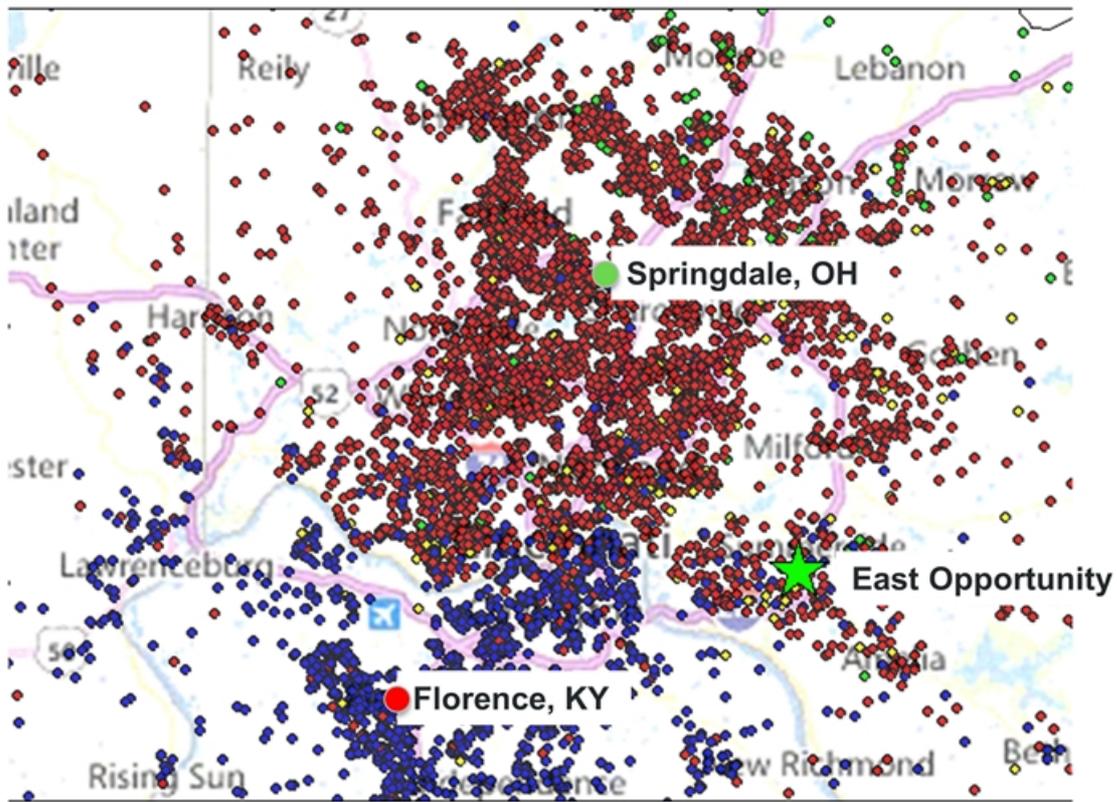
- Conversion of CMXL markets
- Saturation of DXL markets
- Penetration of new markets

**Future DXL store count to 400 from 250
-- Includes 340 DXL retail and 60 DXL outlets**

EXAMPLE: CINCINNATI MARKET

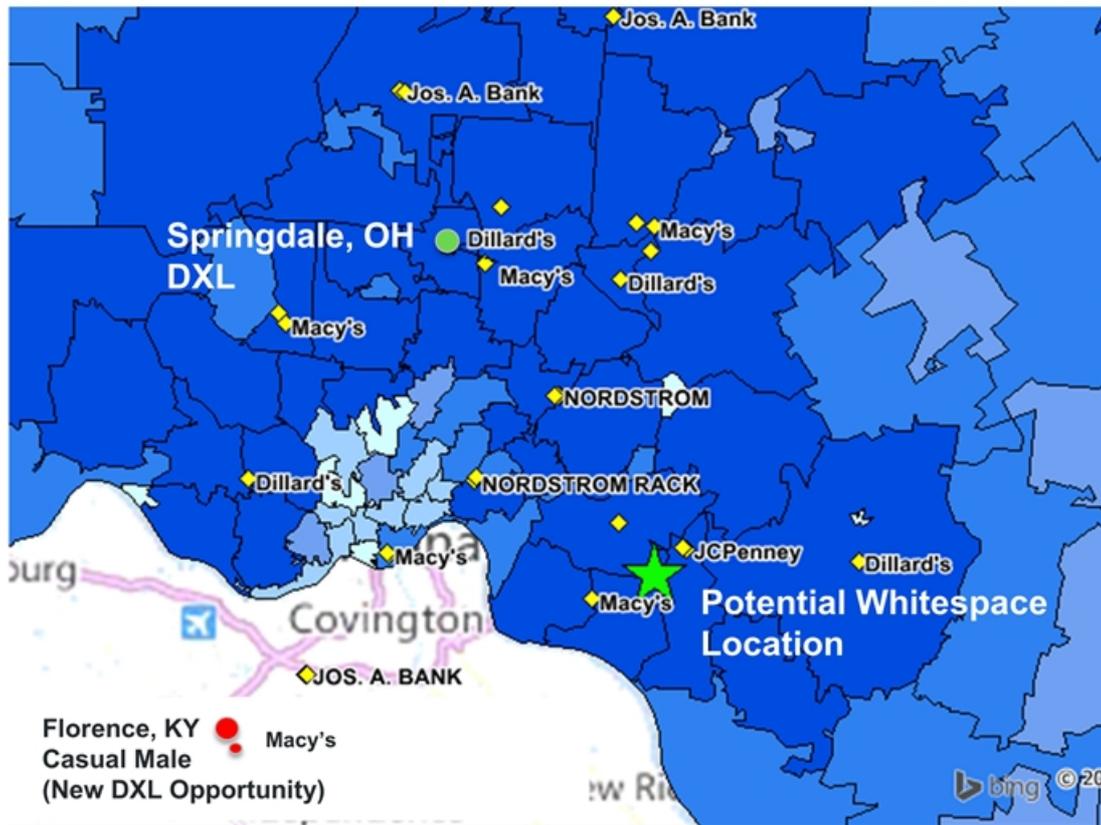


Cincinnati Customer Spotting Study



■ Represents DXLG customers shopping at Florence (CM) ■ Represents DXLG customers shopping at the Springdale DXL

EXAMPLE: CINCINNATI MARKET – TRADE ZONES



* Darker blue areas represent higher population densities

ECONOMICS, RETAIL VS. OUTLETS

4-WALL STORE MODEL



Year 5¹

	DXL Retail – Large	DXL Retail – Small	DXL Outlet
Average square feet	8,300	5,700	4,500
Sales per square foot	\$220	\$220	\$245
4-wall % of sales	27%	27%	22%
4-wall per square foot	\$59	\$59	\$54
Build-out Costs	\$75	\$80	\$50
ROI ²	37%	32%	37%

¹Average store pro forma estimates at maturity

²ROI is defined as IRR calculated on a store four-wall basis over five years

DXL STORES INCREASING SHARE OF TOTAL STORE PORTFOLIO

Year	# DXL Stores	DXL SF	# Casual Male and Rochester Stores	Casual Male and Rochester Stores SF	DXL SF Differential
2014	140	1,191,000	213	784,000	407,000
2015E	175	1,414,000	169	619,000	795,000
2016E	205	1,601,000	142	519,000	1,082,000
2017E	245	1,826,000	115	424,000	1,402,000
2018E	285	2,044,000	94	344,000	1,700,000
2019E	320	2,236,000	73	270,000	1,966,000
2020E	350	2,397,000	57	222,000	2,175,000

DOMESTIC SUCCESS DRIVES EXPANSION OF INTERNATIONAL FRANCHISE

No existing large-scale international Big & Tall retailer today

International customer currently is underserved

Recently hired experienced new SVP of International Development

Will leverage successful Kuwait franchise experience to roll out multiple stores in key geographies

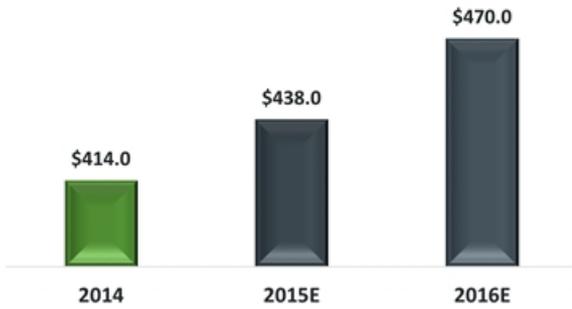
Exploring key agreement economic terms:

- **Royalty rate on sales target**
- **Sourcing fee for merchandise**
- **Area development fee**

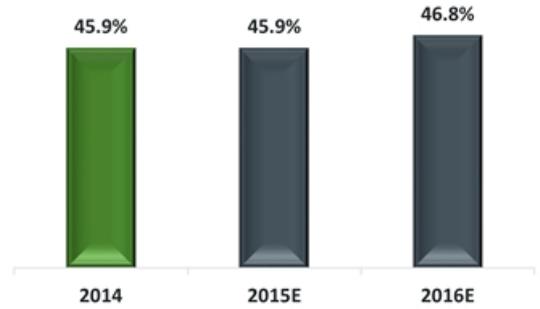
Expect first stores to open in 2017

INCREASING OPERATING LEVERAGE

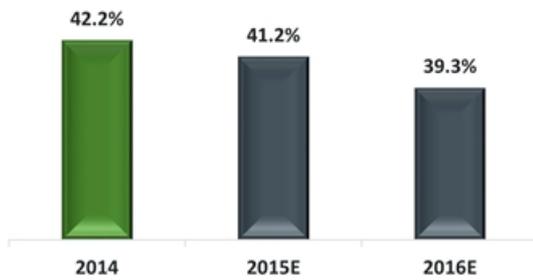
Sales (\$ in millions)



Gross Margin



SG&A % of Sales

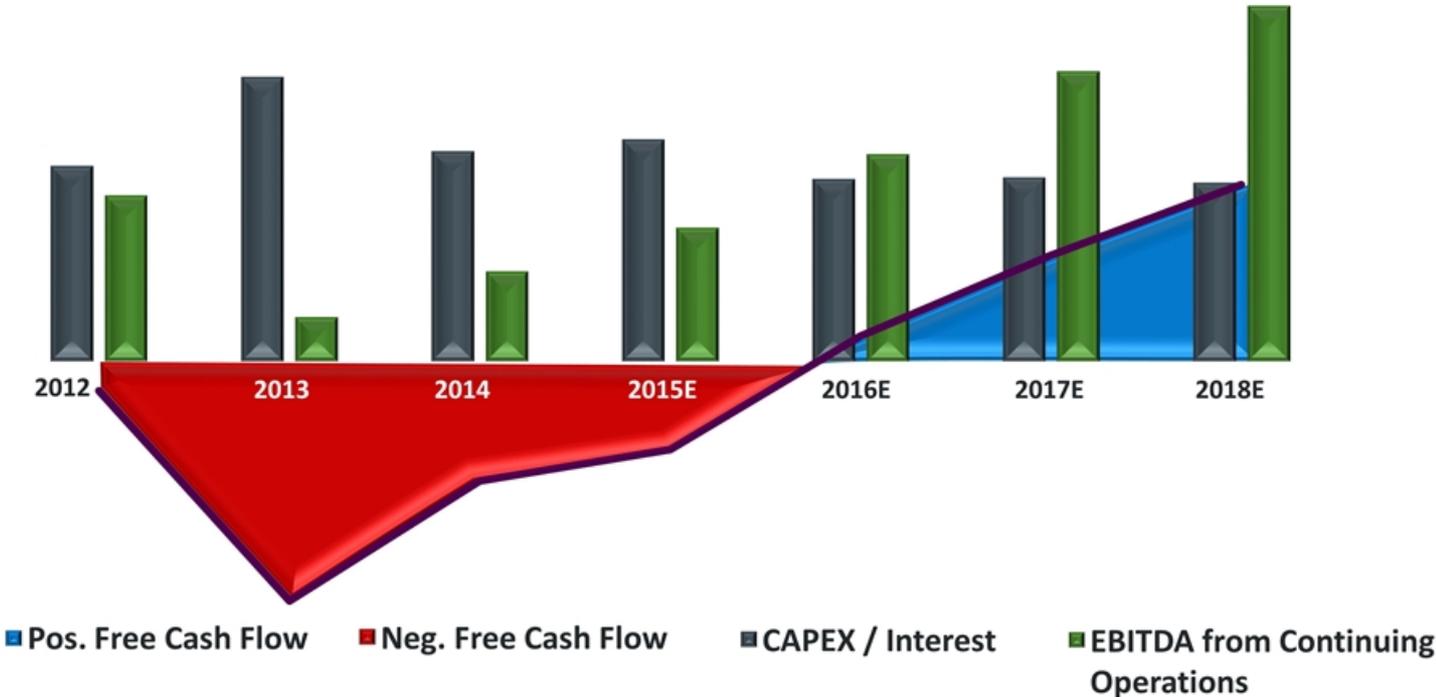


EBITDA from continuing operations (\$ in millions)



- 2015E based on low end of the Company's guidance; 2016E based on internal estimates
- EBITDA from continuing operations is a non-GAAP measure. See Appendix A for a reconciliation from its comparable GAAP measure

STRONG FREE CASH FLOW* TREND



*Free Cash Flow is a non-GAAP measure and is calculated by taking cash flow from operations less capital expenditures.



FINANCIAL PERFORMANCE

(all periods restated for discontinued operations)

Destination XL Group, Inc.

2015 SALES HIGHLIGHTS – Q3 YTD

+8.1%

Total sales (Retail and Direct)

➤ *On top of +4.8% in Q3 YTD 2014*

+5.6%

Total comparable sales

➤ *On top of +5.5% in Q3 YTD 2014*

+10.0%

DXL comparable store sales

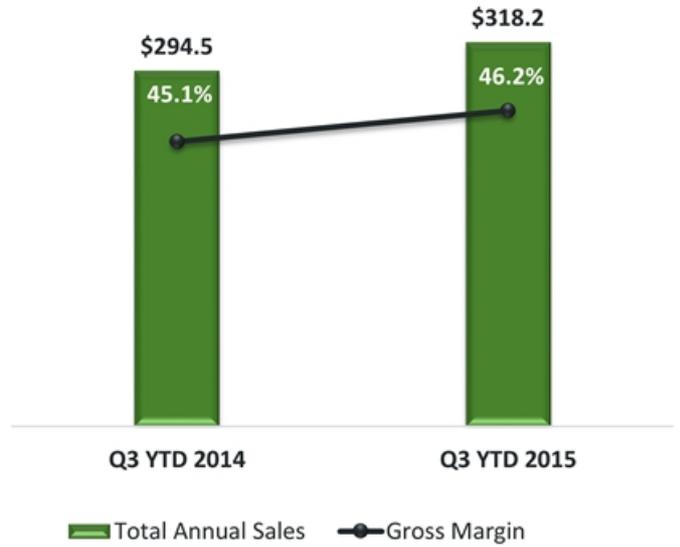
➤ *On top of +12.3% in Q3 YTD 2014*

SALES AND GROSS MARGINS

(\$MM)



(\$MM)

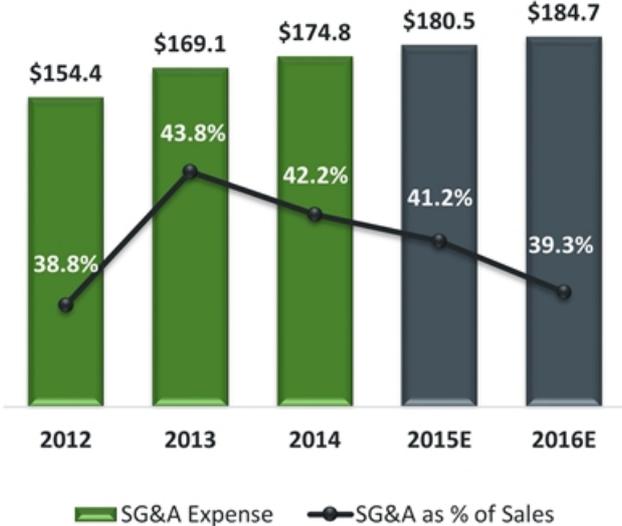


Strong gross margins provide opportunity for significant sales leverage

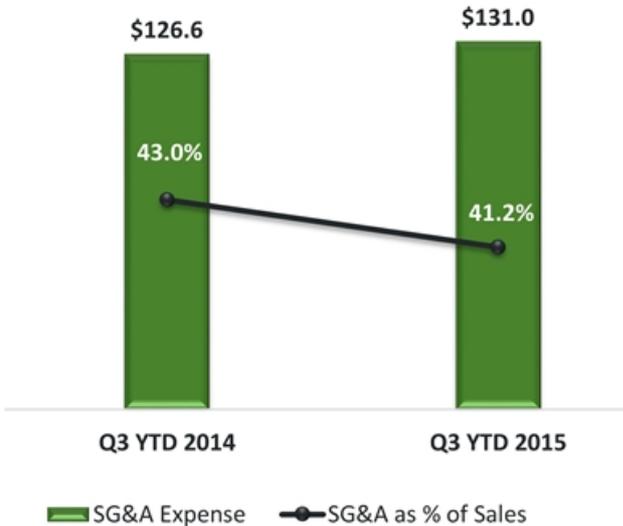
- 2015E based on low end of the Company's guidance; 2016E based on internal estimates

SG&A EXPENSE DECLINING AS % of SALES

(\$MM)

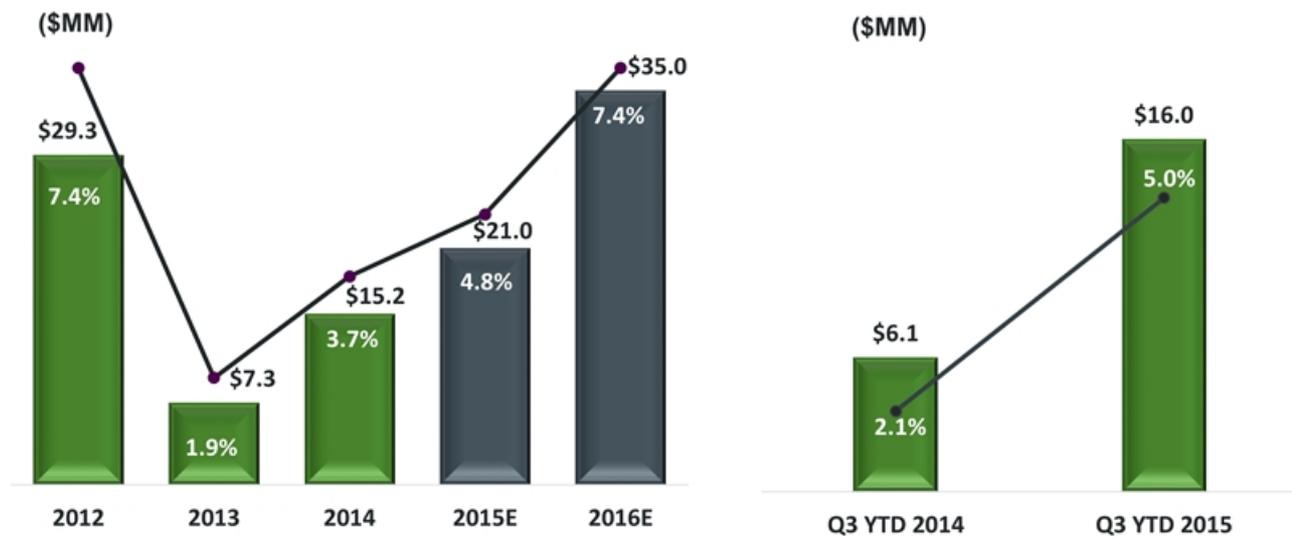


(\$MM)



• 2015E based on low end of the Company's guidance; 2016E based on internal estimates

EBITDA & EBITDA MARGIN FROM CONTINUING OPERATIONS



■ EBITDA from continuing operations

● EBITDA from continuing operations as a percentage of sales

- 2015E based on low end of the Company's guidance; 2016E based on internal estimates

¹EBITDA from continuing operations and EBITDA margin from continuing operations are non-GAAP measures. For additional information about these non-GAAP measures, including a reconciliation to their respective GAAP measures, see Appendix A attached to this presentation.

BALANCE SHEET

(\$MM)

	2012	2013	2014	Q3 '14	Q3 '15
Cash on hand	\$8.2	\$4.5	\$4.6	\$6.1	\$5.6
Inventory	\$104.2	\$105.6	\$115.2	\$126.4	\$133.3
Credit Facility, net of deferred debt issuance costs *	--	\$8.6	\$18.8	\$37.3	\$55.9
Long-term debt, net of deferred debt issuance costs **	--	\$16.5	\$33.5	\$35.5	\$28.0

* Unused excess availability under credit facility at October 31, 2015 was \$62.8 million

** Includes Term Loan of \$14.0 million and Equipment Financing Loans of \$14.5 million at October 31, 2015, net of \$0.5 million in deferred debt issuance costs

NON-GAAP RECONCILIATION

- In addition to Operating Income (Loss) determined in accordance with United States Generally Accepted Accounting Principles (GAAP), the Company uses non-GAAP financial measures, such as "EBITDA from continuing operations," in assessing its operating performance. The Company believes that this non-GAAP measure serves as an appropriate measure to be used in evaluating the performance of its business.
- The Company defines EBITDA as Earnings before interest, taxes and depreciation and amortization. EBITDA from continuing operations is before discontinued operations.
- EBITDA and EBITDA from continuing operations as defined by the Company may not be comparable to similarly titled measures reported by other companies. The Company does not intend for non-GAAP financial measures to be considered in isolation or as a substitute for other measures prepared in accordance with GAAP.
- The following table provides a reconciliation of Net income (loss), on a GAAP basis, to EBITDA and EBITDA from continuing operations, on a non-GAAP basis (in millions, except EBITDA margin from continuing operations).

<i>(in millions)</i>	Fiscal 2012	Fiscal 2013*	Fiscal 2014*	Q3 YTD Fiscal 2014*	Q3 YTD Fiscal 2015
Sales	\$ 397.6	\$ 386.5	\$ 414.0	\$ 294.5	\$ 318.2
Net income (loss), on a GAAP basis	\$ 6.1	\$ (59.8)	\$ (12.3)	\$ (13.8)	\$ (7.0)
Add back:					
Provision for income taxes	5.2	45.7	0.2	0.2	0.2
Interest Expense	0.6	1.0	2.1	1.4	2.3
Depreciation and amortization	15.5	20.8	24.0	17.2	20.5
EBITDA	\$ 27.4	\$ 7.8	\$ 14.1	\$ 4.9	\$ 16.0
Income (loss) from discontinued operations	(1.9)	0.5	(1.1)	(1.3)	-
EBITDA from continuing operations	\$ 29.3	\$ 7.3	\$ 15.2	\$ 6.1	\$ 16.0
EBITDA margin from continuing operations	7.4%	1.9%	3.7%	2.1%	5.0%
<i>* certain columns may not foot due to rounding</i>					

INVESTOR CONTACT

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