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*

 KYEES JOHN E

(Last)   (First)   (Middle)

 C/O VERA BRADLEY, INC.

 2208 PRODUCTION ROAD

(Street)

 FORT WAYNE IN   46808

(City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 DESTINATION XL GROUP, INC. [DXLG]

 3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2018

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director   10% Owner
     Officer (give title below)   Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)

 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			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

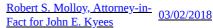| 1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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				
Deferred Stock[1]	$2.45	02/28/2018	02/28/2018	A		459		[2]	[3]	Common Stock	459	$2.45	459	D	

Explanation of Responses:

1. Deferred stock issued pursuant to the Director's elected form of compensation for participation in meetings of the Board of Directors and/or its committees.

2. Each share of deferred stock is the economic equivalent of one share of common stock. The shares of deferred stock become payable in common stock at the expiration of the 3-year deferral period as elected by the Reporting Person under the terms of the Third Amended and Restated Non-Employee Director Compensation Plan.

3. There is no set expiration date. Deferred Stock termination events are set forth in the Third Amended and Restated Non-Employee Director Compensation Plan.

Remarks:

Robert S. Molloy, Attorney-in-Fact for John E. Kyees   03/02/2018

** 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.