

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MESDAG WILLEM</u>  (Last) (First) (Middle) C/O RED MOUNTAIN CAPITAL MANAGEMENT, INC 10100 SANTA MONICA BOULEVARD, SUITE 925  (Street) LOS ANGELES CA 90067  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2016	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value								7,545,125 <sup>(1)</sup>	I	See Footnote

**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
Deferred Stock <sup>(2)</sup>	\$5.44	05/02/2016	05/02/2016	A		2,349 <sup>(3)</sup>		(2)	(4)	Common Stock	2,349	\$5.44	2,349	D	

1. Name and Address of Reporting Person\*  
MESDAG WILLEM  
 (Last) (First) (Middle)  
 C/O RED MOUNTAIN CAPITAL MANAGEMENT, INC  
 10100 SANTA MONICA BOULEVARD, SUITE 925  
 (Street)  
 LOS ANGELES CA 90067  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RMCP GP LLC  
 (Last) (First) (Middle)  
 10100 SANTA MONICA BOULEVARD  
 SUITE 925  
 (Street)  
 LOS ANGELES CA 90067  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RED MOUNTAIN CAPITAL MANAGEMENT INC  
 (Last) (First) (Middle)

(Last)	(First)	(Middle)
10100 SANTA MONICA BOULEVARD		
SUITE 925		
_____		
(Street)		
LOS ANGELES	CA	90067
_____		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[RED MOUNTAIN CAPITAL PARTNERS LLC](#)

\_\_\_\_\_

(Last)	(First)	(Middle)
10100 SANTA MONICA BOULEVARD		
SUITE 925		
_____		
(Street)		
LOS ANGELES	CA	90067
_____		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[RED MOUNTAIN PARTNERS, L.P.](#)

\_\_\_\_\_

(Last)	(First)	(Middle)
10100 SANTA MONICA BOULEVARD		
SUITE 925		
_____		
(Street)		
LOS ANGELES	CA	90067
_____		
(City)	(State)	(Zip)

**Explanation of Responses:**

- 7,522,354 of these shares are held directly by Red Mountain Partners, L.P. ("RMP") and the remaining 22,771 shares are held directly by Red Mountain Capital Partners LLC ("RMCP LLC"). This Form 4 is jointly filed by (i) RMP, (ii) RMCP GP LLC ("RMCP GP"), (iii) RMCP LLC, (iv) Red Mountain Capital Management, Inc. ("RMCM"), and (v) Willem Mesdag. RMCP GP is the general partner of RMP. RMCP LLC is the managing member of RMCP GP. RMCM is the managing member of RMCP LLC. Mr. Mesdag is the president, sole executive officer, sole director and sole shareholder of RMCM. Each of Mr. Mesdag, RMCM, RMCP LLC, and RMCP GP, by virtue of their direct or indirect control of RMP, may be deemed to beneficially own some or all of the securities reported as being held by RMP. Each of the reporting persons hereunder disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein. This Form 4 shall not be deemed to be an admission that any reporting person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- 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 separation from service deferral period as elected by the Reporting Person under the terms of the Second Amended and Restated Non-Employee Director Compensation Plan.
- Deferred stock issued pursuant to the Director's elected form of compensation for quarterly annual retainer.
- There is no set expiration date. Deferred Stock termination events are set forth in the Amended and Restated Non-Employee Director Compensation Plan.

**Remarks:**

[Willem Mesdag \(on behalf of himself and the Other Reporting Persons\)](#)      [05/04/2016](#)

\*\* 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.