

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>MESDAG WILLEM</u>  (Last) (First) (Middle) <u>C/O RED MOUNTAIN CAPITAL MANAGEMENT INC</u> <u>1999 AVENUE OF THE STARS, STE 1100</u>  (Street) <u>LOS ANGELES CA 90067</u>  (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2024</u>	
	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								2,593,758	D <sup>(1)</sup>	

**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 Units <sup>(2)</sup>	\$3.24 <sup>(3)</sup>	05/06/2024		A		11,188 <sup>(4)</sup>		(5)	(5)	Common Stock	11,188	\$0	455,469	D	

**Explanation of Responses:**

- The Reporting Person's ownership includes (i) 420,286 shares held by the Mesdag Family Limited Partnership, (ii) 97,529 shares held by the Mesdag Family Foundation, (iii) 44,746 shares held by the 2012 Mesdag Trust, (iv) 1,763,373 shares held by Red Mountain Capital Partners LLC, and (v) 267,824 shares held by Red Mountain Capital Management Inc. The Reporting Person is the president, sole executive officer, sole director and sole shareholder of Red Mountain Capital Management Inc. The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein. The filing system would not permit the filer to report his ownership as indirect.
- Deferred Stock Units (DSUs) issued pursuant to the Director's elected form of compensation for quarterly annual retainer and committee chairperson fee.
- The per share value is determined by the closing price of the Company's common stock on May 3, 2024.
- Each DSU is credited to the Reporting Person under the Company's Director Plan (the "Director Plan"). Each DSU represents ownership equivalent to one share of the Company's common stock.
- The DSUs credited under the Director Plan are payable in the form elected or provided under the Director Plan on the earlier of (i) The Reporting Person's date of separation of service, or (ii) upon death, disability or change in control as defined under the Director Plan.

/s/ Willem Mesdag (on behalf of himself and the other Reporting Persons) 05/08/2024

\*\* 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.

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