SEC Form 4

FORM 4

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

[X]

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MESDAG WILLEM	DESTINATION XL GROUP, INC. [DXLG]	X Director X 10% Owner
(Last) (First) (Middle)		Officer (give title below) Other (specify below)

	3. Date of Earliest Transaction (Month/Day/Year)
C/O RED MOUNTAIN CAPITAL MANAGEMENT, INC	02/05/2018
10100 SANTA MONICA BOULEVARD, SUITE 925	

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
LOS ANGELES CA 90067		Form filed by One Reporting Person
(City) (State) (Zip)		X 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			
Common Stock, $0.01 par value								7,847,469[1]	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	Amount or Number of Shares				
Deferred Stock[2]	$2.45	02/05/2018	02/05/2018	A		10,943		[3]	[4]	Common Stock	10,943	$2.45	10,943	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)

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:

1. 7,522,354 of these shares are held directly by Red Mountain Partners, L.P. ("RMP") and the remaining 325,115 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 Mr. Mesdag and RMCM, by virtue of their direct or indirect control of RMCP LLC, may be deemed to beneficially own some or all of the securities reported as being held by RMCP LLC. 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.

2. Deferred stock issued pursuant to the Director's elected form of compensation for quarterly annual retainer and chairperson fee.

3. 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 Third Amended and Restated Non-Employee Director Compensation Plan.

4. 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:

Willem Mesdag (on behalf of himself and the Other Reporting Persons)	02/07/2018
** 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.