

**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): March 22, 2022

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

(Former Name or Former Address, if Changed Since Last Report)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	DXLG	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

Destination XL Group, Inc. (the "Company") has updated its Investor Presentation, which will be used by the Company in upcoming meetings with investors. A copy of the Investor Presentation is furnished herewith as Exhibit 99.1 and will be available on the Company's website at investor.destinationxl.com.

Item 9.01 Financial Statements and Exhibits.

(d) exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation - March 2022

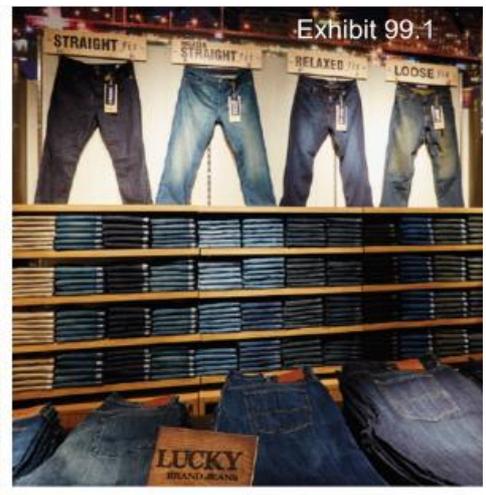
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Destination XL Group, Inc.

Date: March 22, 2022

By: /s/ Robert S. Molloy
General Counsel and Secretary



This presentation regarding Destination XL Group, Inc. ("the Company", "Destination XL", "DXLG", "we", "us" or "our") is strictly confidential and is for you to familiarize yourself with the Company. This presentation contains information, statements, beliefs and opinions which are forward-looking, and which reflect current estimates, expectations and projections about future events, referred to herein and which constitute "forward-looking statements" or "forward-looking information" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this document, regarding our strategy, future operations, financial position, prospects, plans and objectives of management are forward-looking statements. Statements containing the words "could", "believe", "expect", "intend", "should", "seek", "anticipate", "will", "positioned", "project", "risk", "plan", "may", "estimate" or, in each case, their negative and words of similar meaning are intended to identify forward-looking statements. By their nature, forward-looking statements involve a number of known and unknown risks, uncertainties and assumptions, most of which are difficult to predict and many of which are beyond the Company's control, concerning, among other things, the Company's anticipated business strategies, anticipated trends in the Company's business and anticipated market share, that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. In addition, even if the outcome and financial effects of the plans and events described herein are consistent with the forward-looking statements contained in this presentation, those results or developments may not be indicative of results or developments in subsequent periods. Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking information contained in this presentation is based on the Company's current estimates, expectations and projections, which the Company believes are reasonable as of the current date. The Company can give no assurance that these estimates, expectations and projections will prove to have been correct. Given these uncertainties, you should not place undue reliance on these forward-looking statements. All statements contained in this presentation are made only as of the date of this presentation, and the Company undertakes no duty to update this information unless required by law. You are also reminded that during this presentation, certain non-GAAP financial measures, such as Adjusted EBITDA, Adjusted EBITDA margin and free cash flow, may be discussed. These measures should not be considered an alternative to net income, cash provided by operating activities, or any other measure of financial performance or liquidity presented in accordance with generally accepted accounting principles (GAAP). These measures are not necessarily comparable to a similarly titled measure of another company. Please refer to our reconciliations of these discussed figures with the most comparable GAAP measures. The Company has not reconciled forward-looking Adjusted EBITDA margin to its most directly comparable GAAP measure, as such reconciliation would require unreasonable efforts at this time to estimate and quantify with a reasonable degree of certainty various GAAP components, including for example those related to impairment and tax items, that may arise during the year. These components and other factors could materially impact the amount of future directly comparable GAAP measure, which may differ significantly from non-GAAP Adjusted EBITDA margin.

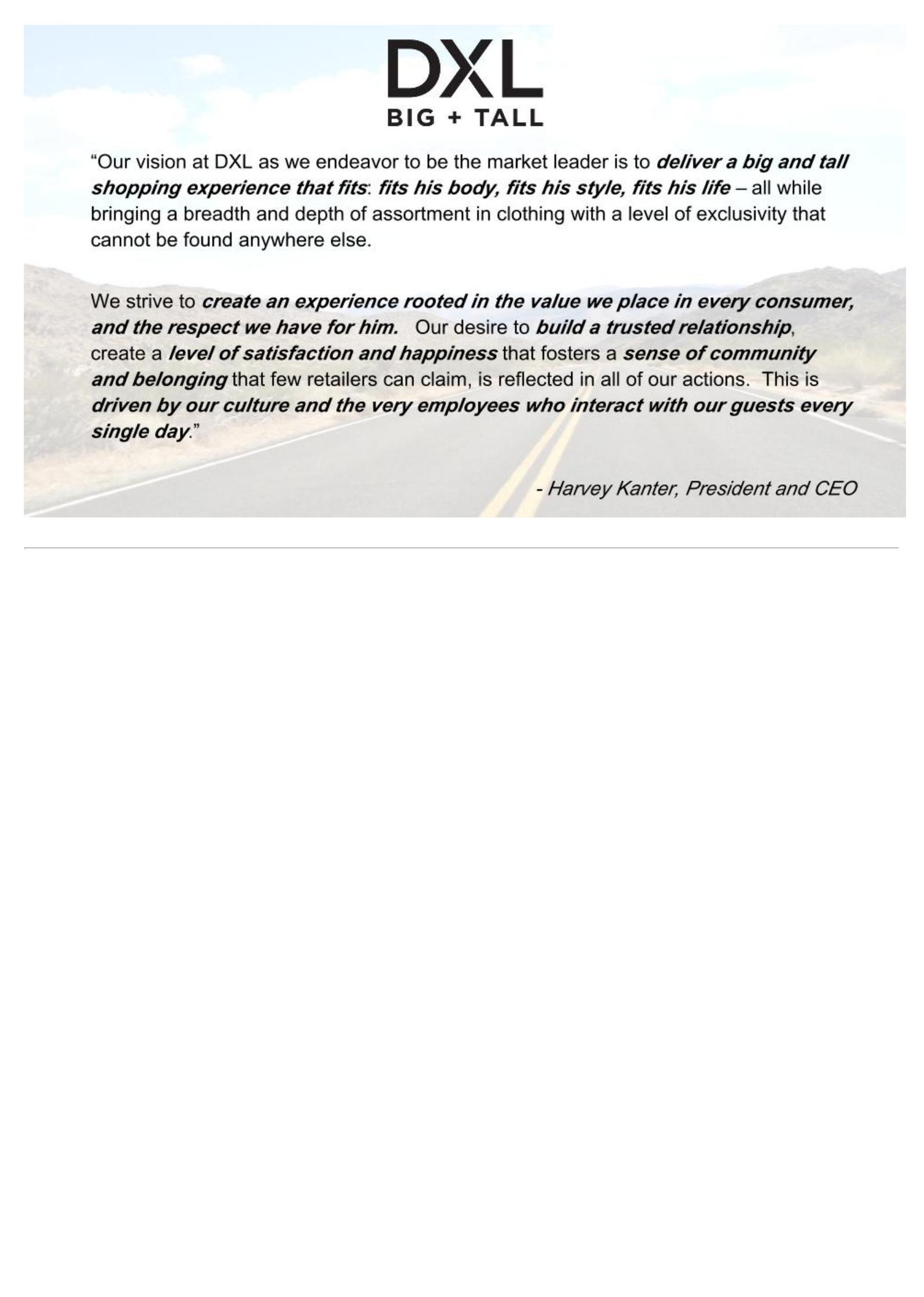
OUR MISSION:

TO EMPOWER THE BIG + TALL MAN TO LOOK GOOD + FEEL GOOD.

WE GET HIM. WE RESPECT HIM. WE ROOT FOR HIM.



Sizes 1XL – 8XL • Waists 38" – 70" • Shoes Up to Size 18 + Extra Wide

The background of the slide is a photograph of a two-lane asphalt road with yellow double lines, stretching into the distance towards a range of mountains under a blue sky with light clouds. The DXL logo is centered at the top.

DXL

BIG + TALL

“Our vision at DXL as we endeavor to be the market leader is to ***deliver a big and tall shopping experience that fits: fits his body, fits his style, fits his life*** – all while bringing a breadth and depth of assortment in clothing with a level of exclusivity that cannot be found anywhere else.

We strive to ***create an experience rooted in the value we place in every consumer, and the respect we have for him.*** Our desire to ***build a trusted relationship, create a level of satisfaction and happiness*** that fosters a ***sense of community and belonging*** that few retailers can claim, is reflected in all of our actions. This is ***driven by our culture and the very employees who interact with our guests every single day.***”

- Harvey Kanter, President and CEO

Dominant category leader with long-standing position in Men's Big + Tall market with a differentiated national store footprint and strong direct-to-consumer business

- **Data Driven:** Deep customer knowledge in a large and highly fragmented market targeting an underserved customer who has been largely ignored by mainstream retailers
- **The Right Product:** Curated assortment with the widest Big + Tall selection, often with exclusive distribution rights for both contemporary designer brands and desirable private label collections to enable full head-to-toe outfitting
- **The Best Fit:** Proprietary and ownable big + tall fit specifications perfected over decades that deliver comfort and empowering self-satisfaction
- **The Right Places:** Omnichannel focus with a digitally-driven eCommerce and Marketplace presence, coupled with a national brick-and-mortar portfolio that delivers differentiated big + tall one-stop shopping experiences
- **Financially Strong:** Strong Balance Sheet, Debt Free, significant Free Cash Flow, Borrowing capacity to invest in the business



\$505 million Net Sales in 2021	\$76.9 million Adj EBITDA* in 2021	\$70.3 million Free Cash Flow* in 2021
290 Store Count end of 2021	\$15.5 million Cash Balance with No Debt end of 2021	31% eCommerce Penetration

* Adjusted EBITDA and Free Cash Flow are non-GAAP measures, see appendix for a reconciliation of such measures.

Digital transformation initiatives have successfully positioned DXLG as a customer-obsessed omnichannel organization

- Shifted brand positioning away from discounting to more full-priced focus
- Increased presence and scale on third-party digital marketplaces, including Amazon
- Established a customer insights focused discipline and culture for growth
- Enacted adaptive marketing strategies that amplify personalization and digital engagement
- Increased engagement in key digital channels, including the DXL Mobile App
- Invested in incremental and opportunistic digital and CRM marketing initiatives through fiscal 2021, continuing in fiscal 2022
- Positioned to increase market share through focused new customer acquisition strategies and tactics

<p>55% DXL.com sales growth (FY'21 vs. FY'19)</p>	<p>300 bps Increase in merchandise margin (FY'21 vs. FY'19)</p>
<p>74 Net promoter score*</p>	<p>64% Increase in mobile downloads (FY'21 vs. FY'19)</p>
<p>59% Increase in active mobile users (FY'21 vs. FY'19)</p>	<p>27% Growth in new-to-file customers (FY'21 vs. FY'19)</p>

**Source: Medallia*

DXL'S COMPETITIVE ADVANTAGES



Our Proprietary Fit. We are different because our fit is different. Our merchandise is designed with each and every detail specifically crafted for only the Big + Tall customer

Largest Merchandise Assortment. Broad, highly-curated, head-to-toe selection of over 100 brands across all price points, and exclusive offerings not available anywhere else

Customer Experience. Relationships built through respect, value and trust to empower our customers, build confidence, and create a sense of belonging

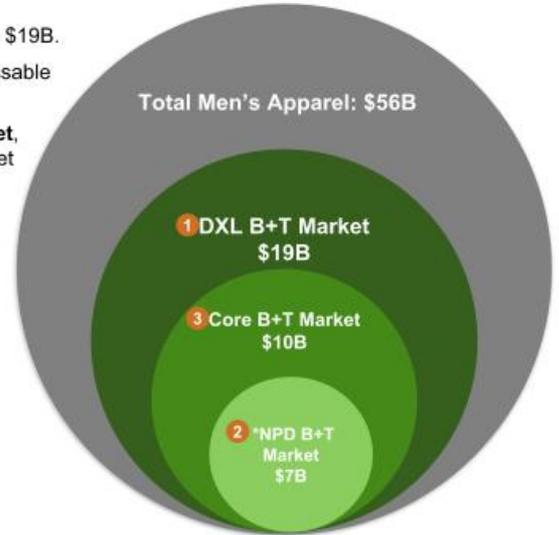
Offering Convenience & Accessibility. Our digital approach and nationwide retail footprint provides our customers with an elevated and highly efficient one-stop shopping experience

World-Class Global Sourcing Team. We have long established relationships and sourcing expertise that allow us to supply Big + Tall products that are met with high demand

External market data defines the broadest Big + Tall addressable market between \$7B and \$19B. Triangulation between data points reveals a core TAM of \$10B.

- 1 Based on all the sizes DXL carries, the estimated DXL Addressable B+T Market is \$19B.
- 2 NPD defines the B+T market more narrowly than DXL, resulting in an NPD Addressable B+T Market of only \$7B.
- 3 Through corroboration, DXL and NPD developed a **Core Addressable B+T Market, totaling \$10B**, that includes elements of both DXL's and NPD's Big and Tall market sizing metrics.

Market	Market Scope	Market Size	DXL Market Share **
Total Men's Apparel	All Sizes	\$56B	0.9%
DXL B+T Market <i>All Sizes DXL Offers</i>	Sizes: XL+ Waist Sizes: 36"+	\$19B	2.7%
Core B+T Market	Sizes: XXL+ Waist Sizes: 42"+	\$10B	5.1%
NPD B+T Market	Sizes: 3XL+ Waist Sizes: 46"+	\$7B	7.2%



*Source: NPD Group, Inc., April 16, 2021

** Calculated using the Company's revenues for fiscal 2021 of \$505 million

DXL apparel provides a unique fit and highly differentiated products for Big + Tall customers

Technical Expertise

- Over 30 years of product development and design experience focused solely on creating the perfect Big + Tall fit
- Proprietary fit withstands more weight and pressure than normal garments
- Specific attention paid to every garment component, rather than simply "sizing up" regular sizes

Established Sourcing Relationships

- Manufacturer and factory partnerships with deep expertise and superior equipment
- Products consistently delivered with best-in-class quality and trend-right style

Customer + Industry Recognition

- For competitors, Big + Tall is often just a section – for DXL, it's the entire store, and all that we do and focus on
- Consumer trust in DXL's fit drives featured third-party brands to leverage our specifications
- Single-digit return rates – significantly lower than apparel industry average

Uniquely Defendable

- Big + Tall competitors and national brands lack our technical capabilities and expertise, resulting in inconsistent sizing and fit results
- Embedded manufacturer and Big + Tall focused factory relationships present strong barriers to entry



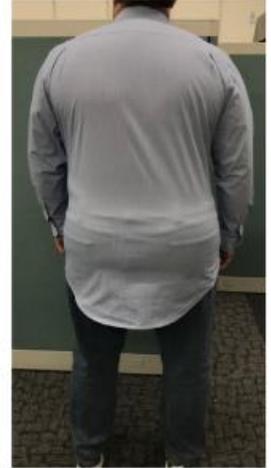
DXL Delivers The Best Fit

Dress Shirt 2XL (18.5")

DXL

vs.

Other Retailer



DXL offers a breadth of assortment focused on providing the Big + Tall consumer with one-stop shopping and head-to-toe outfitting for any occasion – from casual to formal, from value-priced essentials to high-end designers.



ATTRACTIVE SPECTRUM OF BRAND PARTNERS

Deep assortment of brands targeting multiple high-demand pricing segments and lifestyles



Good



Better



Best



100% Exclusive Brands:

All products from these national brands in Big + Tall sizes 2XL and above are sold exclusively in DXL stores and the DXL website. In some instances, national brands will continue to sell on their own websites:

7 For All Mankind, adidas Golf, Brooks Brothers, Joes Jeans, Nautica, O'Neill, PX Clothing, Reebok, Remy, Robert Barakett, vineyard vines



Brands with Exclusive Styles/Collections within the Assortment Offering:

A unique, curated product assortment offering from these national brands in Big + Tall sizes 2XL and above are exclusively sold in DXL stores and the DXL website. These exclusive collection/assortment pieces are a subset of a larger product assortment offering from these brands which DXL carries and are excluded from the national brands' own websites:

Callaway, Champion, Lacoste, Lucky Brand, Majestic, Psycho Bunny, Polo Ralph Lauren, Robert Graham, Tommy Bahama



- For fiscal 2022, we expect to grow our top line, but also recognize that our business benefited from some level of pent-up demand and fiscal stimulus policy last year.
- Continuing uncertainty with respect to global supply chain disruptions, inflation, labor shortages, COVID-19 and geopolitical instability from the Russian invasion of Ukraine may also impact our business in fiscal 2022.
- In light of this uncertainty and given the record-setting year we just finished and non-comparable year-over-year elements, we are taking a thoughtful and pragmatic approach to our financial projections shown below.

<i>(in thousands, except percentages)</i>	Actual	Actual	Actual	Outlook
	2019	2020	2021	2022
Net Sales	\$474,038	\$318,946	\$505,021	\$510,000 - \$530,000
Gross Margin	43.1%	32.9%	49.5%	
Adj. EBITDA	\$23,538	\$(24,197)	\$76,862	
Adj. EBITDA Margin	5.0%	(7.6)%	15.2%	>10%
Free Cash Flow	\$2,404	\$(5,471)	\$70,269	
DEBT	\$54,114	\$74,390	\$ -	

BENCHMARKING 2021 EXPENSES AGAINST PEERS

Our 2021 fiscal management policy, financial discipline, and brand repositioning combined to deliver favorable comparisons against peers' 2019 available data:

- Higher Gross Margins driven by reduced promotional reliance
- Lower SG&A from restructuring
- Greater Income from Operations
- Higher EBITDA
- Increased reinvestment in the business through sales and traffic-driving Advertising

	DXL	Average of Peers
<i>Yr End</i>	Fiscal 2021	Fiscal 2019 *
<i>Number of Stores:</i>	290	490
REVENUE (in 000s)	\$ 505,021	\$ 647,951
<i>as a % of Revenues</i>		
Gross Margin	49.5%	40.5%
SG&A	34.2%	35.6%
D&A	3.4%	0.9%
Income from Oper.	12.3%	1.9%
<i>Adj. EBITDA %</i>	15.2%	5.2%
<i>Advertising</i>	4.7%	3.3%

* The peer group consists of our 2020 proxy peers. Our fiscal 2021 results are compared against Fiscal 2019 because many of our peers have not filed Fiscal 2021 and Fiscal 2020 was not representative due to Covid-19. Adj. EBITDA % is a non-GAAP measure and excludes impairment charges, see the Appendix for a reconciliation of our Adjusted EBITDA %.

NET OPERATING LOSS CARRYFORWARDS

We have significant net operating loss carryforwards that can be used to offset future taxable income, resulting in low cash tax payments

- At the end of fiscal 2013, we established a full valuation allowance against our net deferred tax assets, which consist primarily of net operating loss carryforwards.
- Full valuation allowance remains in place at this time, effectively removing these assets from our balance sheet
- These net operating losses remain available to offset future taxable income, reducing cash tax payments
- Fiscal 2021 effective tax rate of just 1.6%, as compared to statutory rate of approximately 26.0%

(in Millions)	As of January 29, 2022		
	Subject to Expiration	No Expiration	TOTAL
Federal NOLs	\$100.7	\$43.1	\$143.8
State NOLs	90.0	-	90.0
Foreign NOLs	5.3	-	5.3

¹NOLs expire over the following timeframes: Federal 2028-2037, State 2028-2041, Foreign 2025-2041

DXL
MENS APPAREL

APPENDIX



Highlights:

	Fiscal 2019	Fiscal 2020	Fiscal 2021
	<i>(in millions, except for percentage of sales and per share data)</i>		
Sales	\$ 474.0	\$ 318.9	\$ 505.0
Net income (loss)	\$ (7.8)	\$ (64.5)	\$ 56.7
Adjusted EBITDA (Non-GAAP)	\$ 23.5	\$ (24.2)	\$ 76.9
<i>As a percentage of sales:</i>			
Gross margin	43.1%	32.9%	49.5%
SG&A expenses	38.1%	40.5%	34.2%
Operating margin	(0.9%)	(19.0%)	12.3%
Adjusted EBITDA margin (Non-GAAP)	5.0%	(7.6%)	15.2%
<i>Per diluted share:</i>			
Net income (loss)	\$ (0.16)	\$ (1.26)	\$ 0.83
<i>Liquidity:</i>			
Cash on hand	\$ 4.3	\$ 19.0	\$ 15.5
Total debt	(54.1)	(74.3)	-
Net cash (debt) position	\$ (49.8)	\$ (55.3)	\$ 15.5
Cashflow from operating activities	\$ 15.8	\$ (1.2)	\$ 75.5
Free cashflow (Non-GAAP)	\$ 2.4	\$ (5.5)	\$ 70.3

Adjusted EBITDA, Adjusted EBITDA margin and Free Cash Flow are non-GAAP measure, see "Non-GAAP Financial Measures" for a discussion of such non-GAAP measures.

NON-GAAP FINANCIAL MEASURES

(in millions, except percentages)

	Fiscal 2019	Fiscal 2020	Fiscal 2021
Net income (loss), on a GAAP basis	\$ (7.8)	\$ (64.5)	\$ 56.7
Add back:			
Provision for income taxes	0.1	0.1	0.9
Interest expense	3.3	3.9	4.4
Depreciation and amortization	24.6	21.5	17.2
EBITDA, on a non-GAAP basis	\$ 20.2	\$ (39.0)	\$ 79.2
Add back:			
Exit costs as associated with London operations	\$ 1.7	\$ —	\$ —
CEO transition costs	0.7	—	—
Impairment of assets	0.9	14.8	(2.3)
Adjusted EBITDA, on a non-GAAP basis	\$ 23.5	\$ (24.2)	\$ 76.9

	Fiscal 2019	Fiscal 2020	Fiscal 2021
Operating margin, on a GAAP basis	(0.0%)	(19.0%)	12.3%
Add back:			
Depreciation and amortization	5.2%	6.7%	3.4%
EBITDA margin	4.3%	(12.2%)	15.7%
Add back:			
Exit costs as associated with London operations	0.4%	—	0.0%
CEO transition costs	0.2%	—	0.0%
Impairment of assets	0.2%	4.7%	(0.5%)
Adjusted EBITDA margin, on a non-GAAP basis	5.0%	(7.6%)	15.2%

(in millions)

	Fiscal 2019	Fiscal 2020	Fiscal 2021
Cash flow from operating activities (GAAP)	\$ 15.8	\$ (1.2)	\$ 75.5
Capital expenditures	(13.4)	(4.2)	(5.3)
Free cash flow (non-GAAP)	\$ 2.4	\$ (5.5)	\$ 70.3