

**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): January 11, 2021

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

Not Applicable

(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 (see General Instructions A.2. below):

- 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. None

Title of each class	Trading symbol(s)	Name of each exchange on which registered

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.

On January 11, 2021, Destination XL Group, Inc. (the “Company”) issued a press release announcing holiday sales for the nine weeks ended January 2, 2021 and sales, adjusted EBITDA and free cash flow guidance for the fiscal years ending January 30, 2021 and January 29, 2022. A copy of this press release is furnished herewith as Exhibit 99.1.

The Company has made available on its website at investor.destinationxl.com an investor slide deck which the Company will use in its conversations with investors. A copy of the investor slide deck is furnished herewith as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 11, 2021.
99.2	DXL Investor Slide Deck – January 2021
104	<u>Cover Page Interactive Data File – The cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.</u>

Destination XL Group, Inc. Holiday Sales Results and Guidance

CANTON, MA., January 11, 2021 -- Destination XL Group, Inc. (OTCQX:DXLG), the largest omni-channel specialty retailer of big and tall men's apparel, today announced the following results for the 9-week holiday sales period ended January 2, 2021 (unaudited):

- Total sales decreased 23.9% to \$78.4 million compared to \$103.1 million for the 9-week holiday sales period ended January 4, 2020.
- Comparable sales in our omni-channel retail business for the same period decreased 24.0%, primarily due to a decrease in comparable store sales of 38.1% which was partially offset by an increase in comparable sales from our direct business of 12.7%. Direct sales are defined as sales that originate online, whether through our website, at the store level or through a third-party marketplace.
- The comparable increase in the direct business is driven by an increase in sales from our DXL.com website of 28.4%.
- Included in total sales are sales from our wholesale business of \$4.0 million for the 9-week holiday sales period compared to \$3.4 million for the same period last year.

Based on the holiday sales results and expectations for the remainder of the fourth quarter, the Company expects total sales for fiscal 2020 of \$317.0 million to \$319.0 million, with comparable sales in our omni-channel retail business for the full year to be down 32.6% to 32.9%. The Company also expects adjusted EBITDA of \$(26.0) million to \$(27.0) million and free cash flow for the full year of approximately \$(4.0) million to \$(6.0) million. Adjusted EBITDA and free cash flow are non-GAAP financial measures, see "Non-GAAP Measures" below.

"As we near the end of fiscal 2020, we look forward to the greater opportunities now ahead in fiscal 2021, having successfully accelerated our digital transformation and substantially increased our operating leverage during the pandemic. We believe that demand for apparel will gradually improve in fiscal 2021 and we look forward to serving our customer wherever and whenever he is ready to shop with us," said Harvey Kanter, President and CEO.

"Our plans for fiscal 2021 include expected sales of approximately \$385.0 million to \$402.0 million, adjusted EBITDA of approximately \$11.0 to \$18.0 million and positive free cash flow. We expect to achieve these results through continued penetration of our direct business, a modest recovery in store traffic during the course of the year, and a slight improvement in our wholesale business. We expect a 10.8% to 14.8% decline in comparable sales from fiscal 2019 levels, with comparable store sales down 23.8% to 27.8% and our direct business up 26.9% to 30.7%," Kanter concluded.

The Company plans to report its actual fourth-quarter and fiscal 2020 financial results on March 18, 2021, when management also will conduct its quarterly conference call to discuss its results. The earnings call

will be hosted by Harvey Kanter, President and Chief Executive Officer, and Peter Stratton, Executive Vice President, Chief Financial Officer, and Treasurer.

Comparable sales in our omni-channel retail business include stores that have been opened for at least 13 months and our direct business. The Company has not carved-out prior year sales for periods where the stores were temporarily closed in fiscal 2020 due to the Covid-19 pandemic. Sales from our wholesale business are not part of the Company's comparable sales calculation.

Non-GAAP Measures

In addition to financial measures prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), this press release contains non-GAAP financial measures, including adjusted EBITDA and free cash flow. The presentation of these non-GAAP measures is not in accordance with GAAP, and should not be considered superior to or as a substitute for net loss or cash flows from operating activities or any other measure of performance derived in accordance with GAAP. In addition, not all companies calculate non-GAAP financial measures in the same manner and, accordingly, the non-GAAP measures presented in this release may not be comparable to similar measures used by other companies. The Company believes the inclusion of these non-GAAP measures help investors gain a better understanding of the Company's performance, especially when comparing such results to previous periods, and that they are useful as an additional means for investors to evaluate the Company's operating results, when reviewed in conjunction with the Company's GAAP financial statements.

The Company believes that adjusted EBITDA (calculated as earnings before interest, taxes, depreciation and amortization and excluding asset impairment charges, if applicable) is useful to investors in evaluating its performance and is a key metric to measure profitability and economic productivity. The Company is unable to reconcile the adjusted EBITDA guidance for fiscal 2020 or fiscal 2021 to net loss, because certain information necessary for these reconciliations is not available without unreasonable efforts. It is difficult to predict and/or is dependent on future events that are outside of our control. In particular, we are unable to reasonably predict potential asset impairments, because of the ongoing impact of the Covid-19 pandemic on our retail stores.

Free cash flow is a metric that management uses to monitor liquidity. Management believes this metric is important to investors because it demonstrates the Company's ability to strengthen liquidity while supporting its capital projects and new store growth. Free cash flow is calculated as cash flow from operating activities, less capital expenditures and excludes the mandatory and discretionary repayment of debt. The following is a reconciliation of free cash flows (a non-GAAP measure) from cash flow from operating activities (the comparable GAAP measure):

GAAP to NON-GAAP Free Cash Flow Reconciliation

<i>(in millions)</i>	Fiscal 2020 Guidance	Fiscal 2021 Guidance
Cash flow from operating activities (GAAP)	\$ (1.8) - 0.2	\$ >4.3
Capital expenditures	(4.2)	(4.3)
Free cash flow (non-GAAP)	\$ (6.0) - (4.0)	\$ > 0.0

About Destination XL Group, Inc.

Destination XL Group, Inc. is the largest retailer of men's clothing in sizes XL and up, with operations throughout the United States as well as in Toronto, Canada. In addition to DXL Big + Tall retail and

outlet stores, subsidiaries of Destination XL Group, Inc. also operate Casual Male XL retail and outlet stores, and e-commerce sites, including DXL.com. [DXL.com](https://investor.dxl.com) offers a multi-channel solution similar to the DXL store experience with the most extensive selection of online products available anywhere for Big + Tall men. The Company is headquartered in Canton, Massachusetts, and its common stock is listed on the OTCQX market under the symbol "DXLG." For more information, please visit the Company's investor relations website: <https://investor.dxl.com>.

Forward-Looking Statements

Certain statements and information contained in this press release constitute forward-looking statements under the federal securities laws, including statements regarding the Company's expectations for sales, adjusted EBITDA and free cash flow for fiscal 2020 and guidance for sales, adjusted EBITDA and free cash flow for fiscal 2021. The discussion of forward-looking information requires the Company's management to make certain estimates and assumptions regarding the Company's strategic direction and the effect of such plans on the Company's financial results, including management's current expectations surrounding the pandemic, states remaining open and the ability to order and receive the necessary merchandise and the ability to achieve projected margins in order to support its fiscal 2021 guidance. The Company's actual results may differ materially from forward-looking statements made by the Company. The Company encourages readers of forward-looking information concerning the Company to refer to its filings with the Securities and Exchange Commission, including without limitation, its Annual Report on Form 10-K filed on March 19, 2020, its Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission that set forth certain risks and uncertainties that may have an impact on future results and direction of the Company. Such risks and uncertainties may include, but are not limited to: the Company's ability to withstand and manage the impact of the Covid-19 pandemic on our business in fiscal 2021, the Company's assumptions regarding the timing and effect of Covid-19 vaccination efforts on our business, the Company's assumptions regarding sales recovery, the Company's effectiveness of its merchandise and marketing strategies, the Company's efforts to restructure and reduce costs and, right size its store portfolio, expected annualized savings from additional restructuring actions taken in November 2020, the ability to keep some or all of its reopened stores open and operating during more normalized hours, its expected liquidity for the next 12 months, its ability to compete successfully with its competitors, predict fashion trends, extreme or unseasonable weather conditions, economic downturns, a weakness in overall consumer demand, trade and security restrictions and political or financial instability in countries where goods are manufactured, fluctuations in price, availability and quality of raw material, the interruption of merchandise flow from the Company's distribution facility, and the adverse effects of general economic conditions, political issues abroad, natural disasters, war and acts of terrorism on the United States and international economies.

Forward-looking statements contained in this press release speak only as of the date of this release. Subsequent events or circumstances occurring after such date may render these statements incomplete or out of date. The Company undertakes no obligation and expressly disclaims any duty to update such statements.

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603-933-0541



DXL
GROUP

HOLIDAY SALES UPDATE
JANUARY 2021

Forward-Looking Statements and Non-GAAP disclosures

Forward-Looking Statements:

Certain information contained in this presentation constitute forward-looking statements under the federal securities laws and include statements regarding the Company's expectations with respect to its sales, adjusted EBITDA, free cash flow and total debt, net of cash, for fiscal 2020, and sales, comparable sales, adjusted EBITDA, free cash flows, merchandise margins, occupancy costs, SG&A and store closures for fiscal 2021. The discussion of forward-looking information requires management of the Company to make certain estimates and assumptions regarding the Company's strategic direction and the effect of such plans on the Company's financial results. Such forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from those indicated. Such risks and uncertainties may include, but are not limited to: the Company's ability to withstand and manage the impact of the COVID-19 pandemic on our business in fiscal 2021, the Company's assumptions regarding the timing and effect of COVID-19 vaccination efforts on our business, the Company's assumptions regarding sales recovery, the Company's effectiveness of its merchandise and marketing strategies, the Company's efforts to restructure and reduce costs and, right size its store portfolio, expected annualized savings from additional restructuring actions taken in November 2020, the ability to keep some or all of its reopened stores open and operating during more normalized hours, its expected liquidity for the next 12 months, its ability to compete successfully with its competitors, predict fashion trends, extreme or unseasonable weather conditions, economic downturns, a weakness in overall consumer demand, trade and security restrictions and political or financial instability in countries where goods are manufactured, fluctuations in price, availability and quality of raw material, the interruption of merchandise flow from the Company's distribution facility, and the adverse effects of general economic conditions, political issues abroad, natural disasters, war and acts of terrorism on the United States and international economies. These, and other risks and uncertainties, are detailed in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission filed on March 19, 2020, its subsequent Form -10Q filings and other Company filings with the Securities and Exchange Commission. The Company assumes no duty to update or revise its forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

Non-GAAP Measures:

Adjusted EBITDA and Free Cash Flow are non-GAAP measures. The Company believes that these non-GAAP measures are useful as additional means for investors to evaluate the Company's operating results, when reviewed in conjunction with the Company's GAAP financial statements. Please see Appendix A for additional information concerning these non-GAAP measures and a reconciliation to their respective GAAP measures, where applicable, and a discussion regarding the limitation of such reconciliation for forward-looking Adjusted EBITDA.



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For the 9-week holiday reporting period ending January 2, 2021, the Company's sales were:

- Total Sales of \$78.4 million compared to \$103.1 million, or down 23.9% for the same period in fiscal 2019.
- Comparable sales were (24.0)%, driven by:
 - Store comp decreased (38.1)%
 - Direct comp increased 12.7%, which includes an increase in DXL.com of 28.4%
- Sales from wholesale increased to \$4.0 million as compared to \$3.4 million

Some of our learnings have informed our thinking and are helping us achieve greater positive digital outcomes for our web business. We would like to highlight some markers for progress we have made during the 9-week holiday period compared to 2019.

- Our DXL.com revenue was +28% for the 9-week holiday period including +31% in December, in line with the growth we have seen through most of 2020
- New customers were +42% for DXL.com, representing significant growth and showcasing our ability to win business during this time of changing consumer preferences
- With a higher emphasis on building data-driven web experiences, removing friction from the customer journey and more ways to buy, our conversion rate for DXL.com is up 28% compared to 2019 levels
- Our mobile app experienced a 223% increase in revenue and over 125% increase in downloads
- With a focus on incremental outcomes, our digital search marketing spend was up a meager 4% but yielded an increase of 21% in revenue, with ROAS efficiency improving by 17%
- Clear and concise messaging, real-time store inventory availability and tech solutions helped us grow curbside and BOPIS orders by 507%

For fiscal year 2020, the Company expects to deliver financial results consistent with the following estimates driven by the COVID-19 pandemic:

- Total Sales of \$317.0 million to \$319.0 million, down from \$474.0 million in fiscal 2019
- Adjusted EBITDA of \$(27.0) million to \$(26.0) million, down from \$23.5 million in fiscal 2019
- Free Cash Flow of \$(6.0) million to \$(4.0) million, down from \$2.4 million in fiscal 2019
- Total Debt, net of cash, of \$53.8 million to \$55.8 million, up from \$49.8 million in fiscal 2019

Adjusted EBITDA and free cash flow are non-GAAP measures, see Appendix A for a discussion of such non-GAAP measures.

- We believe our financial projections for fiscal year 2021 are reasonable and achievable based on our outlook for economic recovery from COVID-19.
- Our financial projections assume that vaccines against the COVID-19 virus are widely available and distributed by the end of Spring 2021.
- Furthermore, we assume that the vaccines will be effective and create a level of comfort that enables and encourages our customers to begin socializing in large groups outside his home by the end of Spring 2021.
- We are forecasting that the demand for apparel will gradually improve during fiscal 2021, with our stores to be down more significantly in the first half of fiscal 2021 as compared to the second half. All told, comparable store sales for fiscal 2021 are not expected to be better than (24.0%) for the year as compared to fiscal 2019.

FISCAL YEAR 2021 OPERATING ASSUMPTIONS

The Company's cost and organizational restructuring launched in fiscal 2020 is expected to create greater operating leverage in fiscal 2021.

- Sales are expected to improve in fiscal 2021, when compared to fiscal 2020, with continued double-digit growth in Direct and modest recovery in Stores, but less than fiscal 2019 levels.
- Merchandise Margins will improve from an overall reduction in promotional levels.
- Occupancy Costs will improve from rent restructurings already completed and as negotiations continue into 2021.
- SG&A levels to improve from corporate restructurings completed in fiscal 2020 of approximately 101 corporate positions, as well as lower overhead support costs.
- Store Labor expense to improve from reduction of 1,078 store positions in fiscal 2020.

The Company expects to return to positive Adjusted EBITDA and positive cash flow in fiscal 2021.

<i>In millions, except percentages</i>	Fiscal 2021 Guidance		Fiscal 2020 Guidance	
	Low	High	Low	High
Sales	\$385.0	\$402.0	\$317.0	\$319.0
Comparable Sales as compared to 2019 – Stores	(27.8%)	(23.8%)	(47.3%)	(47.0%)
Comparable Sales as compared to 2019 – Direct	26.9%	30.7%	14.9%*	14.4%*
Comparable Sales as compared to 2019 – Total	(14.8%)	(10.8%)	(32.9%)	(32.6%)
Adjusted EBITDA**	\$11.0	\$18.0	(\$27.0)	\$(26.0)
Free Cash Flow**	Positive		(\$6.0)	(\$4.0)

*The growth in the direct business in fiscal 2020 includes an increase in sales from our DXL.com business of approximately 38.0%, partially offset by a decrease of approximately 51.5% in Universe sales, which are online sales that originate at the store level.

**Adjusted EBITDA and free cash flow are non-GAAP measures, see Appendix A for a discussion of such measures.

We expect the changes in consumer shopping habits to continue in categories and brands, with an overall surge in demand for apparel in fiscal 2021, but not before the pandemic has been contained and our customer begins to venture outside the home again for events and social gatherings.

- We expect to see a continued lift from casual active sportswear and loungewear, whereas tailored clothing will continue to struggle.
- We have leaned into the consumer shift to casual clothing with holiday sales penetration of 89.9% vs. 81.9% last year and tailored clothing sales penetration of 10.1% vs. 18.1% last year.
- Our Spring assortment will be driven by the work-from-home (WFH) lifestyle, which we believe will continue post-pandemic as employers adopt and flex to varying levels of permanent WFH and scheduling.
- The merchandise-mix productivity is expected to see continued improvement given the more curated brand and style mix driven by reductions and/or eliminations begun in 2020.

We expect the changes in consumer shopping habits to continue in channels, with an overall surge in demand for apparel in fiscal 2021, but not before the pandemic has been contained and our customer begins to venture outside the home again for events and social gatherings.

- We continue to believe that our best opportunity to attract new customers and retain existing customers will be through digital and online experience, and through customer segmentation & personalization.
- We expect direct-to-consumer channels, led by the DXL.com website, and supported by omni-channel elements such as universe sales and BOPAC, to continue to grow in importance.

With our test > learn > iterate framework, we have created a customer-centric approach to apply our 2020 learnings to fuel brand awareness, drive new traffic and customers to our channel storefronts in 2021.

- We have pivoted from thinking about channels, to focusing on the omni-channel customer experience. We have made significant investments and continue to improve our omni-channel capabilities, including increased accuracy of available store inventory on the web for ship-from-store, ship-to-store functionality, universe sales, virtual shopping with store teams and curbside pickup.
- Customer obsession is the core of our strategy to continue to win and deliver a superior experience no matter how they choose to engage with us, and has led to a dramatic increase in the new customers acquired digitally. We expect our direct-to-consumer channels, led by DXL.com, to continue to be a tailwind for the business.
- Our DXL.com revenue is +38% for Fiscal YTD, fueled by a confluence of better segmentation, strategic targeted promotions, more effective digital marketing to acquire new customers and a superior technology-driven experience for the consumer.
- Our owned channels will benefit from our significantly better understanding of our customers, as we better segment our audiences and personalize their experience across the shopping journey.

We expect to reduce and consolidate our store portfolio over the next two years as customers continue to migrate to online shopping.

- As of January 2, 2021, we operate 311 stores.
- In looking out at the next two years, we have 96 stores that have either a natural lease expiration or a kick-out option.
- During the fourth quarter of 2020, we continued to make solid progress in our rent restructure efforts, achieving savings of approximately \$2.5 million, which is expected to be realized in fiscal 2021. We continue our negotiations with landlords to further address our rent structure and improve our occupancy costs.
- Our current plan for fiscal 2021 is to close 20 stores, but this is predicated on successful occupancy restructurings and may grow if we don't achieve our expectations in greater rent relief.
- We review our leases on a case-by-case basis and will make decisions to renew or terminate leases based on specific store performance and their role in our long-term strategy.

We have a \$125 million credit facility with Bank of America, N.A. that does not expire until May 2023.

- In May 2020, we amended the credit facility which, among other things, increased our borrowing base availability by delaying the step-down of our advance rates and provided us the ability to enter into an aggregate of up to \$15.0 million in promissory notes with merchandise vendors.
- The ability to borrow under this credit facility is based primarily on our eligible inventory. Therefore, our excess availability under the credit facility fluctuates during the year as we build-up inventory for peak-selling seasons.
- In May 2020, we borrowed \$30.0 million against our credit facility to provide us flexibility to manage liquidity during the pandemic. As we last publicly reported, at the end of the third quarter of fiscal 2020, our debt position, net of cash, was \$61.5 million, as compared to \$77.5 million for the previous year's third quarter.

Non-GAAP financial measures

- The Company uses non-GAAP financial measures, such as “Adjusted EBITDA” and “Free Cash Flow” in assessing its operating performance. The Company believes that these non-GAAP measures serve as an appropriate measure to be used in evaluating the performance of its business because it helps investors gain a better understanding of the Company’s performance, especially when comparing such results to previous periods, and that they are useful as an additional means for investors to evaluate the Company’s operating results, when reviewed in conjunction with the Company’s GAAP financial statements. The Company defines Adjusted EBITDA as Earnings before interest, taxes and depreciation and amortization, and before restructuring charges, exit costs associated with London operations, CEO transition costs and asset impairment charges, if any. Free cash flow is defined as cash flow from operating activities less capital expenditures.
- These measures as defined by the Company may not be comparable to similarly titled measures reported by other companies. The Company does not intend for non-GAAP financial measures to be considered in isolation or as a substitute for other measures prepared in accordance with GAAP. The following tables provide a reconciliation of for each of these Non-GAAP measures.

Reconciliation of non-GAAP measures:
Adjusted EBITDA

We are unable to reconcile our adjusted EBITDA guidance to net loss, because certain information necessary for these reconciliations is not available without unreasonable efforts. It is difficult to predict and/or is dependent on future events that are outside of our control. In particular, we are unable to reasonably predict potential asset impairments, because of the ongoing impact of the Covid-19 pandemic on our retail stores.

	Fiscal 2019
<i>(in millions)</i>	
Net loss, on a GAAP basis	\$ (7.8)
Add back:	
Provision for income taxes	0.1
Interest expense	3.3
Depreciation and amortization	24.6
EBITDA	\$ 20.2
Add back:	
Exp costs associated with London operations	\$ 1.7
CEO transition costs	0.7
Impairment of assets	0.9
Adjusted EBITDA	\$ 23.5
Free Cash Flow	

	Fiscal 2019	Fiscal 2020 Guidance	Fiscal 2021 Guidance
<i>(in millions)</i>			
Cash flow from operating activities (GAAP)	\$ 13.8	\$ (1.8) - 0.2	\$ -54.3
Capital expenditures	(13.4)	(4.2)	(4.3)
Free cash flow (non-GAAP)	\$ 0.4	\$ (6.0) - (4.0)	\$ -58.6

