

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * EMINENCE CAPITAL, LP		2. Issuer Name and Ticker or Trading Symbol TAILORED BRANDS INC [TLRD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner ____ Officer (give title below)      ____ Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2017		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
65 EAST 55TH STREET, 25TH FLOOR			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street) NEW YORK, NY 10022					
(City)			(State)		
(Zip)					

**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 per share (the "Common Stock")	05/04/2017		S		7,253,578	D	\$ 12.2	0	I	See Footnotes (1) (2) (3)
Common Stock	05/05/2017		S		3,100	D	\$ 12.5 (4)	0	D (5)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMINENCE CAPITAL, LP 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022		X		
Eminence GP, LLC C/O EMINENCE CAPITAL, LP 65 EAST 55TH STREET, 25TH FLOOR NEW YORK, NY 10022		X		
Sandler Ricky C 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022		X		

## Signatures

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EMINENCE CAPITAL, LP, By: Eminence Capital GP, LLC /s/ Ricky C. Sandler, as Managing Member		05/05/2017
<small>**Signature of Reporting Person</small>		Date
EMINENCE GP, LLC /s/ Ricky C. Sandler, as Managing Member		05/05/2017
<small>**Signature of Reporting Person</small>		Date
/s/ Ricky C. Sandler		05/05/2017
<small>**Signature of Reporting Person</small>		Date

## Explanation of Responses:

\* 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).

- The shares of Common Stock reported on this line may have been deemed to have been indirectly beneficially owned by Eminence Capital, LP ("Eminence Capital"), which shares were directly held by Eminence Partners, L.P. ("Eminence I"), Eminence Partners II, L.P. ("Eminence II"), Eminence Eaglewood Master, L.P. ("Eminence Eaglewood"), Eminence Partners Long, L.P. (together with Eminence I, Eminence II and Eminence Eaglewood, the "Partnerships"), Eminence Fund Master, Ltd. ("Eminence Offshore Master Fund"), Eminence Fund Long, Ltd. ("Eminence Offshore Long"), Eminence Fund Leveraged Master, Ltd. ("Eminence Fund Leveraged Master" and, together with the Partnerships, Eminence Offshore Master Fund and Eminence Offshore Long, the "Eminence Funds"), a separately managed account (the "SMA") and the family accounts and other related accounts over which
- (1) (Continuation of footnote 1) Ricky C. Sandler ("Mr. Sandler") has investment discretion (the "Family Accounts"). Eminence Capital may have been deemed to be the indirect beneficial owner of such shares by virtue of its position as the investment manager to the Eminence Funds and the investment adviser to the SMA. In addition,
- (2) Eminence GP, LLC ("Eminence GP") may have been deemed to be the indirect beneficial owner of such securities that were held by the Partnerships, Eminence Offshore Master Fund and Eminence Fund Leveraged Master by virtue of its position as the general partner or manager of the Partnerships, Eminence Offshore Master Fund and Eminence Fund Leveraged Master. Mr. Sandler may have been deemed to be the indirect beneficial owner of such shares that were held by the Eminence Funds, the SMA and the Family Accounts by virtue of his direct and indirect control of Eminence Capital, Eminence GP and the Family Accounts, as applicable.
- (3) For purposes of Rule 16a-1(a)(2) of the 1934 Act, each of the reporting persons disclaims beneficial ownership of the shares reported herein to the extent such beneficial ownership exceeds its pecuniary interest therein.
- (4) The shares of Common Stock reported on this line were held directly by the Family Accounts.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.43 to \$12.53 inclusive. The reporting person
- (5) undertakes to provide to the Issuer, any security holder of the Issuer, or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each price within the range set forth herein.

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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