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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 3, 2001 or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________ to ____________

Commission file number 1-16097

THE MEN'S WEARHOUSE, INC.
(Exact Name of Registrant as Specified in its Charter)

TEXAS	74-1790172
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
5803 GLENMONT DRIVE HOUSTON, TEXAS	77081-1701
(Address of Principal Executive Offices)	(Zip Code)

(713) 592-7200
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X]. No [ ].

The number of shares of common stock of the Registrant, par value $.01 per share, outstanding at December 14, 2001 was 42,347,260, excluding 1,365,364 shares classified as Treasury Stock.

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REPORT INDEX

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PART I. FINANCIAL INFORMATION
ITEM 1 - FINANCIAL STATEMENTS
GENERAL INFORMATION

The consolidated financial statements herein include the accounts of The Men's Wearhouse, Inc. and its subsidiaries (the "Company") and have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). As applicable under such regulations, certain information and footnote disclosures have been condensed or omitted. The Company believes that the presentation and disclosures herein are adequate to make the information not misleading, and the financial statements reflect all elimination entries and normal adjustments which are necessary for a fair statement of the results for the three and nine months ended October 28, 2000 and November 3, 2001.

Operating results for interim periods are not necessarily indicative of the results for full years. It is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements for the year ended February 3, 2001 and the related notes thereto included in the Company's 2000 Annual Report on Form 10-K filed with the SEC.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(IN THOUSANDS)

<Table>
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ASSETS	OCTOBER 28, 2000	NOVEMBER 3, 2001	FEBRUARY 3, 2001
<S>	<C>	<C>	<C>
CURRENT ASSETS:			
Cash	$ 7,648	$ 9,439	$ 84,426
Inventories	403,023	436,794	355,284
Other current assets	36,130	35,205	29,371
Total current assets	446,801	481,438	469,081
PROPERTY AND EQUIPMENT, net	170,896	211,219	185,917
OTHER ASSETS, net	50,564	54,615	52,736
TOTAL	$ 668,261	$ 747,272	$ 707,734

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LIABILITIES AND SHAREHOLDERS' EQUITY			
<S>	<C>	<C>	<C>
CURRENT LIABILITIES:			
Accounts payable	$ 103,405	$ 94,501	$ 77,502
Accrued expenses	40,247	36,762	49,894
Current portion of long-term debt	2,454	2,356	2,508
Income taxes payable	13,328	4,654	20,593
Total current liabilities	159,434	138,273	150,497
LONG-TERM DEBT	42,347	93,287	42,645
OTHER LIABILITIES	13,767	22,517	19,605
Total liabilities	215,548	254,077	212,747
COMMITMENTS AND CONTINGENCIES			
SHAREHOLDERS' EQUITY:			
Preferred stock	--	--	--
Common stock	418	423	422
Capital in excess of par	186,224	191,545	189,656
Retained earnings	273,592	338,821	311,852
Accumulated other comprehensive loss	(894)	(3,235)	(316)

Total..	459,340	527,554	501,614
Treasury stock, at cost......................................	(6,627)	(34,359)	(6,627)
Total shareholders' equity................................	452,713	493,195	494,987
TOTAL...	$ 668,261	$ 747,272	$ 707,734

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See Notes to Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

(IN THOUSANDS, EXCEPT PER SHARE DATA)

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	FOR THE THREE MONTHS ENDED		FOR THE NINE MONTHS ENDED	
	OCTOBER 28, 2000	NOVEMBER 3, 2001	OCTOBER 28, 2000	NOVEMBER 3, 2001
<S>	<C>	<C>	<C>	<C>
Net sales	$304,198	$285,608	$886,579	$887,412
Cost of goods sold, including buying and occupancy costs	189,018	188,536	556,434	570,357
Gross margin	115,180	97,072	330,145	317,055
Selling, general and administrative expenses	86,210	89,411	252,122	270,642
Operating income	28,970	7,661	78,023	46,413
Interest expense, net	711	1,132	946	2,180
Earnings before income taxes	28,259	6,529	77,077	44,233
Provision for income taxes	11,251	2,552	30,676	17,264
Net earnings	$ 17,008	$ 3,977	$ 46,401	$ 26,969
Net earnings per share:				
Basic	$ 0.41	$ 0.10	$ 1.11	$ 0.66
Diluted	$ 0.40	$ 0.10	$ 1.10	$ 0.65
Weighted average shares outstanding:				
Basic	41,768	40,962	41,744	41,001
Diluted	42,614	41,325	42,365	41,498

</Table>

See Notes to Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(IN THOUSANDS)

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<Caption>

<S>	FOR THE NINE MONTHS ENDED OCTOBER 28, 2000 <C>	FOR THE NINE MONTHS ENDED NOVEMBER 3, 2001 <C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$ 46,401	$ 26,969
Adjustments to reconcile net earnings to net cash used in operating activities:		
Depreciation and amortization	24,919	30,308
Deferred tax provision (benefit)	(978)	3,061
Increase in inventories	(85,332)	(84,358)
Increase in other assets	(12,751)	(11,995)
Increase in accounts payable and accrued expenses	17,431	6,733
Increase (decrease) in income taxes payable	3,155	(15,596)
Increase in other liabilities	1,480	1,212
Net cash used in operating activities	(5,675)	(43,666)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures, net	(55,814)	(54,123)
Investment in trademarks, tradenames and other assets	(1,805)	(663)
Net cash used in investing activities	(57,619)	(54,786)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	3,634	1,832
Long-term borrowings	--	55,000
Principal payments on long-term debt	(1,904)	(1,818)
Tax payments related to options exercised	(575)	--
Purchase of treasury stock	(7,871)	(30,409)
Net cash provided by (used in) financing activities	(6,716)	24,605
Effect of exchange rate changes on cash	(140)	(1,140)
DECREASE IN CASH	(70,150)	(74,987)
CASH:		
Beginning of period	77,798	84,426
End of period	$ 7,648	$ 9,439

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See Notes to Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES--

Basis of Presentation - The consolidated financial statements include the accounts of The Men's Wearhouse, Inc. and its subsidiaries (the "Company"). Except for those discussed below, there have been no significant changes in the accounting policies of the Company during the periods presented. For a description of these policies, see Note 1 of Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended February 3, 2001. Certain October 28, 2000 balances have been reclassified to conform to classifications used in the current year.

Accounting Change - The Company adopted Statement of Financial Accounting Standard No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"), as amended, on February 4, 2001. In accordance with the transition provisions of SFAS 133, the Company recorded a cumulative loss adjustment of $0.5 million ($0.3 million, net of tax) in accumulated other comprehensive loss related primarily to the unrealized losses on foreign currency forward exchange contracts, which were designated as cash-flow hedging instruments.

Recent Accounting Pronouncements - In June 2001, the Financial Accounting Standards Board ("FASB") issued two new pronouncements: Statement of Financial Accounting Standards No. 141, "Business Combinations" ("SFAS 141"), and No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"). SFAS 141 is effective as follows: a) use of the pooling-of-interest method is prohibited for business combinations initiated after June 30, 2001 and b) the provisions of SFAS 141 apply to all business combinations accounted for by the purchase method that are completed after June 30, 2001 (that is, the date of the acquisition is July 2001 or later). SFAS 142, which discontinues the practice of amortizing goodwill and requires periodic reviews for impairment, is effective for fiscal years beginning after December 15, 2001. The Company is currently evaluating the provisions of SFAS 141 and SFAS 142 and has not adopted such provisions in its November 3, 2001 consolidated financial statements.

2. EARNINGS PER SHARE--

Basic earnings per share ("EPS") is computed using the weighted average number of common shares outstanding during the period and net earnings. Diluted EPS gives effect to the potential dilution which would have occurred if additional shares were issued for stock options exercised under the treasury stock method.

3. ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND HEDGING

The Company's policy is to enter into foreign currency forward exchange contracts to minimize foreign currency exposure related to forecasted purchases of certain inventories. Under SFAS 133, such contracts have been designated as and accounted for as cash flow hedges. The settlement terms of the forward contracts, including amount, currency and maturity, correspond with payment terms for the merchandise inventories. As a result, there is no hedge ineffectiveness to be reflected in earnings. At November 3, 2001, the Company had 29 contracts maturing in varying increments to purchase an aggregate notional amount of $23.3 million in foreign currency, maturing at various dates through January 2003.

The changes in the fair value of the foreign currency forward exchange contracts are matched to inventory purchases by period and are recognized in earnings as such inventory is sold. The Company expects to recognize in earnings through November 2, 2002 approximately $0.4 million, net of tax, of existing net losses presently deferred in accumulated other comprehensive loss.

4. COMPREHENSIVE INCOME AND SUPPLEMENTAL CASH FLOWS

The Company's comprehensive income, which encompasses net earnings, currency translation adjustments, cumulative effect of accounting change and changes in derivative fair values, is as follows (in thousands):

<Table>
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	FOR THE THREE MONTHS ENDED		FOR THE NINE MONTHS ENDED	
	OCTOBER 28, 2000	NOVEMBER 3, 2001	OCTOBER 28, 2000	NOVEMBER 3, 2001
<S>	<C>	<C>	<C>	<C>
Net earnings	$ 17,008	$ 3,977	$ 46,401	$ 26,969
Cumulative effect of accounting change, net of tax	--	--	--	(331)
Change in derivative fair value, net of tax	--	372	--	(70)
Currency translation adjustments, net of tax	(660)	(1,885)	(953)	(2,518)
Comprehensive income	$ 16,348	$ 2,464	$ 45,448	$ 24,050

</Table>

The Company paid cash during the first three quarters of 2000 of $2.5 million for interest and $29.2 million for taxes, compared with $2.7 million for interest and $30.5 million for taxes during the first three quarters of 2001. The Company had non-cash investing and financing activities resulting from the issuance of treasury stock to the employee stock ownership plan of $2.5 million and $2.5 million in the first three quarters of 2000 and 2001, respectively, and from the tax benefit recognized upon exercise of stock options of $0.6 million and $0.2 million, respectively.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

For supplemental information, it is suggested that "Management's Discussion and Analysis of Financial Condition and Results of Operations" be read in conjunction with the corresponding section included in the Company's Annual Report on Form 10-K for the year ended February 3, 2001. References herein to years are to the Company's 52-week or 53-week fiscal year which ends on the

Saturday nearest January 31 in the following calendar year. For example, references to "2001" mean the 52-week fiscal year ending February 2, 2002.

In large part, changes in net sales and operating results are impacted by the number of stores operating during the fiscal period. The following table presents information with respect to stores in operation during each of the respective fiscal periods.

<Table>
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	FOR THE THREE MONTHS ENDED		FOR THE NINE MONTHS ENDED		YEAR ENDED
	OCTOBER 28, 2000	NOVEMBER 3, 2001	OCTOBER 28, 2000	NOVEMBER 3, 2001	FEBRUARY 3, 2001
<S>	<C>	<C>	<C>	<C>	<C>
Stores open at beginning of period	623	663	614	651	614
Opened	15	8	26	21	39
Acquired	--	--	1	--	1
Closed	--	--	(3)	(1)	(3)
Stores open at end of period	638	671	638	671	651
Stores open at end of period:					
U.S. --					
Men's Wearhouse	464	487	464	487	473
K&G/Suit Warehouse	61	71	61	71	65
	525	558	525	558	538
Canada -- Moores	113	113	113	113	113
	638	671	638	671	651

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RESULTS OF OPERATIONS

Three Months Ended October 28, 2000 and November 3, 2001

The Company's net sales were $285.6 million for the quarter ended November 3, 2001, an $18.6 million or 6.1% decrease from the same prior year period. This decrease was due primarily to decreased sales in stores open prior to fiscal year 2000, offset partially by sales resulting from the increased number of stores open during fiscal year 2001. Comparable store sales (which are calculated by excluding the net sales of a store for any month of one period if the store was not open throughout the same month of the prior period) decreased 14.4% for the U.S. stores from the same prior year quarter, while comparable store sales for the Canadian stores decreased 1.9% from the same prior year quarter. The decrease in comparable sales for the U.S. stores was due mainly to the declining U.S. economy, which entered a recession in March 2001. Sales of men's tailored apparel are particularly affected since buying patterns for men are considered to be more discretionary than those in other apparel areas. The negative effect of the terrorist events of September 11, 2001 on retail and numerous other business sectors also contributed to the decline.

Gross margin decreased 15.7% over the same prior year quarter to $97.1 million in the third quarter of 2001. As a percentage of sales, gross margin decreased from 37.9% in the third quarter of 2000 to 34.0% in the third quarter of 2001. This decrease in gross margin predominantly resulted from an increase in occupancy cost as a percentage of sales and a larger percentage of the sales mix being contributed by our lower margin K&G brand.

Selling, general and administrative ("SG&A") expenses increased as a percentage of sales from 28.3% for the quarter ended October 28, 2000 to 31.3% for the quarter ended November 3, 2001, and SG&A expenditures increased by

$3.2 million or 3.7% to $89.4 million. On an absolute dollar basis, the principal components of SG&A expenses increased primarily due to the Company's growth in number of stores and increased infrastructure support costs. As a percentage of net sales, advertising expense increased from 5.0% to 5.3%, store salaries increased from 11.4% to 12.0% and other SG&A expenses increased from 12.0% to 14.1%.

Interest expense, net of interest income, increased from $0.7 million in the third quarter of 2000 to $1.1 million in the third quarter of 2001. Weighted average borrowings outstanding increased from $48.6 million in the third quarter of 2000 to $88.1 million in the third quarter of 2001, and the weighted average interest rate on outstanding indebtedness decreased from 7.5% to 5.6%. The increase in the weighted average borrowings was due primarily to increased borrowings under the Company's credit facilities. The decrease in the weighted average interest rate was due primarily to decreases in the LIBOR rate. See "Liquidity and Capital Resources" discussion herein.

The Company's effective income tax rate decreased from 39.8% for the third quarter of 2000 to 39% for the third quarter of 2001. The effective tax rate was higher than the statutory U.S. federal rate of 35% primarily due to the effect of state income taxes.

Nine Months Ended October 28, 2000 and November 3, 2001

The Company's net sales were $887.4 million for the nine months ended November 3, 2001, a $0.8 million or 0.1% increase over the same prior year period. This minor increase was due primarily to sales resulting from the increased number of stores, offset by decreased sales in U.S. stores open prior to fiscal year 2000. Comparable store sales decreased 8.2% for the U.S. stores from the same prior year period, while comparable store sales for the Canadian stores increased 5.2% from the same prior year period. The decrease in comparable sales for the U.S. stores was due mainly to the declining U.S. economy, which entered a recession in March 2001. Sales of men's tailored apparel are particularly affected since buying patterns for men are considered to be more discretionary than those in other apparel areas. The negative effect of the terrorist events of September 11, 2001 on retail and numerous other business sectors also contributed to the decline.

Gross margin decreased 4.0% over the same prior year period to $317.1 million for the first nine months of 2001. As a percentage of sales, gross margin decreased from 37.2% for the first three quarters of 2000 to 35.7% in the first three quarters of 2001. This decrease in gross margin percentage predominantly resulted from an increase in occupancy cost as a percentage of sales and a larger percentage of the sales mix being contributed by our lower margin K&G brand.

SG&A expenses increased as a percentage of sales from 28.4% for the first nine months of 2000 to 30.5% for the first nine months of 2001, and SG&A expenditures increased by $18.5 million or 7.3% to $270.6 million. On an absolute dollar basis, the principal components of SG&A expenses increased primarily due to the Company's growth in number of stores and increased infrastructure support costs. Advertising expense decreased from 5.3% to 5.0% of net sales, while store salaries increased from 11.3% to 11.8% of net sales and other SG&A expenses increased from 11.9% to 13.7% of net sales.

Interest expense, net of interest income, increased from $0.9 million for the first nine months of 2000 to $2.2 million in the first nine months of 2001. Weighted average borrowings outstanding increased from $51.3 million in the prior year to $65.4 million in the first three quarters of 2001, and the weighted average interest rate on outstanding indebtedness decreased from 6.9% to 6.0%. The increase in the weighted average borrowings was due primarily to increased borrowings under the Company's credit facilities. The decrease in the weighted average interest rate was due primarily to decreases in the LIBOR rate. See "Liquidity and Capital Resources" discussion herein.

The Company's effective income tax rate decreased from 39.8% for the nine months ended October 28, 2000 to 39% for the nine months ended November 3, 2001. The effective tax rate was higher than the statutory U.S. federal rate of 35% primarily due to the effect of state income taxes.

LIQUIDITY AND CAPITAL RESOURCES

Working capital was $343.2 million at November 3, 2001, which is up from $318.6 million at February 3, 2001 and $287.4 million at October 28, 2000. Historically, the Company's working capital has been at its lowest level in January and February, and has increased through November as inventory buildup is financed with long-term borrowings in preparation for the fourth quarter selling season.

Net cash used in operating activities was $5.7 million in the first nine months of 2000 compared with $43.7 million in the first nine months of 2001. These amounts primarily represent net earnings plus depreciation and amortization and increases in accounts payable, offset by increases in inventories and other assets and, in 2001, a decrease in income taxes payable. Inventories increased $85.3 million and $84.4 million for the three quarters ended October 28, 2000 and November 3, 2001, respectively, due to seasonal inventory buildup and the addition of inventory for new stores and stores expected to be opened in the following quarter. Other assets increased primarily due to increased investment in tuxedo rental merchandise associated with the expansion of this business, while income taxes payable decreased mainly due to reduced earnings.

Cash used in investing activities was $57.6 million and $54.8 million for the first three quarters of 2000 and 2001, respectively. Cash used in investing activities was primarily comprised of capital expenditures relating primarily to stores opened, remodeled or relocated during the period or under construction at the end of the period and infrastructure technology investments.

The Company has a revolving credit agreement with a group of banks (the "Credit Agreement") that provides for borrowings of up to $125 million through February 5, 2004. Advances under the Credit Agreement bear interest at a rate per annum equal to, at the Company's option, the agent's prime rate or the reserve adjusted LIBOR rate plus a varying interest rate margin. The Credit Agreement also provides for fees applicable to unused commitments. In addition, the Company has two Canadian credit facilities which include a revolving credit agreement which provides for borrowings up to Can$30 million (US$20 million) through February 5, 2004 and a term credit agreement under which the Company borrowed Can$75 million (US$50 million) in February 1999. The term credit borrowing is payable in quarterly installments of Can$0.9 million (US$0.6 million) beginning in May 1999, with the remaining unpaid principal payable on February 5, 2004. Covenants and interest rates are substantially similar to those contained in the Company's Credit Agreement. As of November 3, 2001, there was $40.6 million outstanding under the term credit agreement and $55.0 million outstanding under the revolving credit agreement.

The Credit Agreement contains certain restrictive and financial covenants, including the requirement to maintain a minimum level of net worth and certain financial ratios. The Credit Agreement also prohibits payment of cash dividends on the common stock of the Company. The Company is in compliance with the covenants in the Credit Agreement.

Net cash used in financing activities was $6.7 million for the first three quarters of 2000, due mainly to purchases of treasury stock. Net cash provided by financing activities was $24.6 million for the first three quarters of 2001, due mainly to borrowings on the revolving credit agreement, offset by purchases of treasury stock. In January 2000, the Board of Directors authorized a stock repurchase program for up to 1,000,000 shares of the Company's common stock. Under this authorization, the Company may purchase shares from time to time in the open market or in private transactions, depending on market price and other considerations. On January 31, 2001, the Board of Directors authorized an expansion of the stock repurchase program for up to an additional 2,000,000 shares of the Company's common stock. During the first three quarters of 2000 and 2001, the Company repurchased 335,000 and 1,185,000 shares of its common stock under this program at a cost of $7.9 million and $30.4 million, respectively.

In December 2000, the Company issued two option contracts under which the contract counterparties had the option to require the Company to purchase an agreed-upon number of shares of its common stock at a specific strike price per share on March 15, 2001 and on June 12, 2001. The Company received premiums, in aggregate, of $0.5 million for issuing these contracts. Both option contracts expired unexercised.

The Company anticipates that its existing cash and cash flow from operations, supplemented by borrowings under the Credit Agreement, will be sufficient to fund its planned store openings, other capital expenditures and operating cash requirements for at least the next 12 months.

In connection with the Company's direct sourcing program, the Company may enter into purchase commitments that are denominated in a foreign currency (primarily the Euro). The Company generally enters into forward exchange contracts to reduce the risk of currency fluctuations related to such commitments. The majority of the forward exchange contracts are with six financial institutions. Therefore, the Company is exposed to credit risk in the event of nonperformance by these parties. However, due to the creditworthiness of these major financial institutions, full performance is anticipated. The Company may also be exposed to market risk as a result of changes in foreign exchange rates. This market risk should be substantially offset by changes in the valuation of the underlying transactions.

ITEM 3 -QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is subject to exposure from fluctuations in U.S. dollar/Euro exchange rates and the Canadian dollar/Euro exchange rates. The Company utilizes foreign currency forward exchange contracts to limit exposure to changes in currency exchange rates (see Note 3 to the Company's Consolidated Financial Statements and "Management's Discussion and Analysis of Financial Information and Results of Operations - Liquidity and Capital Resources"). At November 3, 2001, the Company had 29 contracts maturing in varying increments to purchase an aggregate notional amount of $23.3 million in foreign currency, maturing at various dates through January 2003. Unrealized pretax losses on these forward contracts totaled approximately $0.7 million at November 3, 2001. A hypothetical 10% change in applicable November 3, 2001 forward rates could increase or decrease this pretax loss by $2.3 million related to these positions. However, it should be noted that any change in the value of these contracts, whether real or hypothetical, would be significantly offset by an inverse change in the value of the underlying hedged item.

Moores conducts its business in Canadian dollars. The exchange rate between Canadian dollars and U.S. dollars has fluctuated over the last ten years. If the value of the Canadian dollar against the U.S. dollar weakens, then the revenues and earnings of the Company's Canadian operations will be reduced when they are translated to U.S. dollars and the value of the Company's Canadian net assets in U.S. dollars may decline.

FORWARD-LOOKING STATEMENTS

Certain statements made herein and in other public filings and releases by the Company contain "forward-looking" information (as defined in the Private Securities Litigation Reform Act of 1995) that involve risk and uncertainty. These forward-looking statements may include, but are not limited to, future capital expenditures, acquisitions (including the amount and nature thereof), future sales, earnings, margins, costs, number and costs of store openings, demand for men's clothing, market trends in the retail men's clothing business, currency fluctuations, inflation and various economic and business trends. Forward-looking statements may be made by management orally or in writing, including but not limited to, this Management's Discussion and Analysis of Financial Condition and Results of Operations section and other sections of the Company's filings with the Securities and Exchange Commission under the Securities Exchange Act of 1934 and the Securities Act of 1933.

Actual results and trends in the future may differ materially depending on a variety of factors including, but not limited to, domestic and international economic activity and inflation, the Company's successful execution of internal operating plans and new store and new market expansion plans, performance issues with key suppliers, severe weather, foreign currency fluctuations, government export and import policies and legal proceedings. Future results will also be dependent upon the ability of the Company to continue to identify and complete successful expansions and penetrations into existing and new markets, and its ability to integrate such expansions with the Company's existing operations.

PART II. OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

On May 11, 2001, a lawsuit was filed against the Company in the Superior Court of California for the County of San Diego, Cause No. GIC 767223 (the "Suit"). The Suit, which was brought as a purported class action, alleges several causes of action, each based on the factual allegation that the Company advertised and sold men's slacks at a marked price that was exclusive of a hemming fee for the pants. The Suit seeks: (i) permanent and preliminary injunctions against advertising slacks at prices which do not include hemming; (ii) restitution of all funds allegedly acquired by means of any act or practice declared by the Court to be unlawful or fraudulent or to constitute unfair competition under certain California statutes, (iii) prejudgment interest; (iv) compensatory and punitive damages; (v) attorney's fees; and (vi) costs of suit. The Company believes that the Suit is without merit and the allegations are contrary to customary and well recognized and accepted practices in the sale of men's tailored clothing. The complaint in the Suit was subsequently amended to add causes of action based upon the Company's alleged "claims that [it] sell[s] the same garments as department stores at 20% to 30% less." The Company believes that such added causes of action are also without merit. The Company intends to vigorously defend the Suit.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS.

None.

(b) REPORTS ON FORM 8-K.

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant, The Men's Wearhouse, Inc., has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: December 18, 2001

THE MEN'S WEARHOUSE, INC.

By /s/ NEILL P. DAVIS

Neill P. Davis
Senior Vice President,
Chief Financial Officer and Treasurer
(Principal Financial Officer)