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

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 29, 2011 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)
6380 Rogerdale Houston, Texas	**77072-1624**
(Address of Principal Executive Offices)	(Zip Code)

(281) 776-7000

(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 ☑. No ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑. No ☐.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐. No ☑.

The number of shares of common stock of the Registrant, par value $.01 per share, outstanding at December 1, 2011 was 51,262,224 excluding 20,447,822 shares classified as Treasury Stock.

REPORT INDEX

Forward-Looking and Cautionary Statements

Certain statements made in this Quarterly Report on Form 10-Q and in other public filings and press releases by the Company contain "forward-looking" information (as defined in the Private Securities Litigation Reform Act of 1995) that involves risk and uncertainty. These forward-looking statements may include, but are not limited to, references to future capital expenditures, acquisitions, sales, earnings, margins, costs, number and costs of store openings, demand for clothing, market trends in the retail and corporate apparel 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, Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Quarterly Report on Form 10-Q and other sections of our filings with the Securities and Exchange Commission under the Securities Exchange Act of 1934 and the Securities Act of 1933.

Forward-looking statements are not guarantees of future performance and a variety of factors could cause actual results to differ materially from the anticipated or expected results expressed in or suggested by these forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to: actions by governmental entities; domestic and international economic activity and inflation; success, or lack thereof, in executing our internal operating plans and new store and new market expansion plans, including integration of acquisitions; performance issues with key suppliers; disruption in buying practices due to homeland security concerns; severe weather; foreign currency fluctuations; government export and import policies; aggressive advertising or marketing activities of competitors; and legal proceedings. Future results will also be dependent upon our ability to continue to identify and complete successful expansions and penetrations into existing and new markets and our ability to integrate such expansions with our existing operations. Refer to "Risk Factors" in our Annual Report on Form 10-K for the year ended January 29, 2011 for a more complete discussion of these and other factors that might affect our performance and financial results. These forward-looking statements are intended to convey the Company's expectations about the future, and speak only as of the date they are made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

PART I. FINANCIAL INFORMATION
ITEM 1 — CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
GENERAL INFORMATION

The condensed consolidated financial statements herein include the accounts of The Men's Wearhouse, Inc. and its subsidiaries and have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. As applicable under such regulations, certain information and footnote disclosures have been condensed or omitted. We believe that the presentation and disclosures herein are adequate to make the information not misleading, and the condensed consolidated financial statements reflect all elimination entries and normal recurring adjustments which are necessary for a fair statement of the results for the three and nine months ended October 29, 2011 and October 30, 2010.

Our business historically has been seasonal in nature, and the operating results of the interim periods presented are not necessarily indicative of the results that may be achieved for the full year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended January 29, 2011 and the related notes thereto included in the Company's Annual Report on Form 10-K for the year then ended filed with the SEC.

Unless the context otherwise requires, "Company", "we", "us" and "our" refer to The Men's Wearhouse, Inc. and its subsidiaries.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

	October 29, 2011 (Unaudited)	October 30, 2010 (Unaudited)	January 29, 2011
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	$ 138,545	$ 197,843	$ 136,371
Accounts receivable, net	66,094	65,069	60,607
Inventories	616,758	509,422	486,499
Other current assets	61,088	62,830	80,531
Total current assets	882,485	835,164	764,008
PROPERTY AND EQUIPMENT, net	348,785	333,007	332,611
TUXEDO RENTAL PRODUCT, net	85,876	86,121	89,465
GOODWILL	88,707	90,580	87,994
INTANGIBLE ASSETS, net	35,378	38,678	37,348
OTHER ASSETS	3,579	21,831	8,892
TOTAL ASSETS	$1,444,810	$1,405,381	$1,320,318
LIABILITIES AND EQUITY			
CURRENT LIABILITIES:			
Accounts payable	$ 155,610	$ 145,138	$ 123,881
Accrued expenses and other current liabilities	146,391	130,550	139,640
Income taxes payable	22,727	12,294	3,135
Current maturities of long-term debt	—	45,584	—
Total current liabilities	324,728	333,566	266,656
DEFERRED TAXES AND OTHER LIABILITIES	76,429	72,664	69,809
Total liabilities	401,157	406,230	336,465
COMMITMENTS AND CONTINGENCIES (Note 4 and Note 15)			
EQUITY:			
Preferred stock	—	—	—
Common stock	717	709	710
Capital in excess of par	356,414	336,942	341,663
Retained earnings	1,108,662	1,023,467	1,002,975
Accumulated other comprehensive income	41,504	37,651	38,366
Treasury stock, at cost	(476,749)	(412,761)	(412,761)
Total equity attributable to common shareholders	1,030,548	986,008	970,953
Noncontrolling interest	13,105	13,143	12,900
Total equity	1,043,653	999,151	983,853
TOTAL LIABILITIES AND EQUITY	$1,444,810	$1,405,381	$1,320,318

See Notes to Condensed Consolidated Financial Statements.

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THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(In thousands, except per share data)
(Unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Net sales:				
Retail clothing product	$ 377,307	$ 350,250	$ 1,189,357	$ 1,072,539
Tuxedo rental services	112,005	111,297	333,413	325,913
Alteration and other services	34,480	33,022	107,767	98,262
Total retail sales	523,792	494,569	1,630,537	1,496,714
Corporate apparel clothing product sales	60,810	55,534	189,978	63,844
Total net sales	584,602	550,103	1,820,515	1,560,558
Cost of sales:				
Retail clothing product	161,669	163,231	527,938	484,913
Tuxedo rental services	15,761	17,484	45,730	50,846
Alteration and other services	26,669	24,598	80,352	73,108
Occupancy costs	69,425	68,978	205,006	208,472
Total retail cost of sales	273,524	274,291	859,026	817,339
Corporate apparel clothing product cost of sales	42,909	40,813	137,442	46,945
Total cost of sales	316,433	315,104	996,468	864,284
Gross margin:				
Retail clothing product	215,638	187,019	661,419	587,626
Tuxedo rental services	96,244	93,813	287,683	275,067
Alteration and other services	7,811	8,424	27,415	25,154
Occupancy costs	(69,425)	(68,978)	(205,006)	(208,472)
Total retail gross margin	250,268	220,278	771,511	679,375
Corporate apparel clothing product gross margin	17,901	14,721	52,536	16,899
Total gross margin	268,169	234,999	824,047	696,274
Selling, general and administrative expenses	208,147	200,588	631,370	571,406
Operating income	60,022	34,411	192,677	124,868
Interest income	112	83	270	163
Interest expense	(396)	(357)	(1,051)	(937)
Earnings before income taxes	59,738	34,137	191,896	124,094
Provision for income taxes	19,836	8,789	67,532	42,222
Net earnings including noncontrolling interest	39,902	25,348	124,364	81,872
Net (earnings) loss attributable to noncontrolling interest	(25)	(89)	16	(89)
Net earnings attributable to common shareholders	$ 39,877	$ 25,259	$ 124,380	$ 81,783
Net earnings per common share attributable to common shareholders (Note 3):				
Basic	$ 0.77	$ 0.47	$ 2.39	$ 1.54
Diluted	$ 0.77	$ 0.47	$ 2.37	$ 1.54
Weighted average common shares outstanding (Note 3):				
Basic	51,110	52,702	51,505	52,589
Diluted	51,339	52,895	51,776	52,776
Cash dividends declared per common share	$ 0.12	$ 0.09	$ 0.36	$ 0.27

See Notes to Condensed Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Net earnings including noncontrolling interest	$ 39,902	$ 25,348	$ 124,364	$ 81,872
Change in derivative fair values, net of tax	—	(94)	—	—
Currency translation adjustments, net of tax	(8,051)	1,487	3,359	5,164
Total comprehensive income including noncontrolling interest	31,851	26,741	127,723	87,036
Less comprehensive income attributable to noncontrolling interest:				
Net (earnings) loss	(25)	(89)	16	(89)
Currency translation adjustments, net of tax	228	(50)	(221)	(50)
Amounts attributable to noncontrolling interest	203	(139)	(205)	(139)
Comprehensive income attributable to common shareholders	$ 32,054	$ 26,602	$ 127,518	$ 86,897

See Notes to Condensed Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	For the Nine Months Ended	
	October 29, 2011	October 30, 2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings including noncontrolling interest	$ 124,364	$ 81,872
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	56,572	57,210
Tuxedo rental product amortization	25,923	31,732
Loss on disposition of assets	2,163	209
Asset impairment charges	1,709	3,350
Gain on bargain purchase acquisition	—	(524)
Deferred rent expense	1,063	2,138
Share-based compensation	10,166	8,787
Excess tax benefits from share-based plans	(1,592)	(952)
Deferred tax (benefit) provision	12,655	(1,724)
Increase in accounts receivable	(4,725)	(23,708)
Increase in inventories	(128,624)	(6,502)
Increase in tuxedo rental product	(22,159)	(14,492)
Decrease in other assets	11,678	4,194
Increase in accounts payable, accrued expenses and other current liabilities	32,886	36,760
Increase (decrease) in income taxes payable	26,036	(12,271)
Decrease in other liabilities	(569)	(197)
Net cash provided by operating activities	147,546	165,882
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(66,960)	(43,835)
Acquisitions of businesses, net of cash	—	(97,786)
Proceeds from sales of property and equipment	59	76
Net cash used in investing activities	(66,901)	(141,545)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	5,995	2,503
Cash dividends paid	(18,880)	(14,318)
Tax payments related to vested deferred stock units	(2,955)	(2,748)
Excess tax benefits from share-based plans	1,592	952
Purchase of treasury stock	(63,988)	(144)
Net cash used in financing activities	(78,236)	(13,755)
Effect of exchange rate changes	(235)	1,243
INCREASE IN CASH AND CASH EQUIVALENTS	2,174	11,825
Balance at beginning of period	136,371	186,018
Balance at end of period	$ 138,545	$ 197,843

See Notes to Condensed Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Significant Accounting Policies

Basis of Presentation — The condensed 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. We believe that the presentation and disclosures herein are adequate to make the information not misleading, and the condensed consolidated financial statements reflect all elimination entries and normal recurring adjustments which are necessary for a fair presentation of the financial position, results of operations and cash flows at the dates and for the periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended January 29, 2011.

The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts and related disclosures. Actual amounts could differ from those estimates.

On August 6, 2010, we acquired Dimensions Clothing Limited ("Dimensions") and certain assets of Alexandra plc ("Alexandra"), two leading providers of corporate clothing uniforms and workwear in the United Kingdom (refer to Note 2 for further details regarding the acquisitions). As a result of these acquisitions, in the third quarter of fiscal 2010, the Company revised its segment reporting to reflect two reportable segments, retail and corporate apparel, based on the way we manage, evaluate and internally report our business activities. Prior to these acquisitions our corporate apparel business did not have a significant effect on the revenues or expenses of the Company and we reported our business as one operating segment. Refer to Note 13 for further segment information.

On September 1, 2010, the Company assigned its rights to receive an aggregate of $2.6 million of the proceeds from life insurance policies on the life of George Zimmer, Executive Chairman of the Board, to Mr. Zimmer and a trust for the benefit of Mr. Zimmer in exchange for a cash payment of $2.6 million from Mr. Zimmer. The Company acquired the right to receive a portion of the proceeds from the life insurance policies as a result of paying premiums in the amount of $2.6 million on the policies. All such premium payments were made by the Company prior to 2003.

Recent Accounting Pronouncements — In September 2011, the Financial Accounting Standards Board ("FASB") issued updated guidance regarding testing goodwill for impairment. The updated guidance will allow for companies to first assess qualitative factors to determine whether it is necessary to perform the two-step goodwill impairment test. Under this amendment, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The amendment includes a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The amended guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The adoption of this update will only impact our testing of goodwill for impairment and will have no impact on our financial position, results of operations or cash flows. We are currently evaluating the impact of this updated guidance on our goodwill impairment testing process.

In June 2011, the FASB issued updated guidance regarding the presentation of comprehensive income. The updated guidance allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income and a total amount for comprehensive income. The update eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The update does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The guidance will be applied retrospectively and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted. The adoption of this update will only impact the presentation of comprehensive income in our condensed consolidated financial statements.

THE MEN’S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

In May 2011, the FASB updated the guidance regarding certain accounting and disclosure requirements related to fair value measurements. The updated guidance amends U.S. Generally Accepted Accounting Principles (“GAAP”) to create more commonality with International Financial Reporting Standards (“IFRS”) by changing some of the wording used to describe requirements for measuring fair value and for disclosing information about fair value measurements. This update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is not permitted. We do not expect the adoption of this update to have a material impact on our financial position, results of operations or cash flows.

In December 2010, the FASB updated the disclosures of supplementary pro forma information for business combinations. This update specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. This amendment also expands the supplemental pro forma disclosures related to business combinations to include a description of the nature and amount of material, non-recurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. This update is effective prospectively for business combinations for which the acquisition date is on or after the beginning of our 2011 fiscal year and is not expected to have a material impact on our financial position, results of operations or cash flows.

In December 2010, the FASB issued guidance to clarify when to perform step 2 of the goodwill impairment test for reporting units with zero or negative carrying amounts. This update modifies step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts, requiring the entity to assess whether it is more likely than not that the reporting units’ goodwill is impaired in order to determine if the entity should perform step 2 of the goodwill impairment test for those reporting unit(s). The adoption of this update at the beginning of our 2011 fiscal year did not have a material impact on our financial position, results of operations or cash flows.

In January 2010, the FASB issued authoritative guidance that expands the required disclosures about fair value measurements. This guidance provides for new disclosures requiring the Company to (a) disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers and (b) present separately information about purchases, sales, issuances and settlements in the reconciliation of Level 3 fair value measurements. This guidance also provides clarification of existing disclosures requiring the Company to (i) determine each class of assets and liabilities based on the nature and risks of the investments rather than by major security type and (ii) for each class of assets and liabilities, disclose the valuation techniques and inputs used to measure fair value for both Level 2 and Level 3 fair value measurements. We adopted this guidance at the beginning of our 2010 fiscal year, except for the presentation of purchases, sales, issuances and settlements in the reconciliation of Level 3 fair value measurements, which we adopted at the beginning of our 2011 fiscal year. The adoption of this guidance did not have a material impact on our financial position, results of operations or cash flows.

2. Acquisitions

On August 6, 2010, we acquired Dimensions and certain assets of Alexandra, two leading providers of corporate clothing uniforms and workwear in the United Kingdom (“UK”), to expand our corporate apparel operations. The results of operations for Dimensions and Alexandra have been included in the condensed consolidated financial statements since that date. The acquired businesses are organized under a UK-based holding company, of which the Company controls 86% and certain previous shareholders of Dimensions control 14%. The Company has the right to acquire the remaining outstanding shares of the UK-based holding company after fiscal 2013 on terms set forth in the Investment, Shareholders’ and Stock Purchase Agreement.

The acquisition-date cash consideration transferred for the Dimensions and Alexandra acquisitions was $79.8 million and $18.0 million, respectively, totaling $97.8 million (£61 million), and was funded through the Company’s cash on hand.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The following table summarizes the fair values of the identifiable assets acquired and liabilities assumed in the Dimensions and Alexandra acquisitions as of the date of acquisition (in thousands).

	As of August 6, 2010		
	Dimensions	Alexandra	Total
Current non-cash assets	$ 25,515	$ —	$ 25,515
Inventory	48,340	16,980	65,320
Property and equipment	5,374	283	5,657
Intangible assets	35,474	1,501	36,975
Total identifiable assets acquired	114,703	18,764	133,467
Current liabilities	40,590	279	40,869
Other liabilities	8,273	—	8,273
Total liabilities assumed	48,863	279	49,142
Net identifiable assets acquired	65,840	18,485	84,325
Goodwill	26,989	—	26,989
Subtotal	92,829	18,485	111,314
Less: Fair value of noncontrolling interest	(13,004)	—	(13,004)
Less: Gain on bargain purchase	—	(524)	(524)
Net assets acquired	$ 79,825	$ 17,961	$ 97,786

Goodwill is calculated as the excess of the purchase price over the net assets acquired. The goodwill recognized is attributable primarily to expected synergies and the assembled workforce of Dimensions. All of the goodwill has been assigned to our corporate apparel reporting segment and is non-deductible for tax purposes.

Acquired intangible assets for both acquisitions consist primarily of customer relationship intangibles and trademarks, which are being amortized over their estimated useful lives of primarily 12 years. Acquired intangible assets also include $1.3 million related to certain trademarks of Alexandra which are not subject to amortization but will be evaluated at least annually for impairment.

In connection with the Alexandra acquisition, we recognized a gain on a bargain purchase of approximately $0.5 million in fiscal 2010. The transaction resulted in a bargain purchase because the previous UK business of Alexandra plc was in administration (similar to bankruptcy) and was being sold through a bidding process.

The $13.0 million noncontrolling interest fair value as of the August 6, 2010 acquisition date was determined based upon the $79.8 million fair value of consideration transferred to acquire our 86% interest in the UK businesses.

Total integration costs incurred for the acquisitions of Dimensions and Alexandra were $1.0 million and $2.5 for the three and nine months ended October 29, 2011, respectively, and are included in selling, general and administrative expenses ("SG&A") in the condensed consolidated statement of earnings. Total acquisition transaction and integration costs incurred for the acquisitions of Dimensions and Alexandra were $1.4 million and $4.1 for the three and nine months ended October 30, 2010, respectively, and are included in SG&A in the condensed consolidated statement of earnings.

For the three months ended October 29, 2011, the acquired businesses contributed net sales of $53.9 million, gross margin of $17.0 million and net earnings, including the pretax $1.0 million in integration costs, of $0.9 million to the Company's condensed consolidated net earnings attributable to common shareholders. For the nine months ended October 29, 2011, the acquired businesses contributed net sales of $171.1 million, gross margin of $48.5 million and net earnings, including the pretax $2.5 million in integration costs, of $2.1 million to the Company's condensed consolidated net earnings attributable to common shareholders. From the date of acquisition to the period ended October 30, 2010, the acquired businesses contributed net sales of $50.6 million, gross margin of $13.6 million and net earnings, including the pretax

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

$4.1 million in acquisition transaction and integration costs, of $2.5 million to the Company's condensed consolidated net earnings attributable to common shareholders.

The following table presents unaudited pro forma consolidated financial information as if the closing of our acquisition of Dimensions had occurred on February 1, 2009, after giving effect to certain purchase accounting adjustments (in thousands, except per share data). The acquisition of Alexandra was not material to the Company's financial position or results of operations, therefore pro forma operating results for Alexandra have not been included below.

	For the Three Months Ended October 30, 2010	For the Nine Months Ended October 30, 2010
Total net sales	$ 552,728	$ 1,623,168
Net earnings attributable to common shareholders	$ 26,220	$ 86,463
Net earnings per common share attributable to common shareholders:		
Basic	$ 0.49	$ 1.63
Diluted	$ 0.49	$ 1.62

This pro forma information is not necessarily indicative of the results of operations that actually would have resulted had the Dimensions acquisition occurred on the dates indicated above or that may result in the future and does not reflect potential synergies, integration costs or other such costs and savings.

Subsequent to completion of the acquisitions, Alexandra operations were extended to The Netherlands and France through newly formed subsidiaries during the fourth quarter of fiscal 2010. These subsidiaries did not have a material impact on our financial position, results of operations or cash flows as of and for the three and nine months ended October 29, 2011.

3. Earnings per Share

We calculate earnings per common share attributable to common shareholders using the two-class method in accordance with the guidance for determination of whether instruments granted in share-based payment transactions are participating securities. Our unvested restricted stock and deferred stock units contain rights to receive nonforfeitable dividends or dividend equivalents, respectively, and thus are participating securities requiring the two-class method of computing earnings per common share attributable to common shareholders. The two-class method is an earnings allocation formula that determines earnings per common share for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings.

Basic earnings per common share attributable to common shareholders is determined using the two-class method and is computed by dividing net earnings attributable to common shareholders by the weighted-average common shares outstanding during the period. Diluted earnings per common share attributable to common shareholders reflects the more dilutive earnings per common share amount calculated using the treasury stock method or the two-class method.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The following table sets forth the computation of basic and diluted earnings per common share attributable to common shareholders (in thousands, except per share amounts). Basic and diluted earnings per common share attributable to common shareholders are computed using the actual net earnings available to common shareholders and the actual weighted-average common shares outstanding rather than the rounded numbers presented within our condensed consolidated statement of earnings and the accompanying notes. As a result, it may not be possible to recalculate earnings per common share attributable to common shareholders in our condensed consolidated statement of earnings and the accompanying notes.

	For the Three Months Ended		For the Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Numerator				
Total net earnings attributable to common shareholders	$ 39,877	$ 25,259	$ 124,380	$ 81,783
Net earnings allocated to participating securities (restricted stock and deferred stock units)	(516)	(236)	(1,496)	(758)
Net earnings attributable to common shareholders	$ 39,361	$ 25,023	$ 122,884	$ 81,025
Denominator				
Basic weighted average common shares outstanding	51,110	52,702	51,505	52,589
Effect of dilutive securities:				
Stock options and equity-based compensation	229	193	271	187
Diluted weighted average common shares outstanding	51,339	52,895	51,776	52,776
Net earnings per common share attributable to common shareholders:				
Basic	$ 0.77	$ 0.47	$ 2.39	$ 1.54
Diluted	$ 0.77	$ 0.47	$ 2.37	$ 1.54

For the three and nine months ended October 29, 2011, 0.5 million and 0.4 million anti-dilutive stock options were excluded from the calculation of diluted earnings per common share, respectively. For the three and nine months ended October 30, 2010, 0.9 million anti-dilutive stock options were excluded from each of the calculations of diluted earnings per common share.

4. Debt

On January 26, 2011, we entered into a Second Amended and Restated Credit Agreement (the "Credit Agreement") with a group of banks to amend and restate our then existing credit facility, which provided the Company with a revolving credit facility, scheduled to mature on February 11, 2012, as well as a term loan to our Canadian subsidiaries, which was scheduled to mature on February 10, 2011. The term loan outstanding balance of US$46.7 million was paid in full during the fourth quarter of fiscal 2010.

The Credit Agreement provides for a total senior revolving credit facility of $200.0 million, with increases to $300.0 million upon additional lender commitments, that matures on January 26, 2016. The Credit Agreement is secured by the stock of certain of our subsidiaries. The Credit Agreement has several borrowing and interest rate options including the following indices: (i) adjusted LIBO rate, (ii) adjusted EURIBO rate, (iii) CDO rate, (iv) Canadian prime rate or (v) an alternate base rate (equal to the greater of the prime rate, the federal funds rate plus 0.5% or the adjusted LIBO rate for a one month period plus 1.0%). Advances under the Credit Agreement bear interest at a rate per annum using the applicable indices plus a varying interest rate margin up to 2.75%. The Credit Agreement also provides for fees applicable to amounts available to be drawn under outstanding letters of credit which range from 2.00% to 2.75%, and a fee on unused commitments which ranges from 0.35% to 0.50%. As of October 29, 2011, there were no borrowings outstanding under the Credit Agreement.

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The Credit Agreement contains certain restrictive and financial covenants, including the requirement to maintain certain financial ratios. The restrictive provisions in the Credit Agreement reflect an overall covenant structure that is generally representative of a commercial loan made to an investment-grade company. Our debt, however, is not rated and we have not sought, and are not seeking, a rating of our debt. We were in compliance with the covenants in the Credit Agreement as of October 29, 2011.

We utilize letters of credit primarily to secure inventory purchases and as collateral for workers compensation claims. At October 29, 2011, letters of credit totaling approximately $29.0 million were issued and outstanding. Borrowings available under our Credit Agreement at October 29, 2011 were $171.0 million.

5. Supplemental Cash Flows

Supplemental disclosure of cash flow information is as follows (in thousands):

	For the Nine Months Ended	
	October 29, 2011	October 30, 2010
Cash paid during the nine months for:		
Interest	$ 713	$ 785
Income taxes, net	$ 16,376	$ 55,322
Schedule of noncash investing and financing activities:		
Tax benefit related to share-based plans	$ 1,552	$ 662
Treasury stock contributed to employee stock plan	$ —	$ 9
Cash dividends declared	$ 6,209	$ 4,783

We had unpaid capital expenditure purchases accrued in accounts payable, accrued expenses and other current liabilities of approximately $11.4 million and $2.1 million at October 29, 2011 and October 30, 2010, respectively. Capital expenditure purchases are recorded as cash outflows from investing activities in the condensed consolidated statement of cash flows in the period they are paid.

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6. Other Current Assets, Accrued Expenses and Other Current Liabilities and Deferred Taxes and Other Liabilities

Other current assets consist of the following (in thousands):

	October 29, 2011	October 30, 2010	January 29, 2011
Prepaid expenses	$ 30,035	$ 29,851	$ 31,009
Current deferred tax asset	24,138	26,521	32,151
Tax receivable	119	174	12,927
Other	6,796	6,284	4,444
Total other current assets	$ 61,088	$ 62,830	$ 80,531

Accrued expenses and other current liabilities consist of the following (in thousands):

	October 29, 2011	October 30, 2010	January 29, 2011
Accrued salary, bonus, sabbatical and vacation	$ 44,461	$ 35,689	$ 50,831
Sales, payroll and property taxes payable	22,934	19,081	17,005
Accrued workers compensation and medical costs	18,144	17,090	17,318
Customer deposits, prepayments and refunds payable	18,376	14,130	12,770
Unredeemed gift certificates	11,556	11,921	14,385
Loyalty program reward certificates	7,385	7,002	7,636
Cash dividends declared	6,209	4,783	6,396
Other	17,326	20,854	13,299
Total accrued expenses and other current liabilities	$146,391	$130,550	$139,640

Deferred taxes and other liabilities consist of the following (in thousands):

	October 29, 2011	October 30, 2010	January 29, 2011
Deferred rent and landlord incentives	$ 50,546	$47,544	$47,910
Non-current deferred and other income tax liabilities	19,292	17,433	15,079
Other	6,591	7,687	6,820
Total deferred taxes and other liabilities	$ 76,429	$72,664	$69,809

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7. Equity and Noncontrolling Interest

A reconciliation of the total carrying amount of the Company's equity accounts for the nine months ended October 29, 2011 is as follows (in thousands):

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock, at Cost	Total Equity Attributable to Common Shareholders	Noncontrolling Interest	Total Equity
Balances — January 29, 2011	$ 710	$341,663	$1,002,975	$ 38,366	$ (412,761)	$ 970,953	$ 12,900	$ 983,853
Net earnings (loss)	—	—	124,380	—	—	124,380	(16)	124,364
Other comprehensive income	—	—	—	3,138	—	3,138	221	3,359
Cash dividends	—	—	(18,693)	—	—	(18,693)	—	(18,693)
Share-based compensation	—	10,166	—	—	—	10,166	—	10,166
Common stock issued to stock discount plan	1	1,724	—	—	—	1,725	—	1,725
Common stock issued upon exercise of stock options	3	4,267	—	—	—	4,270	—	4,270
Common stock issued pursuant to restricted stock and deferred stock unit awards	3	(3)	—	—	—	—	—	—
Tax payments related to vested deferred stock units	—	(2,955)	—	—	—	(2,955)	—	(2,955)
Tax benefit related to share-based plans	—	1,552	—	—	—	1,552	—	1,552
Treasury stock purchased	—	—	—	—	(63,988)	(63,988)	—	(63,988)
Balances — October 29, 2011	$ 717	$356,414	$1,108,662	$ 41,504	$ (476,749)	$ 1,030,548	$ 13,105	$1,043,653

A reconciliation of the total carrying amount of the Company's equity accounts for the nine months ended October 30, 2010 is as follows (in thousands):

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock, at Cost	Total Equity Attributable to Common Shareholders	Noncontrolling Interest	Total Equity
Balances — January 30, 2010	$ 705	$327,742	$ 956,032	$ 32,537	$ (412,626)	$ 904,390	$ —	$904,390
Net earnings	—	—	81,783	—	—	81,783	89	81,872
Other comprehensive income	—	—	—	5,114	—	5,114	50	5,164
Cash dividends	—	—	(14,348)	—	—	(14,348)	—	(14,348)
Share-based compensation	—	8,787	—	—	—	8,787	—	8,787
Common stock issued to stock discount plan	1	1,511	—	—	—	1,512	—	1,512
Common stock issued upon								

exercise of stock options	1	990	—	—	—	991	—	991
Common stock issued pursuant to restricted stock and deferred stock unit awards	2	(2)	—	—	—	—	—	—
Tax payments related to vested deferred stock units	—	(2,748)	—	—	—	(2,748)	—	(2,748)
Tax benefit related to share-based plans	—	662	—	—	—	662	—	662
Treasury stock purchased	—	—	—	—	(144)	(144)	—	(144)
Treasury stock issued to profit sharing plan	—	—	—	—	9	9	—	9
Fair value of noncontrolling interest associated with business acquired	—	—	—	—	—	—	13,004	13,004
Balances — October 30, 2010	$ 709	$336,942	$1,023,467	$ 37,651	$ (412,761)	$ 986,008	$ 13,143	$999,151

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8. Treasury Stock

As of October 29, 2011, we had 20,447,822 shares held in treasury stock. The change in our treasury shares for the year ended January 29, 2011 and for the nine months ended October 29, 2011 is provided below:

	Treasury Shares
Balance, January 30, 2010	18,111,602
Treasury stock issued to profit sharing plan	(386)
Purchases of treasury stock	7,134
Balance, January 29, 2011	18,118,350
Purchases of treasury stock	2,329,472
Balance, October 29, 2011	20,447,822

In January 2006, the Board of Directors authorized a $100.0 million share repurchase program of our common stock. This authorization superceded any remaining previous authorizations. In August 2007, the Company's Board of Directors approved a replenishment of the Company's share repurchase program to $100.0 million by authorizing $90.3 million to be added to the remaining $9.7 million of the then current program. In January 2011, the Board of Directors approved a $150.0 million share repurchase program of our common stock, which amends and increases the Company's existing share repurchase authorization. This authorization superceded any remaining previous authorizations.

No shares were repurchased under the August 2007 authorization during the first nine months of fiscal 2010. During the first nine months of fiscal 2011, 2,322,340 shares at a cost of $63.8 million were repurchased at an average price per share of $27.47 under the January 2011 authorization. At October 29, 2011, the remaining balance available under the January 2011 authorization was $86.2 million.

During the nine months ended October 29, 2011, 7,132 shares at a cost of $0.2 million were repurchased at an average price per share of $27.77 in a private transaction to satisfy tax withholding obligations arising upon the vesting of certain restricted stock. During the nine months ended October 30, 2010, 7,134 shares at a cost of $0.1 million were repurchased at an average price per share of $20.24 in a private transaction to satisfy tax withholding obligations arising upon the vesting of certain restricted stock.

The following table summarizes our treasury stock repurchases (in thousands, except share data and average price per share):

	For the Nine Months Ended	
	October 29, 2011	October 30, 2010
Shares repurchased	2,329,472	7,134
Total cost	$ 63,988	$ 144
Average price per share	$ 27.47	$ 20.24

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9. Share-Based Compensation Plans

We maintain several equity plans under which we may grant stock options, stock appreciation rights, restricted stock, deferred stock units and performance based awards to full-time key employees and non-employee directors. We account for share-based awards in accordance with the FASB standard regarding share-based payments, which requires the compensation cost resulting from all share-based payment transactions be recognized in the financial statements. The amount of compensation cost is measured based on the grant-date fair value of the instrument issued and is recognized over the vesting period. Share-based compensation expense recognized for the three and nine months ended October 29, 2011 was $3.7 million and $10.2 million, respectively. Share-based compensation expense recognized for the three and nine months ended October 30, 2010 was $3.1 million and $8.8 million, respectively.

Stock Options

The following table summarizes stock option activity for the nine months ended October 29, 2011:

	Shares	Weighted-Average Exercise Price
Outstanding at January 29, 2011	1,563,473	$ 20.64
Granted	138,250	27.84
Exercised	(275,471)	15.50
Forfeited	(5,000)	22.72
Expired	(3,216)	13.74
Outstanding at October 29, 2011	1,418,036	$ 22.35
Exercisable at October 29, 2011	713,523	$ 20.43

The weighted-average grant date fair value of the 138,250 stock options granted during the nine months ended October 29, 2011 was $11.65 per share. The following table summarizes the weighted average assumptions used to fair value stock options at the date of grant using the Black-Scholes option pricing model for the three and nine months ended October 29, 2011:

	For the Three Months Ended October 29, 2011	For the Nine Months Ended October 29, 2011
Risk-free interest rate	0.98%	2.16%
Expected lives	5.0 years	5.0 years
Dividend yield	1.74%	1.70%
Expected volatility	57.92%	53.67%

The assumptions presented in the table above represent the weighted average of the applicable assumptions used to fair value stock options. Expected volatility is based on historical volatility of our common stock. The expected term represents the period of time the options are expected to be outstanding after their grant date. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant. The dividend yield is based on the average of the annual dividend divided by the market price of our common stock at the time of declaration.

As of October 29, 2011, we have unrecognized compensation expense related to nonvested stock options of approximately $5.3 million which is expected to be recognized over a weighted average period of 2.5 years.

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Nonvested Shares

The following table summarizes deferred stock unit activity for the nine months ended October 29, 2011:

	Shares	Weighted-Average Grant-Date Fair Value
Nonvested at January 29, 2011	419,085	$ 24.28
Granted	470,999	28.65
Vested (1)	(338,510)	24.18
Forfeited	(6,625)	26.14
Nonvested at October 29, 2011	544,949	$ 28.10

(1) Includes 108,457 shares relinquished for tax payments related to vested deferred stock units for the nine months ended October 29, 2011.

The following table summarizes restricted stock activity for the nine months ended October 29, 2011:

	Shares	Weighted-Average Grant-Date Fair Value
Nonvested at January 29, 2011	49,185	$ 26.04
Granted	114,013	28.18
Vested	(39,556)	26.06
Forfeited	—	—
Nonvested at October 29, 2011	123,642	$ 28.01

As of October 29, 2011, we have unrecognized compensation expense related to nonvested shares of approximately $11.9 million which is expected to be recognized over a weighted average period of 1.6 years.

Employee Stock Purchase Plan

The Employee Stock Discount Plan ("ESDP") allows employees to authorize after-tax payroll deductions to be used for the purchase of up to 2,137,500 shares of our common stock at 85% of the lesser of the fair market value on the first day of the offering period or the fair market value on the last day of the offering period. We make no contributions to this plan but pay all brokerage, service and other costs incurred. The plan, as amended, allows participants to purchase no more than 125 shares during any calendar quarter.

During the nine months ended October 29, 2011, employees purchased 76,699 shares under the ESDP, which had a weighted-average share price of $22.48 per share. As of October 29, 2011, 980,367 shares were reserved for future issuance under the ESDP.

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10. Goodwill and Other Intangible Assets

Goodwill

Goodwill allocated to the Company's reportable segments and changes in the net carrying amount of goodwill for the nine months ended October 29, 2011 are as follows (in thousands):

	Retail	Corporate Apparel	Total
Balance at January 29, 2011	$59,889	$ 28,105	$87,994
Translation adjustment	258	455	713
Balance at October 29, 2011	$60,147	$ 28,560	$88,707

Goodwill is evaluated for impairment annually as of our fiscal year end. A more frequent evaluation is performed if events or circumstances indicate that impairment could have occurred. Such events or circumstances could include, but are not limited to, new significant negative industry or economic trends, unanticipated changes in the competitive environment, decisions to significantly modify or dispose of operations and a significant sustained decline in the market price of our stock. No additional impairment evaluation was considered necessary during the first nine months of 2011.

Intangible Assets

The gross carrying amount and accumulated amortization of our identifiable intangible assets are as follows (in thousands):

	October 29, 2011	October 30, 2010	January 29, 2011
Amortizable intangible assets:			
Carrying amount:			
Trademarks, tradenames, and other intangibles	$ 12,725	$ 16,638	$ 16,094
Customer relationships	32,968	32,751	32,417
Total carrying amount	45,693	49,389	48,511
Accumulated amortization:			
Trademarks, tradenames, and other intangibles	(8,191)	(11,359)	(11,121)
Customer relationships	(3,414)	(634)	(1,311)
Total accumulated amortization	(11,605)	(11,993)	(12,432)
Total amortizable intangible assets, net	34,088	37,396	36,079
Infinite-lived intangible assets:			
Trademarks	1,290	1,282	1,269
Total intangible assets, net	$ 35,378	$ 38,678	$ 37,348

The pretax amortization expense associated with intangible assets subject to amortization totaled approximately $2.6 million and $1.5 million for the nine months ended October 29, 2011 and October 30, 2010, respectively, and approximately $2.4 million for the year ended January 29, 2011. Pretax amortization associated with intangible assets subject to amortization at October 29, 2011 is estimated to be $0.8 million for the remainder of fiscal year 2011, $3.3 million for fiscal year 2012, $3.2 million for each of the fiscal years 2013 and 2014 and $3.1 million for fiscal year 2015.

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11. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The authoritative guidance for fair value measurements establishes a three-tier fair value hierarchy, categorizing the inputs used to measure fair value. The hierarchy can be described as follows: Level 1 — observable inputs such as quoted prices in active markets; Level 2 — inputs other than the quoted prices in active markets that are observable either directly or indirectly; and Level 3 - unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Effective January 31, 2010, we adopted enhanced disclosure requirements for fair value measurements. We adopted the second phase of the enhanced disclosure requirements for fair value measurements effective January 30, 2011. Refer to Note 1. There were no transfers into or out of Level 1 and Level 2 during the three and nine months ended October 29, 2011 or October 30, 2010, respectively, or during the year ended January 29, 2011.

Assets and Liabilities that are Measured at Fair Value on a Recurring Basis

	Fair Value Measurements at Reporting Date Using			
(in thousands)	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
At October 29, 2011-				
Assets:				
Derivative financial instruments	$ —	$ 264	$ —	$ 264
Liabilities:				
Derivative financial instruments	$ —	$ 32	$ —	$ 32
At January 29, 2011-				
Assets:				
Derivative financial instruments	$ —	$ 361	$ —	$ 361
Liabilities:				
Derivative financial instruments	$ —	$ 35	$ —	$ 35
At October 30, 2010-				
Assets:				
Derivative financial instruments	$ —	$ 364	$ —	$ 364
Liabilities:				
Derivative financial instruments	$ —	$ 548	$ —	$ 548

Derivative financial instruments are comprised of foreign currency forward exchange contracts primarily entered into to minimize our foreign currency exposure related to forecasted purchases of certain inventories denominated in a currency different from the operating entity's functional currency. Our derivative financial instruments are recorded in the condensed consolidated balance sheets at fair value based upon observable market inputs. Derivative financial instruments in an asset position are included within other current assets in the condensed consolidated balance sheets. Derivative financial instruments in a liability position are included within accrued expenses and other current liabilities in the condensed consolidated balance sheets. Refer to Note 12 for further information regarding our derivative instruments.

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Assets and Liabilities that are Measured at Fair Value on a Non-Recurring Basis

Long-lived assets, such as property and equipment and identifiable intangibles with finite useful lives, are periodically evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the asset carrying amount exceeds its fair value, an impairment charge is recognized in the amount by which the carrying amount exceeds the fair value of the asset. The fair values of long-lived assets held-for-use are based on our own judgments about the assumptions that market participants would use in pricing the asset and on observable market data, when available. We classify these measurements as Level 3 within the fair value hierarchy. For the three and nine months ended October 29, 2011, we recorded charges for the impairment of long-lived assets of $0.7 million and $1.7 million, respectively, which is included within SG&A in our condensed consolidated statement of earnings. The asset impairment charges reduced the carrying amounts of the applicable long-lived assets, primarily leasehold improvements for certain Men's Wearhouse and Tux stores, to their fair values of $0.4 million as of October 29, 2011. For the three and nine months ended October 30, 2010, we recorded charges for the impairment of long-lived assets of $3.2 million and $3.4 million, respectively, which is included within SG&A in our condensed consolidated statement of earnings. The asset impairment charges reduced the carrying amounts of the applicable long-lived assets, primarily leasehold improvements for certain Men's Wearhouse and Tux stores, to their fair values of $0.5 million as of October 30, 2010.

Fair Value of Financial Instruments

Our financial instruments, other than those presented in the disclosures above, consist of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and other current liabilities and current maturities of long-term debt. Management estimates that, as of October 29, 2011, October 30, 2010 and January 29, 2011, the carrying value of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and other current liabilities approximate their fair value due to the highly liquid or short-term nature of these instruments. The fair value of current maturities of long-term debt at October 30, 2010 approximate their carrying amounts based upon terms available to us for borrowings with similar arrangements and remaining maturities.

12. Derivative Financial Instruments

We are exposed to market risk associated with foreign currency exchange rate fluctuations as a result of our direct sourcing programs and our operations in foreign countries. In connection with our direct sourcing programs, we may enter into merchandise purchase commitments that are denominated in a currency different from the functional currency of the operating entity. Our risk management policy is to hedge a significant portion of forecasted merchandise purchases for our direct sourcing programs that bear foreign exchange risk using foreign exchange forward contracts. The Company has not elected to apply hedge accounting to these transactions denominated in a foreign currency.

Our derivative financial instruments are recorded in the condensed consolidated balance sheet at fair value determined by comparing the cost of the foreign currency to be purchased under the contracts using the exchange rates obtained under the contracts (adjusted for forward points) to the hypothetical cost using the spot rate at period end.

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The table below discloses the fair value of the derivative financial instruments included in the condensed consolidated balance sheets as of October 29, 2011, January 29, 2011 and October 30, 2010 (in thousands):

	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives not designated as hedging instruments:				
At October 29, 2011- Foreign exchange forward contracts	Other current assets	$ 264	Accrued expenses and other current liabilities	$ 32
At January 29, 2011- Foreign exchange forward contracts	Other current assets	$ 361	Accrued expenses and other current liabilities	$ 35
At October 30, 2010- Foreign exchange forward contracts	Other current assets	$ 364	Accrued expenses and other current liabilities	$ 548

At October 29, 2011, we had five contracts to purchase euros for an aggregate notional amount of US$1.0 million maturing in various increments at various dates through April 2012, two contracts to purchase United States dollars ("USD") for an aggregate notional amount of Canadian dollars ("CAD") $1.1 million maturing in various increments at various dates through December 2011 and 16 contracts to purchase USD for an aggregate notional amount of pounds Sterling ("GBP") £5.7 million maturing in various increments at various dates through December 2011. For the three and nine months ended October 29, 2011, we recognized a net pretax gain of $0.7 million and a pretax loss of $0.9 million, respectively, in cost of sales in the condensed consolidated statement of earnings for our derivative financial instruments not designated as hedging instruments.

At January 29, 2011, we had six contracts to purchase euros for an aggregate notional amount of US$3.8 million maturing in various increments at various dates through October 2011, 10 contracts to purchase USD for an aggregate notional amount of CAD $5.8 million maturing in various increments at various dates through May 2011 and 70 contracts to purchase USD for an aggregate notional amount of GBP £27.6 million maturing in various increments at various dates through September 2011.

At October 30, 2010, we had three contracts to purchase euros for an aggregate notional amount of US$2.9 million maturing in various increments at various dates through March 2011, five contracts to purchase USD for an aggregate notional amount of CAD $4.3 million maturing in various increments at various dates through March 2011 and 55 contracts to purchase USD for an aggregate notional amount of GBP £20.6 million maturing in various increments at various dates through June 2011. For the three and nine months ended October 30, 2010, we recognized a pretax gain of $0.2 million in cost of sales in the condensed consolidated statement of earnings for our derivative financial instruments not designated as hedging instruments.

We had no derivative financial instruments with credit-risk-related contingent features underlying the agreements as of October 29, 2011, January 29, 2011 or October 30, 2010, respectively.

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13. Segment Reporting

On August 6, 2010, we acquired Dimensions and certain assets of Alexandra, two leading providers of corporate clothing uniforms and workwear in the UK (refer to Note 2). As a result of these acquisitions, in the third quarter of fiscal 2010, the Company revised its segment reporting to reflect two reportable segments, retail and corporate apparel, based on the way we manage, evaluate and internally report our business activities. Prior to these acquisitions our corporate apparel business did not have a significant effect on the revenues or expenses of the Company and we reported our business as one operating segment.

The retail segment includes the results from our four retail merchandising brands: Men's Wearhouse, Men's Wearhouse and Tux, K&G and Moores. These four brands are operating segments that have been aggregated into the retail reportable segment based on their similar economic characteristics, products, production processes, target customers and distribution methods. MW Cleaners is also aggregated in the retail segment as these operations have not had a significant effect on the revenues or expenses of the Company. Specialty apparel merchandise offered by our four retail merchandising concepts includes suits, suit separates, sport coats, pants, shoes, shirts, sportswear, outerwear and accessories for men. Ladies' career apparel, sportswear and accessories, including shoes, are offered at most of our K&G stores and tuxedo rentals are offered at our Men's Wearhouse, Men's Wearhouse and Tux and Moores retail stores.

The corporate apparel segment includes the results from our corporate apparel and uniform operations conducted by Twin Hill in the United States and, beginning in the third quarter of fiscal 2010, Dimensions and Alexandra in the UK. The two corporate apparel and uniform concepts are operating segments that have been aggregated into the reportable corporate apparel segment based on their similar economic characteristics, products, production processes, target customers and distribution methods. The corporate apparel segment provides corporate clothing uniforms and workwear to workforces.

The accounting policies for each of our operating segments are the same as those described in Note 1.

Operating income is the primary measure of profit we use to make decisions on allocating resources to our operating segments and to assess the operating performance of each operating segment. It is defined as income before interest expense, interest income, income taxes and noncontrolling interest. Corporate expenses are allocated to the retail segment.

Net sales by brand and reportable segment are as follows (in thousands):

	For the Three Months Ended		For the Nine Months Ended	
Net sales:	**October 29, 2011**	**October 30, 2010**	**October 29, 2011**	**October 30, 2010**
MW (1)	$ 368,523	$ 349,092	$ 1,130,219	$ 1,034,786
K&G	80,159	78,024	279,436	263,862
Moores	68,985	61,489	202,492	180,435
MW Cleaners	6,125	5,964	18,390	17,631
Total retail segment	523,792	494,569	1,630,537	1,496,714
Twin Hill	6,865	4,891	18,847	13,201
Dimensions and Alexandra (UK)	53,945	50,643	171,131	50,643
Total corporate apparel segment	60,810	55,534	189,978	63,844
Total net sales	$ 584,602	$ 550,103	$ 1,820,515	$ 1,560,558

(1) MW includes Men's Wearhouse and Men's Wearhouse and Tux stores.

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The following table sets forth supplemental products and services sales information for the Company (in thousands):

	For the Three Months Ended		For the Nine Months Ended	
Net sales:	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Men's tailored clothing product	$ 208,955	$ 194,765	$ 662,691	$ 586,049
Men's non-tailored clothing product	151,052	138,151	467,742	429,058
Ladies clothing product	17,300	17,334	58,924	57,432
Total retail clothing product	377,307	350,250	1,189,357	1,072,539
Tuxedo rental services	112,005	111,297	333,413	325,913
Alteration services	28,355	27,058	89,377	80,631
Retail dry cleaning services	6,125	5,964	18,390	17,631
Total alteration and other services	34,480	33,022	107,767	98,262
Corporate apparel clothing product	60,810	55,534	189,978	63,844
Total net sales	$ 584,602	$ 550,103	$ 1,820,515	$ 1,560,558

Operating income (loss) by reportable segment and the reconciliation to earnings before income taxes is as follows (in thousands):

	For the Three Months Ended		For the Nine Months Ended	
Operating income (loss):	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Retail	$ 60,414	$ 35,148	$ 193,471	$ 130,508
Corporate apparel	(392)	(737)	(794)	(5,640)
Operating income	60,022	34,411	192,677	124,868
Interest income	112	83	270	163
Interest expense	(396)	(357)	(1,051)	(937)
Earnings before income taxes	$ 59,738	$ 34,137	$ 191,896	$ 124,094

Total assets by reportable segment are as follows (in thousands):

Segment assets:	October 29, 2011	October 30, 2010	January 29, 2011
Retail	$1,198,926	$1,172,732	$1,081,169
Corporate apparel	245,884	232,649	239,149
Total assets	$1,444,810	$1,405,381	$1,320,318

14. Ceased Operations

Ceased Tuxedo Rental Distribution Operations

In late August 2010, a decision was made by management to cease tuxedo rental distribution operations at four of the then ten U.S. facilities that we had used for that purpose. The tuxedo rental distribution operations at these four facilities ceased in November 2010 and were assumed by the remaining U.S. tuxedo distribution facilities, which allows us to perform tuxedo rental distribution requirements more cost effectively. Three of the facilities were converted to hub locations that redistribute tuxedo rental units and retail apparel merchandise to our Men's Wearhouse, Men's Wearhouse and Tux and K&G stores within limited geographic areas.

In fiscal 2010, we recognized retail segment pre-tax costs of $3.1 million for the ceased tuxedo rental distribution operations at these four facilities, including $0.9 million for severance payments, $0.7 million for facility remediation costs and $1.5 million for the write-off of fixed assets. As of October 30, 2010, we had recognized retail segment pre-tax cost of $2.0 million of the total $3.1 million recorded in fiscal 2010 for the ceased tuxedo rental distribution operations. For the three and nine months ended October 29, 2011, we recognized retail segment pre-tax costs of $0.2 million and $0.8 million, respectively, related to the ceased tuxedo rental distribution operations primarily for the write-off of fixed assets and facility remediation costs. These charges are included in "Selling, general and administrative expenses" in our condensed consolidated statement of earnings. Net cash payments of $0.3 million related to the ceased tuxedo rental distribution operations were paid in the nine months ended October 29, 2011. No amounts are included in accrued expenses and other current liabilities at October 29, 2011. We expect to incur additional charges of approximately $20 thousand in connection with the ceased tuxedo rental distribution operations at these four facilities in the fourth quarter of fiscal 2011 for facility remediation costs.

The following table details information related to the accrued balance recorded during the three months ended October 29, 2011 related to the ceased tuxedo rental distribution operations (in thousands):

Accrued costs at July 30, 2011	$ —
Cost incurred	158
Net cash payments	(88)
Non-cash charges	(70)
Accrued costs at October 29, 2011	$ —

The following table details information related to the accrued balance recorded during the nine months ended October 29, 2011 related to the ceased tuxedo rental distribution operations (in thousands):

Accrued costs at January 29, 2011	$ 123
Cost incurred	765
Net cash payments	(313)
Non-cash charges	(575)
Accrued costs at October 29, 2011	$ —

15. Legal Matters

We are involved in various routine legal proceedings, including ongoing litigation, incidental to the conduct of our business. Management does not believe that any of these matters will have a material adverse effect on our financial position, results of operations or cash flows.

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 our Annual Report on Form 10-K for the year ended January 29, 2011. References herein to years are to our 52-week or 53-week fiscal year which ends on the Saturday nearest January 31 in the following calendar year. For example, references to "2011" mean the 52-week fiscal year ending January 28, 2012.

The Men's Wearhouse, Inc. is a specialty apparel retailer offering suits, suit separates, sport coats, pants, shoes, shirts, sportswear, outerwear and accessories for men and tuxedo rentals. We offer our products and services through multiple channels including The Men's Wearhouse, Men's Wearhouse and Tux, K&G, Moores Clothing for Men and on the internet at www.menswearhouse.com and www.kgstores.com. Our stores are located throughout the United States and Canada and carry a wide selection of brand name and private label merchandise. In addition, we offer our customers a variety of services, including alterations and our loyalty program, and most of our K&G stores offer ladies' career apparel, sportswear and accessories, including shoes, and children's apparel.

We also conduct corporate apparel and uniform operations through Twin Hill in the United States and Dimensions and Alexandra in the United Kingdom and, in the Houston, Texas area, conduct retail dry cleaning and laundry operations through MW Cleaners.

On August 6, 2010, we acquired Dimensions Clothing Limited ("Dimensions") and certain assets of Alexandra plc ("Alexandra"), two leading providers of corporate clothing uniforms and workwear in the United Kingdom, to expand our corporate apparel operations. These operations offer their products through multiple channels including managed corporate accounts, catalogs and on the internet at www.dimensions.co.uk and www.alexandra.co.uk. The results of operations for Dimensions and Alexandra have been included in the condensed consolidated financial statements since that date. The combined businesses are organized under a UK-based holding company, of which we control 86% and certain previous shareholders of Dimensions control 14%. We have the right to acquire the remaining outstanding shares of the UK-based holding company in the future on the terms set forth in the Investment, Shareholders' and Stock Purchase Agreement. The acquisition-date cash consideration transferred for the Dimensions and Alexandra acquisitions was $79.8 million and $18.0 million, respectively, totaling $97.8 million (£61 million), and was funded through the Company's cash on hand. Refer to Note 2 of Notes to Condensed Consolidated Financial Statements for further details regarding the acquisitions.

As a result of these acquisitions, in the third quarter of fiscal 2010, we revised our segment reporting to reflect two reportable segments, retail and corporate apparel, based on the way we manage, evaluate and internally report our business activities. Prior to these acquisitions our corporate apparel business did not have a significant effect on the revenues or expenses of the Company and we reported our business as one operating segment.

The retail segment includes the results from our four retail merchandising brands: Men's Wearhouse, Men's Wearhouse and Tux, K&G and Moores. MW Cleaners is also aggregated in the retail segment as these operations have not had a significant effect on the revenues or expenses of the Company.

The corporate apparel segment includes the results from our corporate apparel and uniform operations conducted by Twin Hill in the United States and, beginning in the third quarter of fiscal 2010, by Dimensions and Alexandra in the United Kingdom. Refer to Note 13 of Notes to Condensed Consolidated Financial Statements for additional information and disclosures regarding our reportable segments and the discussion included in "Results of Operations" below.

Overview

We had revenues of $584.6 million and net earnings attributable to common shareholders of $39.9 million for the quarter ended October 29, 2011, compared to revenues of $550.1 million and net earnings attributable to common shareholders of $25.3 million for the quarter ended October 30, 2010. We had revenues of $1,820.5 million and net earnings attributable to common shareholders of $124.4 million for the nine months ended October 29, 2011, compared to revenues of $1,560.6 million and net earnings attributable to common shareholders of $81.8 million for the nine months ended October 30, 2010. We increased our revenues by $34.5 million or 6.3% and our gross margin by $33.2 million or 14.1% for the third quarter of 2011 as compared to the same prior year period. We increased our revenues by $260.0 million or 16.7% and our gross margin by $127.8 million or 18.4% for the first nine months of 2011 as compared to the same prior year period. Our UK-based acquisitions acquired on August 6, 2010 contributed $3.3 million of the increased revenues and $3.4 million of the increased gross margin for the quarter ended October 29, 2011 and $120.5 million of the increased revenues and $34.9 million of the increased gross margin for the nine months ended October 29, 2011.

The following table presents information with respect to retail apparel stores in operation during each of the respective fiscal periods:

	For the Three Months Ended		For the Nine Months Ended		For the Year Ended
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010	January 29, 2011
Stores open at beginning of period:	1,178	1,239	1,192	1,259	1,259
Opened	8	5	15	9	10
Closed	(11)	(31)	(32)	(55)	(77)
Stores open at end of period	1,175	1,213	1,175	1,213	1,192
Stores open at end of period:					
Men's Wearhouse	597	586	597	586	585
Men's Wearhouse & Tux	361	408	361	408	388
K&G	100	102	100	102	102
Moores	117	117	117	117	117
	1,175	1,213	1,175	1,213	1,192

During the first nine months of 2011, we closed 32 stores (three Men's Wearhouse stores, two K&G stores and 27 Men's Wearhouse & Tux stores), of which 18 had reached the end of their lease terms, and opened 15 Men's Wearhouse stores. Although we experienced improvement in both sales and profitability during the third quarter and first nine months of 2011, as compared to the prior year periods, we expect general economic conditions to remain difficult in 2011 as high unemployment levels and overall economic conditions could negatively impact consumer confidence and the level of consumer discretionary spending.

Our sales and net earnings are subject to seasonal fluctuations. A greater portion of our net retail clothing sales have been generated during the fourth quarter of each year when holiday season shopping peaks. In addition, our tuxedo rental revenues are heavily concentrated in the second quarter while the fourth quarter is considered the seasonal low point. With respect to corporate apparel sales and operating results, seasonal fluctuations are not significant but customer decisions to rebrand or revise their corporate wear programs can cause significant variations in period results. Because of the seasonality of our sales, results for any quarter are not necessarily indicative of the results that may be achieved for the full year.

Results of Operations

For the Three Months Ended October 29, 2011 compared to the Three Months Ended October 30, 2010

The following table sets forth the Company's results of operations expressed as a percentage of net sales for the periods indicated:

	For the Three Months Ended (1)	
	October 29, 2011	October 30, 2010
Net sales:		
Retail clothing product	64.5%	63.7%
Tuxedo rental services	19.2	20.2
Alteration and other services	5.9	6.0
Total retail sales	89.6	89.9
Corporate apparel clothing product sales	10.4	10.1
Total net sales	100.0%	100.0%
Cost of sales (2):		
Retail clothing product	42.8	46.6
Tuxedo rental services	14.1	15.7
Alteration and other services	77.3	74.5
Occupancy costs	13.3	13.9
Total retail cost of sales	52.2	55.5
Corporate apparel clothing product cost of sales	70.6	73.5
Total cost of sales	54.1	57.3
Gross margin (2):		
Retail clothing product	57.2	53.4
Tuxedo rental services	85.9	84.3
Alteration and other services	22.7	25.5
Occupancy costs	(13.3)	(13.9)
Total retail gross margin	47.8	44.5
Corporate apparel clothing product gross margin	29.4	26.5
Total gross margin	45.9	42.7
Selling, general and administrative expenses	35.6	36.5
Operating income	10.3	6.3
Interest income	0.0	0.0
Interest expense	(0.1)	(0.1)
Earnings before income taxes	10.2	6.2
Provision for income taxes	3.4	1.6
Net earnings including noncontrolling interest	6.8	4.6
Net earnings attributable to noncontrolling interest	0.0	0.0
Net earnings attributable to common shareholders	6.8%	4.6%

(1) Percentage line items may not sum to totals due to the effect of rounding.

(2) Calculated as a percentage of related sales.

The Company's total net sales increased $34.5 million, or 6.3%, to $584.6 million for the quarter ended October 29, 2011 as compared to the same prior year quarter.

Total retail sales increased $29.2 million, or 5.9%, to $523.8 million due mainly to a $27.1 million increase in retail clothing product revenues, a $1.3 million increase in alteration services revenues and a $0.7 million increase in tuxedo rental services revenues. These increases are attributable to the following:

(in millions)	Amount Attributed to
$ 23.8	Increase in comparable sales.
3.9	Increase in e-commerce, alteration and other services sales.
2.1	Increase from net sales of stores opened in 2010, relocated stores and expanded stores not yet included in comparable sales.
3.5	Increase in net sales from 15 new stores opened in 2011.
(5.9)	Decrease in net sales resulting from closed stores.
1.8	Increase in net sales resulting from change in U.S./Canadian dollar exchange rate.
$ 29.2	Increase in total retail sales.

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) increased 5.5% at Men's Wearhouse/Men's Wearhouse and Tux, 8.6% at Moores and 1.6% at K&G, with the increases primarily due to increased retail clothing product sales. Increases at Men's Wearhouse/Men's Wearhouse and Tux and Moores were driven by increased units sold per transaction and increased average unit retails (net selling prices) that more than offset a decrease in the average number of transactions per store. The increase at K&G was driven by increased average unit retails that more than offset a decrease in the average number of transactions per store.

Total corporate apparel clothing product sales increased $5.3 million. UK corporate apparel sales increased $3.3 million due mainly to there being 13 weeks of UK operating results in the current year quarter compared to 12 weeks in the prior year quarter (due to the August 6, 2010 acquisition date) and increased Alexandra brand catalog and internet sales. U.S. corporate apparel sales increased $2.0 million due primarily to increased catalog sales.

The Company's gross margin was as follows:

	For the Three Months Ended	
	October 29, 2011	October 30, 2010
Gross margin (in thousands)	$ 268,169	$ 234,999
Gross margin as a percentage of related sales:		
Retail gross margin:		
Clothing product	57.2%	53.4%
Tuxedo rental services	85.9%	84.3%
Alteration and other services	22.7%	25.5%
Occupancy costs	(13.3)%	(13.9)%
Total retail gross margin	47.8%	44.5%
Corporate apparel clothing product gross margin	29.4%	26.5%
Total gross margin	45.9%	42.7%

Buying and distribution costs are included in determining our retail and corporate apparel clothing product gross margins. Our gross margin may not be comparable to other specialty retailers, as some companies exclude costs related to their distribution network from cost of goods sold while others, like us, include all or a portion of such costs in cost of goods sold and exclude them from selling, general and administrative expenses. Distribution costs are not included in determining our tuxedo rental services gross margin but are included in selling, general and administrative expenses.

In the retail segment, total gross margin as a percentage of related sales increased from 44.5% in the third quarter of 2010 to 47.8% in the third quarter of 2011. On an absolute dollar basis total retail segment gross margin increased $30.0 million or 13.6% from the same prior year quarter to $250.3 million in the third quarter of 2011. Retail clothing product gross margin increased from 53.4% in the third quarter of 2010 to 57.2% in the third quarter of 2011 due primarily to the increased average unit retails at all brands in the 2011 third quarter and lower K&G product cost charge-offs. The tuxedo rental services gross margin increased from 84.3% in the third quarter of 2010 to 85.9% in the third quarter of 2011 primarily due to a decrease in per unit rental costs in 2011. Alteration and other services gross margin decreased from 25.5% in the third quarter of 2010 to 22.7% in the third quarter of 2011 primarily due to increased payroll related costs associated with tailoring services supporting our promotional activities. Occupancy costs, which is relatively constant on a per store basis and includes store related rent, common area maintenance, utilities, repairs and maintenance, security, property taxes and depreciation, decreased from 13.9% in the third quarter of 2010 to 13.3% in the third quarter of 2011 primarily due to reduced depreciation following impairment charges taken in 2010 and 2011 and cost leverage from increased sales.

In the corporate apparel segment, total gross margin as a percentage of related sales increased from 26.5% in the third quarter of 2010 to 29.4% in the third quarter of 2011 due mainly to an improved mix of higher margin UK customers in the 2011 results, partially offset by higher Twin Hill product costs.

Selling, general and administrative expenses (“SG&A”) increased to $208.1 million in the third quarter of 2011 from $200.6 million in the third quarter of 2010, an increase of $7.6 million or 3.8%. As a percentage of total net sales, these expenses decreased from 36.5% in the third quarter of 2010 to 35.6% in the third quarter of 2011. The components of this 0.9% net decrease in SG&A expenses as a percentage of total net sales and the related absolute dollar changes were as follows:

%	Attributed to
(0.4)	Decrease in advertising expense as a percentage of sales from 3.6% in the third quarter of 2010 to 3.2% in the third quarter of 2011. On an absolute dollar basis, advertising expense decreased $1.1 million.
(0.1)	Decrease in store salaries as a percentage of sales from 12.9% in the third quarter of 2010 to 12.8% in the third quarter of 2011. Store salaries on an absolute dollar basis increased $3.5 million primarily due to increased commissions associated with increased sales and increased store sales support salaries.
(0.4)	Decrease in other SG&A expenses as a percentage of sales from 20.0% in the third quarter of 2010 to 19.6% in the third quarter of 2011. On an absolute dollar basis, other SG&A expenses increased $5.2 million primarily due to increased non-store payroll and payroll related costs and increased expenses associated with increased sales, offset by a decrease of $2.5 million in non-cash asset impairment charges taken in the 2011 third quarter compared to the 2010 third quarter and a decrease in costs incurred for ceased tuxedo rental distribution operations in the 2011 third quarter compared to the 2010 third quarter (refer to Note 14 in Notes to Condensed Consolidated Financial Statements).
(0.9)%	**Total**

In the retail segment, SG&A expenses as a percentage of related net sales decreased from 37.4% in the third quarter of 2010 to 36.2% in the third quarter of 2011. On an absolute dollar basis, retail segment SG&A expenses increased $4.8 million primarily due to increased stores salaries, non-store payroll and payroll related costs, and other expenses associated with increased sales, offset by a decrease of $2.5 million in non-cash asset impairment charges taken in the 2011 third quarter as compared to the 2010 third quarter, a decrease in costs incurred for ceased tuxedo rental distribution operations in the 2011 third quarter compared to the 2010 third quarter and a decrease in advertising expense.

In the corporate apparel segment, SG&A expenses as a percentage of related net sales increased from 27.8% in the third quarter of 2010 to 30.1% in the third quarter of 2011. On an absolute dollar basis, corporate apparel segment SG&A expenses increased $2.8 million primarily due to increased advertising expense, integration costs and recognition of a foreign exchange translation loss in the 2011 third quarter compared to a foreign exchange translation gain in the 2010 third quarter from our UK-based operations.

Corporate apparel segment operating loss of $0.4 million for the third quarter of 2011 includes $1.0 million in UK integration costs incurred during the quarter and $1.8 million of operating losses in the U.S.

Our effective income tax rate was 33.2% for the third quarter of 2011 and 25.7% for the third quarter of 2010. The effective tax rate for the third quarter of 2011 was lower than the statutory U.S. federal rate of 35% due to the favorable tax rate effects from lower foreign statutory tax rates imposed on our foreign operations and recognition of previously unrecognized tax benefits and related accrued interest from expirations of statutes of limitations, partially offset by the effect of state income taxes. The effective tax rate for the third quarter of 2010 was lower than the statutory U.S. federal rate due to the favorable tax rate effects from the release of valuation allowances previously established for potential utilization limitations on foreign tax credit carryforwards and recognition of previously unrecognized tax benefits and related accrued interest from expirations of statutes of limitations, offset partially by the effect of state income taxes.

These factors resulted in net earnings attributable to common shareholders of $39.9 million or 6.8% of net sales for the third quarter of 2011, compared with net earnings of $25.3 million or 4.6% of net sales for the third quarter of 2010.

For the Nine Months Ended October 29, 2011 compared to the Nine Months Ended October 30, 2010

The following table sets forth the Company's results of operations expressed as a percentage of net sales for the periods indicated:

	For the Nine Months Ended (1)	
	October 29, 2011	October 30, 2010
Net sales:		
Retail clothing product	65.3	68.7%
Tuxedo rental services	18.3	20.9
Alteration and other services	5.9	6.3
Total retail sales	89.6	95.9
Corporate apparel clothing product sales	10.4	4.1
Total net sales	100.0%	100.0%
Cost of sales (2):		
Retail clothing product	44.4	45.2
Tuxedo rental services	13.7	15.6
Alteration and other services	74.6	74.4
Occupancy costs	12.6	13.9
Total retail cost of sales	52.7	54.6
Corporate apparel clothing product cost of sales	72.3	73.5
Total cost of sales	54.7	55.4
Gross margin (2):		
Retail clothing product	55.6	54.8
Tuxedo rental services	86.3	84.4
Alteration and other services	25.4	25.6
Occupancy costs	(12.6)	(13.9)
Total retail gross margin	47.3	45.4
Corporate apparel clothing product gross margin	27.7	26.5
Total gross margin	45.3	44.6
Selling, general and administrative expenses	34.7	36.6
Operating income	10.6	8.0
Interest income	0.0	0.0
Interest expense	(0.1)	(0.1)
Earnings before income taxes	10.5	8.0
Provision for income taxes	3.7	2.7
Net earnings including noncontrolling interest	6.8	5.2
Net (earnings) loss attributable to noncontrolling interest	0.0	0.0
Net earnings attributable to common shareholders	6.8%	5.2%

(1) Percentage line items may not sum to totals due to the effect of rounding.

(2) Calculated as a percentage of related sales.

The Company's total net sales increased $260.0 million, or 16.7%, to $1,820.5 million for the nine months ended October 29, 2011 as compared to the same prior year period.

Total retail sales increased $133.8 million, or 8.9%, to $1,630.5 million due mainly to a $116.8 million increase in retail clothing product revenues, an $8.7 million increase in alteration services revenues and a $7.5 million increase in tuxedo rental services revenues. These increases are attributable to the following:

(in millions)	Amount Attributed to
$ 110.1	Increase in comparable sales.
18.4	Increase in e-commerce, alteration and other services sales.
13.0	Increase from net sales of stores opened in 2010, relocated stores and expanded stores not yet included in comparable sales.
5.2	Increase in net sales from 15 new stores opened in 2011.
(22.5)	Decrease in net sales resulting from closed stores.
9.6	Increase in net sales resulting from change in U.S./Canadian dollar exchange rate.
$ 133.8	Increase in total retail sales.

Comparable store sales increased 9.0% at Men's Wearhouse/Men's Wearhouse and Tux, 6.2% at Moores and 5.7% at K&G with the increases primarily due to increased retail clothing product sales. Increases at Men's Wearhouse/Men's Wearhouse and Tux and Moores were driven by increased units sold per transaction that more than offset a decrease in average unit retails and a decrease in the average number of transactions per store. Increases at K&G were driven by increased average unit retails and units sold per transaction. Tuxedo rental service revenues increased due mainly to higher average rental rates in the U.S.

Total corporate apparel clothing product sales increased $126.1 million due mainly to a $120.5 million increase in sales from the UK corporate apparel operations acquired on August 6, 2010.

The Company's gross margin was as follows:

	For the Nine Months Ended	
	October 29, 2011	October 30, 2010
Gross margin (in thousands)	$ 824,047	$ 696,274
Gross margin as a percentage of related sales:		
Retail gross margin:		
Clothing product	55.6%	54.8%
Tuxedo rental services	86.3%	84.4%
Alteration and other services	25.4%	25.6%
Occupancy costs	(12.6)%	(13.9)%
Total retail gross margin	47.3%	45.4%
Corporate apparel clothing product gross margin	27.7%	26.5%
Total gross margin	45.3%	44.6%

Buying and distribution costs are included in determining our retail and corporate apparel clothing product gross margins. Our gross margin may not be comparable to other specialty retailers, as some companies exclude costs related to their distribution network from cost of goods sold while others, like us, include all or a portion of such costs in cost of goods sold and exclude them from selling, general and administrative expenses. Distribution costs are not included in determining our tuxedo rental services gross margin but are included in selling, general and administrative expenses.

In the retail segment, total gross margin as a percentage of related sales increased from 45.4% in the first nine months of 2010 to 47.3% in the first nine months of 2011. On an absolute dollar basis total retail segment gross margin increased $92.1 million or 13.6% from the same prior year period to $771.5 million in the first nine months of 2011. Retail clothing product gross margin increased from 54.8% in the first nine months of 2010 to 55.6% in the first nine months of 2011 due primarily to improved average unit retails at K&G and lower K&G product cost charge-offs in 2011. The tuxedo rental services gross margin increased from 84.4% in the first nine months of 2010 to 86.3% in the first nine months of 2011 primarily due to a decrease in per unit rental costs in 2011. Occupancy costs, which is relatively constant on a per store basis and includes store related rent, common area maintenance, utilities, repairs and maintenance, security, property taxes and depreciation, decreased from 13.9% in the first nine months of 2010 to 12.6% in the first nine months of 2011 primarily due to fewer open stores in 2011, reduced depreciation following impairment charges taken in 2010 and 2011 and cost leverage from increased sales.

In the corporate apparel segment, total gross margin as a percentage of related sales increased from 26.5% in the first nine months of 2010 to 27.7% in the first nine months of 2011 due to our UK corporate apparel operations acquired on August 6, 2010.

Selling, general and administrative expenses increased to $631.4 million in the first nine months of 2011 from $571.4 million in the first nine months of 2010, an increase of $60.0 million or 10.5%. As a percentage of total net sales, these expenses decreased from 36.6% in the first nine months of 2010 to 34.7% in the first nine months of 2011. The components of this 1.9% net decrease in SG&A expenses as a percentage of total net sales and the related absolute dollar changes were as follows:

%	Attributed to
(0.9)	Decrease in advertising expense as a percentage of sales from 4.1% in the first nine months of 2010 to 3.2% in the first nine months of 2011. On an absolute dollar basis, advertising expense decreased $6.1 million.
(1.3)	Decrease in store salaries as a percentage of sales from 13.7% in the first nine months of 2010 to 12.4% in the first nine months of 2011. Store salaries on an absolute dollar basis increased $12.9 million primarily due to increased commissions associated with increased sales and increased store sales support salaries.
0.3	Increase in other SG&A expenses as a percentage of sales from 18.8% in the first nine months of 2010 to 19.1% in the first nine months of 2011. On an absolute dollar basis, other SG&A expenses increased $53.2 million primarily due to our UK corporate apparel operations acquired on August 6, 2010, increased non-store payroll and payroll related costs and increased expenses associated with increased sales, offset by a decrease of $1.6 million in non-cash asset impairment charges taken and a decrease in costs incurred for ceased tuxedo rental distribution operations in 2011 compared to 2010 (refer to Note 14 in Notes to Condensed Consolidated Financial Statements).
(1.9)%	**Total**

In the retail segment, SG&A expenses as a percentage of related net sales decreased from 36.7% in the first nine months of 2010 to 35.5% in the first nine months of 2011. On an absolute dollar basis, retail segment SG&A expenses increased $29.2 million primarily due to increased stores salaries, non-store payroll and payroll related costs and other expenses associated with increased sales, offset by a decrease of $1.6 million in non-cash asset impairment charges taken and a decrease in costs incurred for ceased tuxedo rental distribution operations in 2011 compared to 2010 and a decrease in advertising expense.

In the corporate apparel segment, SG&A expenses as a percentage of related net sales decreased from 35.3% in the first nine months of 2010 to 28.1% in the first nine months of 2011. On an absolute dollar basis, corporate apparel segment SG&A expenses increased $30.8 million primarily due to an increase in 2011 expenses of $29.7 million associated with our UK corporate apparel operations acquired on August 6, 2010.

Corporate apparel segment operating loss of $0.8 million for the first nine months of 2011 includes $2.5 million in integration costs incurred during the period and $4.1 million of operating losses in the U.S.

Our effective income tax rate was 35.2% for the first nine months of 2011 and 34.0% for the first nine months of 2010. The effective tax rate for the first nine months of 2011 was higher than the statutory U.S. federal rate of 35% due mainly to state income taxes, partially offset by the favorable tax rate effects from lower foreign statutory tax rates imposed on our foreign operations and recognition of previously unrecognized tax benefits and related accrued interest from expirations of statutes of limitations. The effective tax rate for the first nine months of 2010 was lower than the statutory U.S. federal rate due to the favorable tax rate effects from the release of valuation allowance previously established for potential utilization limitations on foreign tax credit carryforwards, the conclusion of certain income tax audits, and recognition of previously unrecognized tax benefits and related accrued interest from expirations of statutes of limitations, offset partially by the effect of state income taxes.

These factors resulted in net earnings attributable to common shareholders of $124.4 million or 6.8% of net sales for the first nine months of 2011, compared with net earnings of $81.8 million or 5.2% of net sales for the first nine months of 2010.

Liquidity and Capital Resources

At October 29, 2011, January 29, 2011 and October 30, 2010, cash and cash equivalents totaled $138.5 million, $136.4 million and $197.8 million, respectively. We had working capital of $557.8 million, $497.4 million and $501.6 million at October 29, 2011, January 29, 2011 and October 30, 2010, respectively. Our primary sources of working capital are cash flows from operations and borrowings under our Credit Agreement. The $60.4 million increase in working capital at October 29, 2011 compared to January 29, 2011 resulted mainly from net earnings adjusted for non-cash charges and increased inventories, which more than offset the increases in accounts payable and accrued expenses and other current liabilities and the purchases of treasury stock made during the first nine months of 2011.

On August 6, 2010, we acquired Dimensions and certain assets of Alexandra, two leading providers of corporate clothing uniforms and workwear in the United Kingdom, to expand our corporate apparel operations. The operating results of Dimensions and Alexandra have been included in the condensed consolidated financial statements since that date. The combined businesses are organized under a UK-based holding company, of which the Company controls 86% and certain previous shareholders of Dimensions control 14%. The Company has the right to acquire the remaining outstanding shares of the UK-based holding company in the future on the terms set forth in the Investment, Shareholders' and Stock Purchase Agreement. The acquisition-date cash consideration transferred for the Dimensions and Alexandra acquisitions was $79.8 million and $18.0 million, respectively, totaling $97.8 million (£61 million), and was funded through the Company's cash on hand.

Credit Facilities

On January 26, 2011, we entered into a Second Amended and Restated Credit Agreement (the "Credit Agreement") with a group of banks to amend and restate our then existing credit facility, which provided the Company with a revolving credit facility, scheduled to mature on February 11, 2012, as well as a term loan to our Canadian subsidiaries, which was scheduled to mature on February 10, 2011. The term loan outstanding balance of US$46.7 million was paid in full during the fourth quarter of fiscal 2010.

The Credit Agreement provides for a total senior revolving credit facility of $200.0 million, with increases to $300.0 million upon additional lender commitments, that matures on January 26, 2016. The Credit Agreement is secured by the stock of certain of our subsidiaries. The Credit Agreement has several borrowing and interest rate options including the following indices: (i) adjusted LIBO rate, (ii) adjusted EURIBO rate, (iii) CDO rate, (iv) Canadian prime rate or (v) an alternate base rate (equal to the greater of the prime rate, the federal funds rate plus 0.5% or the adjusted LIBO rate for a one month period plus 1.0%). Advances under the Credit Agreement bear interest at a rate per annum using the applicable indices plus a varying interest rate margin up to 2.75%. The Credit Agreement also provides for fees applicable to amounts available to be drawn under outstanding letters of credit which range from 2.00% to 2.75%, and a fee on unused commitments which ranges from 0.35% to 0.50%. As of October 29, 2011, there were no borrowings outstanding under the Credit Agreement.

The Credit Agreement contains certain restrictive and financial covenants, including the requirement to maintain certain financial ratios. The restrictive provisions in the Credit Agreement reflect an overall covenant structure that is generally representative of a commercial loan made to an investment-grade company. Our debt, however, is not rated and we have not sought, and are not seeking, a rating of our debt. We were in compliance with the covenants in the Credit Agreement as of October 29, 2011.

We utilize letters of credit primarily to secure inventory purchases and as collateral for workers compensation claims. At October 29, 2011, letters of credit totaling approximately $29.0 million were issued and outstanding. Borrowings available under our Credit Agreement at October 29, 2011 were $171.0 million.

Cash flow activities

Operating activities — Our primary source of operating cash flow is from sales to our customers. Our primary uses of cash include clothing product inventory and tuxedo rental product purchases, personnel related expenses, occupancy costs, advertising costs and income tax payments. Our operating activities provided net cash of $147.5 million in the first nine months of 2011, due mainly to net earnings, adjusted for non-cash charges, increases in income taxes payable, accounts payable, accrued expenses and other current liabilities and a decrease in other assets, offset by increases in inventories and tuxedo rental product. During the first nine months of 2010, our operating activities provided net cash of $165.9 million, due mainly to net earnings, adjusted for non-cash charges, and an increase in accounts payable, accrued expenses and other current liabilities, offset by increases in accounts receivable, inventories, tuxedo rental product and a decrease in income taxes payable. The increase in accounts receivable during the first nine months of 2010 was due primarily to a build of customer balances at our UK operations acquired in the third quarter of fiscal 2010. The increase in inventories during the first nine months of 2011 was primarily due to increased retail sales, planned promotions in the 2011 fourth quarter and replenishment of comparatively oversold levels at the end of the prior year following the third quarter 2010 introduction of a more aggressive promotional cadence. Inventories also increased in the first nine months of 2010 but the increase was less than the current year due to lower inventory purchases as a result of decreased clothing sales in 2009 and our continued efforts in 2010 to align our inventory purchases with sales expectations. Tuxedo rental product increased in each of the periods to support the continued growth of our tuxedo rental business and to replenish retired rental product. The increases in accounts payable, accrued expenses and other current liabilities in the first nine months of 2011 and 2010 were primarily due to the timing of vendor payments. The decrease in other assets and the increase in income taxes payable in the first nine months of 2011 and the decrease in income taxes payable in the first nine months of 2010 were due to the timing and amounts of required tax payments.

Investing activities — Our cash outflows from investing activities are primarily for capital expenditures and, in 2010, acquisitions of businesses. During the first nine months of 2011 our investing activities used net cash of $66.9 million, primarily for capital expenditures of $67.0 million. During the first nine months of 2010 our investing activities used net cash of $141.5 million, due primarily to our acquisitions of Dimensions and Alexandra on August 6, 2010 for US$97.8 million and capital expenditures of $43.8 million. Our capital expenditures relate to costs incurred for stores opened, remodeled or relocated during the period or under construction at the end of the period, office and distribution facility additions and infrastructure technology investments.

Financing activities — Our cash outflows from financing activities consist primarily of cash dividend payments and purchases of treasury shares, while cash inflows from financing activities consist primarily of proceeds from the issuance of common stock. During the first nine months of 2011, our financing activities used net cash of $78.2 million due mainly to the purchase of treasury shares of $64.0 million and cash dividends paid of $18.9 million, offset by $6.0 million proceeds from the issuance of common stock. Our financing activities used net cash of $13.8 million for the first nine months of 2010, due mainly to cash dividends paid of $14.3 million, offset by $2.5 million proceeds from the issuance of common stock.

Share repurchase program — In January 2006, the Board of Directors authorized a $100.0 million share repurchase program of our common stock. This authorization superceded any remaining previous authorizations. In August 2007, the Company's Board of Directors approved a replenishment of the Company's share repurchase program to $100.0 million by authorizing $90.3 million to be added to the remaining $9.7 million of the then current program. In January 2011, the Board of Directors approved a $150.0 million share repurchase program of our common stock, which amends and increases the Company's existing share repurchase authorization. This authorization superceded any remaining previous authorizations.

No shares were repurchased under the August 2007 authorization during the first nine months of fiscal 2010. During the first nine months of fiscal 2011, 2,322,340 shares at a cost of $63.8 million were repurchased at an average price per share of $27.47 under the January 2011 authorization. At October 29, 2011, the remaining balance available under the January 2011 authorization was $86.2 million.

During the nine months ended October 29, 2011, 7,132 shares at a cost of $0.2 million were repurchased at an average price per share of $27.77 in a private transaction to satisfy tax withholding obligations arising upon the vesting of certain restricted stock. During the nine months ended October 30, 2010, 7,134 shares at a cost of $0.1 million were repurchased at an average price per share of $20.24 in a private transaction to satisfy tax withholding obligations arising upon the vesting of certain restricted stock.

The following table summarizes our treasury stock repurchases (in thousands, except share data and average price per share):

	For the Nine Months Ended	
	October 29, 2011	October 30, 2010
Shares repurchased	2,329,472	7,134
Total cost	$ 63,988	$ 144
Average price per share	$ 27.47	$ 20.24

Dividends — Cash dividends paid were approximately $18.9 million and $14.3 million for the nine months ended October 29, 2011 and October 30, 2010, respectively.

In September 2011, our Board of Directors declared a quarterly cash dividend of $0.12 per share payable on December 23, 2011 to shareholders of record at close of business on December 13, 2011. The dividend payout is estimated to be approximately $6.2 million and is included in accrued expenses and other current liabilities on the condensed consolidated balance sheet as of October 29, 2011.

Future cash flow

Our primary uses of cash are to finance working capital requirements of our operations. In addition, we will use cash to fund capital expenditures, income tax and dividend payments, operating leases and various other commitments and obligations, as they arise.

Current domestic and global economic conditions, including high unemployment levels, reduced public sector spending and availability of credit markets, could negatively affect our future operating results as well as our existing cash and cash equivalents balances. In addition, conditions in the financial markets could limit our access to additional capital resources, if needed, and could increase associated costs. We believe based on our current business plan that our existing cash and cash flows from operations will be sufficient to fund our planned store openings, relocations and remodelings, other capital expenditures and operating cash requirements, including integration costs and other requirements related to our August 6, 2010 UK-based acquisitions, and that we will be able to maintain compliance with the covenants in our Credit Agreement for at least the next 12 months. Borrowings available under our Credit Agreement were $171.0 million as of October 29, 2011.

We are exposed to market risk associated with foreign currency exchange rate fluctuations as a result of our direct sourcing programs and our operations in foreign countries. In connection with our direct sourcing programs, we may enter into merchandise purchase commitments that are denominated in a currency different from the functional currency of the operating entity. Our risk management policy is to hedge a significant portion of forecasted merchandise purchases for our direct sourcing programs that bear foreign exchange risk using foreign exchange forward contracts. As these foreign exchange forward contracts are with three financial institutions, we are 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.

Critical Accounting Policies and Estimates

The preparation of our condensed consolidated financial statements requires the appropriate application of accounting policies in accordance with generally accepted accounting principles. In many instances, this also requires management to make estimates and assumptions about future events that affect the amounts and disclosures included in our financial statements. We base our estimates on historical experience and various assumptions that we believe are reasonable under our current business model. However, because future events and conditions and their effects cannot be determined with certainty, actual results will differ from our estimates and such differences could be material to our financial statements. There have been no significant changes to our critical accounting policies and estimates as discussed in our Annual Report on Form 10-K for the fiscal year ended January 29, 2011.

ITEM 3 — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to our operations result primarily from changes in foreign currency exchange rates and changes in interest rates. There have been no material changes to our market risks as disclosed in our Annual Report on Form 10-K for the year ended January 29, 2011. Refer to Notes 11 and 12 of Notes to Condensed Consolidated Financial Statements for disclosures on our investments and derivative financial instruments and Note 4 of Notes to Condensed Consolidated Financial Statements for disclosures regarding our Credit Agreement.

ITEM 4 — CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's principal executive officer ("CEO") and principal financial officer ("CFO"), evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on this evaluation, the CEO and CFO have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective to ensure that information that is required to be disclosed by the Company in the reports it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Controls over Financial Reporting

Other than the events discussed under the Dimensions and Alexandra acquisitions below, there were no changes in the Company's internal control over financial reporting that occurred during the fiscal quarter ended October 29, 2011 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Dimensions and Alexandra Acquisitions

On August 6, 2010, we acquired Dimensions and Alexandra, two leading providers of corporate clothing uniforms and workwear in the United Kingdom. For additional information regarding the acquisitions, refer to Note 2 of Notes to Condensed Consolidated Financial Statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Item 2 in this Quarterly Report.

On June 22, 2004, the Office of the Chief Accountant of the SEC issued guidance regarding the reporting of internal control over financial reporting in connection with a major acquisition. On October 6, 2004, the SEC revised its guidance to include expectations of quarterly reporting updates of new internal control and the status of the control regarding any exempted businesses. This guidance was reiterated in September 2007 to affirm that management may omit an assessment of an acquired business's internal control over financial reporting from its assessment of internal control over financial reporting for a period not to exceed one year.

We excluded the operations acquired in the Dimensions and Alexandra acquisitions from the scope of our Sarbanes-Oxley Section 404 report on internal controls over financial reporting for the year ended January 29, 2011. We are in the process of implementing our internal control structure over the acquired operations and expect that this effort will be completed in fiscal 2011.

PART II. OTHER INFORMATION

ITEM 1 — LEGAL PROCEEDINGS

We are involved in various routine legal proceedings, including ongoing litigation, incidental to the conduct of our business. Management does not believe that any of these matters will have a material adverse effect on our financial position, results of operations or cash flows.

ITEM 1A — RISK FACTORS

There have been no material changes in our risk factors from those disclosed in Item 1A contained in Part I of our Annual Report on Form 10-K for the fiscal year ended January 29, 2011.

ITEM 2 — UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) The following table presents information with respect to purchases of common stock of the Company made during the quarter ended October 29, 2011 as defined by Rule 10b-18(a)(3) under the Exchange Act:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (In thousands) (1)
July 31, 2011 through August 27, 2011	500,000	$ 29.98	500,000	$ 86,210
August 28, 2011 through September 1, 2011	—	$ —	—	$ 86,210
September 2, 2011 through October 29, 2011	—	$ —	—	$ 86,210
Total	500,000	$ 29.98	500,000	$ 86,210

(1) Refer to Note 8 of Notes to Condensed Consolidated Financial Statements for information regarding our share repurchase program.

ITEM 6 — EXHIBITS

(a) Exhibits.

Exhibit Number		Exhibit Index
31.1	—	Certification of Periodic Report Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Chief Executive Officer (filed herewith).
31.2	—	Certification of Periodic Report Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Chief Financial Officer (filed herewith).
32.1	—	Certification of Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Chief Executive Officer (filed herewith).
32.2	—	Certification of Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Chief Financial Officer (filed herewith).
101.1	—	The following financial information from The Men's Wearhouse, Inc.'s Quarterly Report on Form 10-Q for the three and nine months ended October 29, 2011, formatted in XBRL (Extensible Business Reporting Language) and furnished electronically herewith: (i) the Condensed Consolidated Balance Sheets; (ii) the Condensed Consolidated Statements of Earnings; (iii) the Condensed Consolidated Statements of Other Comprehensive Income; (iv) the Condensed Consolidated Statements of Cash Flows; and (v) the Notes to Condensed Consolidated Financial Statements, tagged as blocks of text.

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 8, 2011

THE MEN'S WEARHOUSE, INC.

By /s/ NEILL P. DAVIS

Neill P. Davis
Executive Vice President,
Chief Financial Officer,
Treasurer and Principal Financial Officer

EXHIBIT INDEX

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Exhibit 31.1

Certifications

I, Douglas S. Ewert, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Men's Wearhouse, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15 (e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: December 8, 2011

By /s/ DOUGLAS S. EWERT
Douglas S. Ewert
President and Chief Executive Officer

Exhibit 31.2

Certifications

I, Neill P. Davis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Men's Wearhouse, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15 (e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: December 8, 2011

By /s/ NEILL P. DAVIS
Neill P. Davis
Executive Vice President, Chief Financial Officer,
Treasurer and Principal Financial Officer

Exhibit 32.1

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002

Not Filed Pursuant to the Securities Exchange Act of 1934

In connection with the Quarterly Report of The Men's Wearhouse, Inc. (the "Company") on Form 10-Q for the period ending October 29, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Douglas S. Ewert, Chief Executive Officer of the Company, certify, pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirement of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 8, 2011

By /s/ DOUGLAS S. EWERT
Douglas S. Ewert
President and Chief Executive Officer

Exhibit 32.2

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002

Not Filed Pursuant to the Securities Exchange Act of 1934

In connection with the Quarterly Report of The Men's Wearhouse, Inc. (the "Company") on Form 10-Q for the period ending October 29, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Neill P. Davis, Chief Financial Officer of the Company, certify, pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirement of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 8, 2011

By /s/ NEILL P. DAVIS
Neill P. Davis
Executive Vice President, Chief Financial Officer,
Treasurer and Principal Financial Officer