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

FORM 10-Q

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

For the quarterly period ended October 30, 1999 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 0-20036

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

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

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

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

The number of shares of common stock of the Registrant outstanding, par value $.01 per share, outstanding at December 10, 1999 was 40,761,704. In addition, there were 1,154,353 Exchangeable Shares outstanding at December 10, 1999.

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

The consolidated financial statements herein include the accounts of The Men's Wearhouse, Inc. and its subsidiaries ("the Company") and have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). As applicable under such regulations, certain information and footnote disclosures have been condensed or omitted. The Company believes that the presentation and disclosures herein are adequate to make the information not misleading, and the financial statements reflect all elimination entries and normal adjustments which are necessary for a fair statement of the results for the three and nine months ended October 31, 1998 and October 30, 1999.

The Company combined with Moores Retail Group Inc. ("Moores") on February 10, 1999 and with K&G Men's Center, Inc. ("K&G") on June 1, 1999 in transactions accounted for as poolings of interests. Both Moores and K&G are included in references to the Company. In accordance with the pooling of interest method of accounting permitted by Accounting Principles Board Opinion No. 16 "Business Combinations", all prior period consolidated financial statements presented have been restated to include the accounts of Moores and K&G. In addition, the combined financial results presented include reclassifications to conform the accounting policies of Moores and K&G to those of the Company.

Operating results for interim periods are not necessarily indicative of the results for full years. It is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements for the year ended January 30, 1999 and the related notes thereto included in the Company's 1998 Annual Report on Form 10-K filed with the SEC.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands)

<TABLE>
<CAPTION>

<S>	October 31, 1998 <C>	October 30, 1999 <C>	January 30, 1999 <C>
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	$ 13,795	$ 14,779	$ 31,012
Inventories	348,408	368,087	302,717
Other current assets	30,162	23,520	25,903
Total current assets	392,365	406,386	359,632
PROPERTY AND EQUIPMENT, NET	112,071	129,910	123,771
OTHER ASSETS	50,236	48,804	51,673
Total assets	$ 554,672	$ 585,100	$ 535,076
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable	$ 101,067	$ 95,967	$ 71,034
Accrued expenses	24,200	39,560	37,592
Revolver and current portion of long-term debt	13,908	2,549	11,212
Income taxes payable	1,858	1,417	9,170
Total current liabilities	141,033	139,493	129,008
LONG-TERM DEBT	77,627	57,272	44,870
OTHER LIABILITIES	7,668	9,200	9,743
COMMITMENTS AND CONTINGENCIES			
SHAREHOLDERS' EQUITY:			
Preferred stock	--	--	--
Common stock	392	397	393
Capital in excess of par	177,961	183,480	178,144
Retained earnings	151,348	196,708	174,146
Currency translation adjustment	(363)	(102)	(233)
	329,338	380,483	352,450
Less:			
Treasury stock, at cost	(994)	(1,348)	(995)
Total shareholders' equity	328,344	379,135	351,455

Total liabilities and shareholders' equity	$ 554,672	$ 585,100	$ 535,076

</TABLE>

See Notes to Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(In thousands, except per share data)

<TABLE>
<CAPTION>

	For the Three Months Ended		For the Nine Months Ended	
	October 31, 1998	October 30, 1999	October 31, 1998	October 30, 1999
<S>	<C>	<C>	<C>	<C>
Net sales	$ 234,273	$ 272,836	$ 690,683	$ 788,268
Cost of goods sold, including buying and occupancy costs	150,622	173,243	443,496	503,945
Gross margin	83,651	99,593	247,187	284,323
Selling, general and administrative expenses	66,047	76,755	193,155	220,065
Transaction costs	--	--	--	7,707
Duplicative store closing costs	--	--	--	6,070
Merger related litigation costs	--	--	--	930
Operating income	17,604	22,838	54,032	49,551
Interest expense, net	2,166	919	6,197	2,178
Earnings before income taxes	15,438	21,919	47,835	47,373
Provision for income taxes	6,610	8,947	20,492	21,899
Earnings before extraordinary item	8,828	12,972	27,343	25,474
Extraordinary item, net of tax	701	--	701	2,912
Net earnings	$ 8,127	$ 12,972	$ 26,642	$ 22,562
Net earnings per basic share:				
Earnings before extraordinary item	$ 0.22	$ 0.31	$ 0.68	$ 0.61
Extraordinary item	(0.02)	--	(0.02)	(0.07)
Net earnings	$ 0.20	$ 0.31	$ 0.66	$ 0.54
Net earnings per diluted share:				
Earnings before extraordinary item	$ 0.21	$ 0.31	$ 0.66	$ 0.60
Extraordinary item	(0.02)	--	(0.02)	(0.07)
Net earnings	$ 0.19	$ 0.31	$ 0.64	$ 0.53
Weighted average shares outstanding:				
Basic	41,057	41,848	40,399	41,841
Diluted	42,745	42,277	43,143	42,441

</TABLE>

See Notes to Consolidated Financial Statements.

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

<TABLE>
<CAPTION>

	For the Nine Months Ended	
	October 31, 1998	October 30, 1999
<S>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$ 26,642	$ 22,562
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Extraordinary item, net of tax	701	2,912
Depreciation and amortization	19,202	21,985

Stock option compensation expense	--	889
Loss on disposal of property and equipment	--	3,417
Increase in inventories	(93,094)	(64,496)
Increase in other assets	(181)	(1,685)
Increase in accounts payable and accrued expenses	22,155	30,199
Decrease in income taxes payable	(8,677)	(6,225)
Decrease in other liabilities	(331)	(768)
Net cash provided by (used in) operating activities	(33,583)	8,790
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(35,473)	(28,918)
Investment in trademark, tradenames and other intangibles	(6,436)	(356)
Sale of marketable securities	25,533	8,525
Purchase of marketable securities	(18,045)	(2,500)
Purchase of minority interests	--	(2,135)
Net cash used in investing activities	(34,421)	(25,384)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Bank borrowings	40,504	65,046
Principal payments on bank debt	(23,005)	(64,179)
Distribution to minority investors	(176)	--
Payment of deferred loan costs	(256)	(623)
Proceeds from issuance of common stock	3,041	1,671
Tax payments related to options exercised	(769)	(304)
Purchase of treasury stock	(926)	(1,273)
Net cash provided by financing activities	18,413	338
Effect of exchange rate changes on cash and cash equivalents	(182)	23
DECREASE IN CASH AND CASH EQUIVALENTS	(49,773)	(16,233)
CASH AND CASH EQUIVALENTS, beginning of period	63,568	31,012
CASH AND CASH EQUIVALENTS, end of period	$ 13,795	$ 14,779

</TABLE>

See Notes to Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES--

The Consolidated Financial Statements include the accounts of The Men's Wearhouse, Inc. and its subsidiaries (the "Company"). There have been no significant changes in the accounting policies of the Company during the periods presented. For a description of these policies, see Note 1 of Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended January 30, 1999.

2. EARNINGS PER SHARE--

Basic earnings per share ("EPS") is computed using the weighted average number of common shares outstanding during the period and net earnings. Diluted EPS gives effect to the potential dilution which would have occurred if additional shares were issued for stock options exercised under the treasury stock method and, in fiscal 1998, conversion of the convertible debt ("Notes"), with fiscal 1998 net earnings adjusted for interest expense associated with the Notes. The following table reconciles the earnings and shares used in the basic and diluted EPS computations (in thousands, except per share amounts):

<TABLE>
<CAPTION>

	FOR THE THREE MONTHS ENDED		FOR THE NINE MONTHS ENDED	
	OCTOBER 31, 1998	OCTOBER 30, 1999	OCTOBER 31, 1998	OCTOBER 30, 1999
<S>	<C>	<C>	<C>	<C>
Basic EPS				
Earnings before extraordinary item	$ 8,828	$ 12,972	$ 27,343	$ 25,474
Extraordinary item, net of tax	701	--	701	2,912
Net earnings	$ 8,127	$ 12,972	$ 26,642	$ 22,562
Weighted average number of common shares outstanding	41,057	41,848	40,399	41,841
Basic EPS:				
Earnings before extraordinary item	$ 0.22	$ 0.31	$ 0.68	$ 0.61
Extraordinary item, net of tax	(0.02)	--	(0.02)	(0.07)

Net earnings	$ 0.20	$ 0.31	$ 0.66	$ 0.54
Diluted EPS				
Earnings before extraordinary item	$ 8,828	$ 12,972	$ 27,343	$ 25,474
Interest on Notes, net of taxes	152	--	1,144	--
As adjusted earnings before extraordinary items	8,980	12,972	28,487	25,474
Extraordinary item, net of tax	701	--	701	2,912
As adjusted net earnings	$ 8,279	$ 12,972	$ 27,786	$ 22,562
Weighted average number of common shares outstanding	41,057	41,848	40,399	41,841
Assumed exercise of stock options	577	429	689	600
Assumed conversion of Notes	1,111	--	2,055	--
As adjusted shares	42,745	42,277	43,143	42,441
Diluted EPS:				
Earnings before extraordinary item	$ 0.21	$ 0.31	$ 0.66	$ 0.60
Extraordinary item, net of tax	(0.02)	--	(0.02)	(0.07)
Net earnings	$ 0.19	$ 0.31	$ 0.64	$ 0.53

</TABLE>

3. COMPREHENSIVE INCOME AND SUPPLEMENTAL CASH FLOWS--

The Company's comprehensive income, which encompasses net earnings and currency translation adjustments, is as follows (in thousands):

<TABLE>
<CAPTION>

	FOR THE THREE MONTHS ENDED		FOR THE NINE MONTHS ENDED	
	OCTOBER 31, 1998	OCTOBER 30, 1999	OCTOBER 31, 1998	OCTOBER 30, 1999
<S>	<C>	<C>	<C>	<C>
Net earnings	$ 8,127	$ 12,972	$ 26,642	$ 22,562
Currency translation adjustments, net of tax	(104)	91	(175)	131
Comprehensive income	$ 8,023	$ 13,063	$ 26,467	$ 22,693

</TABLE>

The Company paid cash during the first nine months of 1998 of $6.5 million for interest and $28.7 million for taxes, compared with $3.3 million for interest and $29.8 million for taxes during the first three quarters of 1999. The Company had non cash financing activities in the third quarter of 1998 of $35.9 million resulting from the conversion of long-term debt to common stock.

4. BUSINESS COMBINATIONS --

On February 10, 1999, the Company combined with Moores Retail Group Inc. ("Moores"), a privately owned Canadian corporation, in exchange for securities ("Exchangeable Shares") exchangeable for 2.5 million shares of the Company's common stock. The Exchangeable Shares have substantially identical economic and legal rights as, and will ultimately be exchanged on a one-on-one basis for, shares of the Company's common stock. The Exchangeable Shares were issued to the shareholders and option holders of Moores in exchange for all of the outstanding shares of capital stock and options of Moores because of Canadian tax law considerations. All Exchangeable Shares must be converted into common stock of the Company within five years and are reflected as common stock outstanding for financial reporting purposes by the Company. The combination with Moores has been accounted for as a pooling of interests.

On June 1, 1999, the Company combined with K&G Men's Center, Inc. ("K&G"), a superstore retailer of men's apparel and accessories operating 34 stores in 16 states, with K&G becoming a wholly owned subsidiary of the Company. The Company issued approximately 4.4 million shares of its common stock to K&G shareholders based on an exchange ratio of 0.43 of a share of the Company's common stock for each share of K&G common stock outstanding. In addition, the Company converted the outstanding options to purchase K&G common stock, whether vested or unvested, into options to purchase 228,000 shares of the Company's common stock based on the exchange ratio of 0.43. The combination has been accounted for as a pooling of interests.

In conjunction with the Moores and K&G combinations, the Company recorded transaction costs of $7.7 million, duplicative stores closing costs of $6.1 million and litigation costs of $0.9 million. The transaction costs were composed primarily of investment banking fees, professional fees and contract termination payments, while the duplicative store closing costs consisted primarily of lease termination payments and the write-off of fixed assets associated with the closing of duplicate store sites in existing markets. The litigation charge resulted from the settlement of a lawsuit filed by a former K&G employee related to his employment relationship with K&G. In addition, the

Company recorded an extraordinary charge of $2.9 million, net of a $1.4 million tax benefit, related to the write-off of deferred financing costs and prepayment penalties for the refinancing of approximately US$57 million of Moores' indebtedness.

The following is a reconciliation of the amounts of revenues and net earnings previously reported by the Company to the combined amounts of revenues and earnings after giving effect to the combinations with Moores on February 10, 1999 and K&G on June 1, 1999 (in thousands):

	THREE MONTHS ENDED			NINE MONTHS ENDED	THREE MONTHS ENDED
	MAY 2, 1998	AUGUST 1, 1998	OCTOBER 31, 1998	OCTOBER 31, 1998	MAY 1, 1999
Revenues					
The Men's Wearhouse (as previously reported)	$ 170,850	$ 162,858	$ 170,742	$ 504,450	$ 222,183
Moores	28,671	33,452	32,559	94,682	--
K&G	30,309	30,270	30,972	91,551	36,669
Combined	$ 229,830	$ 226,580	$ 234,273	$ 690,683	$ 258,852
Net earnings (loss)					
The Men's Wearhouse (as previously reported)	$ 6,718	$ 8,014	$ 6,559	$ 21,291	$ (500)
Moores	86	1,074	654	1,814	--
K&G	1,322	1,301	914	3,537	1,340
Combined	$ 8,126	$ 10,389	$ 8,127	$ 26,642	$ 840

The separate results of operations for K&G in fiscal 1999 for the period prior to its combination with the Company are reflected in the table above for the three months ended May 1, 1999. The fiscal 1999 extraordinary item of $2,912, net of tax, reported by the Company was not affected by the combination with K&G.

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

GENERAL

For supplemental information, it is suggested that "Management's Discussion and Analysis of Financial Condition and Results of Operations" be read in conjunction with the corresponding section included in the Company's Annual Report on Form 10-K for the year ended January 30, 1999. References herein to years are to the Company's 52-week or 53-week fiscal year which ends on the Saturday nearest January 31 in the following calendar year. For example, references to "1999" mean the fiscal year ending January 29, 2000.

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

	FOR THE THREE MONTHS ENDED		FOR THE NINE MONTHS ENDED		YEAR ENDED
	OCTOBER 31, 1998	OCTOBER 30, 1999	OCTOBER 31, 1998	OCTOBER 30, 1999	JANUARY 30, 1999
Stores open at beginning of period	555	589	526	579	526
Opened	15	13	44	36	65
Acquired	--	--	4	--	4
Closed	(12)	--	(16)	(13)	(16)
Stores open at end of period	558	602	558	602	579
Stores open at end of period:					
U.S. --					
Men's Wearhouse	396	437	396	437	411
K&G/SuitMax/Suit Warehouse	44	52	44	52	49
C&R and Moores	12	--	12	--	12
	452	489	452	489	472
Canada-- Moores	106	113	106	113	107
	558	602	558	602	579

RESULTS OF OPERATIONS

Three Months Ended October 31, 1998 and October 30, 1999

The Company's net sales were $272.8 million for the quarter ended October 30, 1999, a $38.6 million or 16.5% increase over the same prior year period. This increase was due primarily to sales resulting from the increased number of stores and increased sales at existing stores. Sales from U.S. stores represented 88.4% of total sales in the third quarter of 1999, compared with 86.5% of total sales in the third quarter of 1998. 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 10.7% for the U.S. stores from the same prior year quarter, while comparable store sales for the Canadian stores decreased 2.4% from the same prior year quarter.

Gross margin increased 19.1% over the same prior year quarter to $99.6 million in the third quarter of 1999. As a percentage of sales, gross margin increased from 35.7% in the third quarter of 1998 to 36.5% in the third quarter of 1999. This increase in gross margin predominantly resulted from a decrease in product, occupancy and alteration costs as a percentage of sales.

Selling, general and administrative ("SG&A") expenses decreased slightly as a percentage of sales from 28.2% for the quarter ended October 31, 1998 to 28.1% for the quarter ended October 30, 1999, and SG&A expenditures increased by $10.7 million to $76.8 million. On an absolute dollar basis, the principal components of SG&A expenses increased primarily

due to the Company's growth. Advertising expense remained constant at 6.0% of net sales; store salaries increased from 11.0% to 11.2% of net sales and other SG&A expenses decreased from 11.2% to 10.9% of net sales.

Interest expense, net of interest income, decreased from $2.2 million in the third quarter of 1998 to $0.9 million in the third quarter of 1999. Weighted average borrowings outstanding decreased from $103.9 million in the prior year to $64.7 million in the third quarter of 1999, and the weighted average interest rate on outstanding indebtedness decreased from 9.3% to 6.5%. The weighted average borrowings outstanding decreased primarily as a result of the redemption of the 5 1/4% Convertible Subordinated Notes in the third quarter of 1998. The decrease in the weighted average interest rate was due primarily to the refinancing of debt concurrent with the Moores combination.

The Company's effective income tax rate decreased from 42.8% for the third quarter of 1998 to 40.8% for the third quarter of 1999. The effective tax rate for the third quarter of 1999 was higher than the statutory U.S. federal rate of 35% primarily due to the effect of state income taxes, Canadian earnings which are taxed at a higher statutory rate and the nondeductibility of a portion of meal and entertainment expenses.

The extraordinary charge of $0.7 million, net of a $0.5 million tax benefit, in the third quarter of 1998 resulted from the early retirement of the Company's 5 1/4% Convertible Subordinated Debt.

Nine Months Ended October 31, 1998 and October 30, 1999

The Company's net sales increased $97.6 million, or 14.1%, to $788.3 million for the nine months ended October 30, 1999 due primarily to sales resulting from the increased number of stores and increased sales at existing stores. Sales from U.S. stores represented 88.6% of total sales in the first three quarters of 1999, compared with 86.8% of total sales in the same prior year period. Comparable store sales increased 8.0% for the U.S. stores from the same prior year period, while comparable store sales for the Canadian stores decreased 4.1% from the same prior year period.

Gross margin increased to $284.3 million for the first nine months of 1999, a 15.0% increase from the same prior year period. As a percentage of sales, gross margin increased from 35.8% in the first nine months of 1998 to 36.1% for the first nine months of 1999. This gross margin increase resulted from a decrease in product costs as a percentage of sales offset by higher occupancy costs.

Selling, general and administrative expenses as a percentage of sales decreased slightly from 28.0% to 27.9% for the first nine months of 1998 and 1999, respectively, while SG&A expenditures increased by $26.9 million to $220.1 million. On an absolute dollar basis, the principal components of SG&A expenses increased primarily due to the Company's growth. Advertising expense decreased from 6.2% to 5.9% of net sales, store salaries increased from 10.8% to 11.0% of net sales and other SG&A expenses remained constant at 11.0% of net sales.

As a result of the Moores and K&G combinations, the Company recorded transaction costs of $7.7 million, duplicative stores closing costs of $6.1 million and litigation costs of $0.9 million. The transaction costs were composed primarily of investment banking fees, professional fees and contract termination payments, while the duplicative store closing costs consisted primarily of lease termination payments and the write-off of fixed assets associated with the closing of duplicate store sites in existing markets. The litigation charge resulted from the settlement of a lawsuit filed by a former K&G employee related to his employment relationship with K&G. In addition, the Company recorded an extraordinary charge of $2.9 million, net of a $1.4 million

tax benefit, related to the write-off of deferred financing costs and prepayment penalties for the refinancing of approximately US$57 million of Moores' indebtedness. The extraordinary charge of $0.7 million, net of a $0.5 million tax benefit, in the third quarter of 1998 resulted from the early retirement of the Company's 5 1/4% Convertible Subordinated Debt.

Interest expense, net of interest income, decreased from $6.2 million for the first nine months of 1998 to $2.2 million for the first nine months of 1999. Weighted average borrowings outstanding decreased $49.0 million from the prior year to $63.9 million in the first three quarters of 1999, and the weighted average interest rate on outstanding indebtedness decreased from 9.2% to 6.7%. The weighted average borrowings outstanding decreased primarily as a result of the redemption of the 5 1/4% Convertible Subordinated Notes in the third quarter of 1998. The decrease in the weighted average interest rate was due primarily to the refinancing of debt concurrent with the Moores combination.

The Company's effective income tax rate decreased from 42.8% for the nine months ended October 31, 1998 to 40.9% (before the effect of transaction costs which are mostly not deductible for income tax purposes) for the nine months ended October 30, 1999. The effective tax rate for the first three quarters of 1999 was higher than the statutory U.S. federal rate of 35% primarily due to the effect of state income taxes, Canadian earnings which are taxed at a higher statutory rate and the nondeductibility of a portion of meal and entertainment expenses.

The Company's earnings before extraordinary item, as reported and after the effect of non-recurring charges, were as follows (in thousands, except per share amounts):

<TABLE>
<CAPTION>

	FOR THE NINE MONTHS ENDED	
	OCTOBER 31, 1998	OCTOBER 30, 1999
<S>	<C>	<C>
Earnings before extraordinary item, as reported	$27,343	$25,474
Transaction costs, net of tax benefit of $633	--	7,074
Duplicative store closing costs, net of tax benefit of $2,471	--	3,599
Litigation costs, net of tax benefit of $372	--	558
Earnings before extraordinary item and non-recurring charges	$27,343	$36,705
Diluted earnings per share before extraordinary item, as reported	$ 0.66	$ 0.60
Diluted earnings per share before extraordinary item and non-recurring charges	$ 0.66	$ 0.86

</TABLE>

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was $8.8 million in the first nine months of 1999 compared with net cash used in operating activities of $33.6 million in the first nine months of 1998. These amounts primarily represent net earnings before extraordinary items plus depreciation, amortization and other non-cash charges and increases in accounts payable and accrued expenses, offset by increases in inventories and other assets and decreases in income taxes payable and other liabilities Inventories increased $64.5 million and $93.1 million for the three quarters ended October 30, 1999 and October 31, 1998, respectively. The increase for the first nine months of 1999 and 1998 primarily related to seasonal inventory buildup and the addition of inventory for new and/or acquired stores and stores expected to be opened in the following quarter.

Working capital was $266.9 million at October 30, 1999, which is up from $230.6 million at January 30, 1999 and $251.3 million at October 31, 1998. Historically, the Company's working capital has been at its lowest level in January and February, and has increased through November as inventory buildup is financed with both short-term and long-term borrowings in preparation for the fourth quarter selling season.

Cash used in investing activities was $25.4 million and $34.4 million for the first three quarters of 1999 and 1998, respectively. For the nine months ended October 30, 1999, cash used in investing activities was primarily comprised of capital expenditures of $28.9 million relating primarily to stores opened, remodeled or relocated during the quarter or under construction at the end of the quarter and infrastructure technology investments.

In February 1999, the Company amended and restated its revolving credit agreement with a group of banks (the "Credit Agreement"). This agreement provides for borrowing of up to $125 million through February 5, 2004. Advances under the Credit Agreement bear interest at a rate per annum equal to, at the Company's option, the agent's prime rate or the reserve adjusted LIBOR rate plus an interest rate margin varying between .75% to 1.25%. The Credit Agreement provides for fees applicable to unused commitments of .125% to .225%. As of October 30, 1999, there were no amounts outstanding under the Credit Agreement.

The Credit Agreement contains certain restrictive and financial covenants, including the requirement to maintain a minimum amount of Consolidated Net Worth (as defined). The Company is also required to maintain certain debt to cash flow, fixed charge and current ratios. In addition, the Credit Agreement limits additional indebtedness, creation of liens, Restrictive Payments (as defined) and Investments (as defined). The Credit Agreement also prohibits payment of cash dividends on the common stock of the Company. The Credit Agreement permits, with certain limitations, the Company to merge or consolidate with another company, sell or dispose of its property, make acquisitions, issue options or enter into transactions with affiliates. The Company is in compliance with the covenants in the Credit Agreement.

In February 1999, the Company also entered into two new Canadian credit facilities in conjunction with the combination with Moores. These facilities include a revolving credit agreement which provides for borrowings up to Can$30 million (US$20 million) through February 5, 2004 and a term credit agreement which provides for borrowings of Can$75 million (US$50 million) to be repaid in quarterly installments of Can$0.9 million (US$0.6 million) beginning in May 1999; remaining unpaid principal is payable on February 5, 2004. Covenants and interest rates are substantially similar to those contained in the Company's Credit Agreement. Borrowings outstanding under these agreements of US$59.8 million at October 30, 1999 were used to repay approximately US$57 million in outstanding indebtedness of Moores and to fund operating and other requirements of Moores.

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

In connection with the Company's direct sourcing program, the Company may enter into purchase commitments that are denominated in a foreign currency (primarily the Italian lira). The Company generally enters into forward exchange contracts to reduce the risk of currency fluctuations related to such commitments. The majority of the forward exchange contracts are with one financial institution. Therefore, the Company is exposed to credit risk in the event of nonperformance by this party. However, due to the creditworthiness of this major financial institution, full performance is anticipated. The Company may

also be exposed to market risk as a result of changes in foreign exchange rates. This market risk should be substantially offset by changes in the valuation of the underlying net assets.

YEAR 2000

The statements included in this section are intended to be and are designated "Year 2000 Readiness Disclosure" statements within the meaning of the Year 2000 Information and Readiness Disclosure Act.

Due to the dramatic changes in the state of the art of information technology, both in general and with regard to the retail industry, in mid-1997 the Company commenced an enterprise-wide project to upgrade its U.S. information technology by acquiring products that are generally available and field tested and are designed to increase the efficiency and the future productivity of its operations. The Company has benefited significantly from investments in technology in the past, and it is anticipated that these modifications will further increase the benefit that it derives from technology, both in the near term and in the future. In completing these modifications, the Company expects to achieve Year 2000 date conversion compliance. Capital expenditures related to the project are anticipated to be between $20.0 million and $25.0 million including past and future expenditures. The amounts of expenditures related specifically to Year 2000 date conversion compliance are not separable from this amount. The Company believes that substantially all of its business systems are now Year 2000 compliant. However, no assurances can be given that the Company will be able to completely identify or address all Year 2000 compliance issues, or that third parties with whom it does business will not experience system failures as a result of the Year 2000 issue, nor can the Company fully predict the consequences of noncompliance.

As part of its assessment of the Year 2000 issue, the Company has completed an inventory of its hardware and software systems, including the embedded systems in its buildings, property and equipment. The Company has completed substantially all of the process of implementing converted and replacement systems for all of its non-compliant hardware and software systems to ensure that the operations of such systems will not be materially adversely affected by the Year 2000 date change. The Company estimates that its efforts to make all internal systems Year 2000 compliant are approximately 98% complete.

To date, the Company has made expenditures of approximately $500,000 related to its telephone and security systems specifically to address the Year 2000 issue. The Company does not anticipate that it will incur significant additional expenditures to address the Year 2000 issue beyond those associated with the updating and upgrading of the information systems discussed above.

The Company has requested and has received written responses from all of its significant U.S. vendors and suppliers confirming that they will be Year 2000 compliant. Of the 52 current vendors and suppliers with whom the Company exchanges information by some form of electronic transfer, 51 have indicated that they have tested their systems and found them to be Year 2000 compliant and one has indicated that it is in the process of completing its conversion and/or testing. The Company will continue to monitor these vendors and suppliers, as

well as any new vendors or suppliers.

The Company, through Moores, has also been in the process of updating and upgrading its Canadian information systems to be Year 2000 compliant. Moores has converted or reprogrammed its payroll, accounting and merchandising systems to ensure that the operation of such systems will not be materially adversely affected by the Year 2000 date change. With respect to its point of sale system, Moores has completed the installation in its stores of new equipment and software that is Year 2000 compliant. Moores has also completed the process of evaluating the machinery and embedded technology involved in its manufacturing operations and has determined that the manufacturing technology is Year 2000 compliant. Moores total costs related to Year 2000 compliance approximated Can$500,000.

Moores has requested and is in the process of receiving written responses from its vendors and suppliers confirming that the vendor or supplier is Year 2000 compliant. Moores will continue to monitor these vendors and suppliers, as well as those that have not provided written assurance. Moores expects to use alternate sources to replace those vendors and suppliers who do not provide written assurance of their Year 2000 readiness.

K&G has completed an evaluation of its management information systems to determine their readiness in terms of Year 2000 issues, and determined that its point-of-sale cash register systems are the only major application that required significant modification in order to be Year 2000 ready. K&G has replaced its current registers with a new computer-based register

system. The costs to purchase and implement these register systems totaled approximately $1.5 million. K&G has developed a plan to determine the Year 2000 readiness of its suppliers or other third parties with which K&G conducts business. Additionally, K&G has developed a contingency plan to address the possibility of failure of any of its significant suppliers to reach Year 2000 readiness.

Assuming no general failure of utilities to provide basic services over large geographic areas or of the banking systems generally to conduct business substantially as usual, or of the credit card systems to confirm credit generally, the Company believes that, at the store level, the worst case scenario would require the processing of credit approvals by telephone and the ordering and allocation of inventory by telephone. While each of these scenarios would increase the cost of doing business and may result in the loss of some sales, the Company does not believe that either of these situations would have a material adverse effect on its results of operations.

If the Company is unable to purchase or receive inventory, or is unable to arrange for the manufacture of acquired piece goods into tailored clothing, such failure, depending on how extensive, could have a material adverse effect on its operations. However, no vendor or supplier accounts for more than 10% of the inventory the Company purchases and in most cases alternative suppliers are available.

At the manufacturing level, if all suppliers were unable to supply the fabric needs of the manufacturing operations, then, given this worst case scenario, one to two months of production could be lost. However, no one supplier accounts for more than 14% of the fabric used and this supplier has provided a written response that it is Year 2000 compliant. Moores anticipates that if any one supplier is unable to provide fabric, an alternate source could be found to meet production needs. If there is a significant disruption in the supply chain due to the Year 2000 issue and the amount of fabric available from suppliers is limited, it may be difficult to obtain the fabric necessary to meet the demands of the manufacturing operations and available fabric may experience a significant increase in cost.

ITEM 3 -QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is subject to exposure from fluctuations in U.S. dollar/Italian lira exchange rates. The Company utilizes foreign currency forward exchange contracts to limit exposure to changes in currency exchange rates (See "Management's Discussion and Analysis of Financial Information and Results of Operations - Liquidity and Capital Resources"). At October 30, 1999, the Company had 23 contracts maturing in varying increments to purchase an aggregate notional amount of $20.4 million in foreign currency. These forward contracts do not extend beyond January 2001. Unrealized pretax losses on these forward contracts totaled approximately $0.6 million at October 30, 1999.

FORWARD-LOOKING STATEMENTS

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

Actual results and trends in the future may differ materially depending on a

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

PART II

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS.

EXHIBIT NUMBER		EXHIBIT INDEX
27.1	--	Financial Data Schedule (filed herewith).

(b) Reports on Form 8-K.

None.

SIGNATURES

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

Dated: December 14, 1999

THE MEN'S WEARHOUSE, INC.

By /s/ DAVID H. EDWAB

David H. Edwab
President

By /s/ GARY G. CKODRE

Gary G. Ckodre
Vice President - Finance and
Principal Financial and
Accounting Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER		DESCRIPTION
27.1	--	Financial Data Schedule

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