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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 15, 2017**

**Tailored Brands, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation)

**1-16097**  
(Commission File Number)

**47-4908760**  
(IRS Employer Identification No.)

**6380 Rogerdale Road**  
**Houston, Texas**  
(Address of principal executive offices)

**77072**  
(Zip Code)

**281-776-7000**  
(Registrant's telephone number,  
including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 15, 2017, the shareholders of Tailored Brands, Inc. (the "Company") adopted an amendment to the Tailored Brands, Inc. 2016 Long-Term Incentive Plan (the Company's 2016 Long-Term Incentive Plan, as amended, being referred to herein as the "Amended Plan"). A copy of the Amended Plan is filed herewith as Exhibit 10.1 and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) On June 15, 2017, the Company held its Annual Meeting of Shareholders. At the meeting, the shareholders voted on the following proposals:

1. the election of nine directors to the Company's Board of Directors for the coming year;
2. adoption of an amendment to the Tailored Brands, Inc. 2016 Long-Term Incentive Plan and reapproval of the material terms of the performance goals;

3. approval, on an advisory basis, of the compensation of the Company's named executive officers;
4. approval, on an advisory basis, of the frequency of holding future advisory votes to approve the compensation of the Company's named executive officers, and
5. the ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2017.

(b) The nine nominees of the Board of Directors of the Company were elected at the meeting, proposals 2, 3 and 5 each received the affirmative votes required for approval and the largest percentage of shares voted indicated one year as the preferred frequency for proposal 4.

The number of shares voted for, against and withheld, as well as the number of broker non-votes and abstentions, as the case may be, as to each proposal were as follows:

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Proposal 1 — Election of Directors:

<u>Nominee</u>	<u>Shares Voted For</u>	<u>Shares Withheld</u>	<u>Broker Non-Votes</u>
Dinesh S. Lathi	39,053,465	507,498	6,100,252
David H. Edwab	39,025,033	535,930	6,100,252
Douglas S. Ewert	39,053,126	507,837	6,100,252
Irene Chang Britt	39,063,618	497,345	6,100,252
Rinaldo S. Brutoco	38,932,468	628,495	6,100,252
Theo Killion	39,275,341	285,622	6,100,252
Grace Nichols	38,837,292	723,671	6,100,252
William B. Sechrest	38,868,392	692,571	6,100,252
Sheldon I. Stein	39,017,544	543,419	6,100,252

Proposal 2 — Adoption of an amendment to the Tailored Brands, Inc. 2016 Long-Term Incentive Plan and reapproval of the material terms of the performance goals:

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
30,190,262	9,292,933	77,768	6,100,252

Proposal 3 — Approval, on an advisory basis, of the compensation of the Company's named executive officers:

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
35,093,612	4,416,012	51,339	6,100,252

Proposal 4 — Approval, on an advisory basis, of the frequency of holding future advisory votes to approve the compensation of the Company's named executive officers:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstentions</u>
34,448,365	146,228	4,923,994	42,376

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Proposal 5 — Ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2017:

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Abstentions</u>
44,595,240	1,024,995	40,980

(d) A majority of the votes cast by the shareholders voted, on an advisory basis, to hold an annual advisory vote to approve the compensation of the Company's named executive officers, which was consistent with the Board of Director's recommendation included in the Company's proxy statement. As a result, the Board of Directors of the Company has decided that the Company will include an advisory vote on executive compensation in its proxy materials every year until the next required advisory vote on the frequency of holding future advisory votes to approve the compensation of the Company's named executive officers, which will occur no later than the





**TAILORED BRANDS**

*News Release*

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Tailored Brands, Inc.

**For Immediate Release**

**TAILORED BRANDS, INC. DECLARES QUARTERLY CASH DIVIDEND**

FREMONT, CA — June 16, 2017 — Tailored Brands, Inc. (NYSE: TLRD) announced that its Board of Directors declared a quarterly cash dividend of \$0.18 per share payable on September 22, 2017 to shareholders of record at the close of business on September 12, 2017.

**About Tailored Brands, Inc.**

Tailored Brands, Inc. is a leading authority on helping men dress for work, special occasions and everyday life. We serve our customers through an expansive omni-channel network that includes over 1,600 locations in the U.S. and Canada as well as our branded e-commerce websites. Our brands include Men's Wearhouse, Jos. A. Bank, Joseph Abboud, Moores Clothing for Men and K&G. We also operate an international corporate apparel and workwear group consisting of Dimensions, Alexandra and Yaffy in the United Kingdom and Twin Hill in the United States.

For additional information on Tailored Brands, please visit the Company's websites at [www.tailoredbrands.com](http://www.tailoredbrands.com), [www.menswearhouse.com](http://www.menswearhouse.com), [www.josbank.com](http://www.josbank.com), [www.josephabboud.com](http://www.josephabboud.com), [www.mooreclothing.com](http://www.mooreclothing.com), [www.kgstores.com](http://www.kgstores.com), [www.mwcleaners.com](http://www.mwcleaners.com), [www.dimensions.co.uk](http://www.dimensions.co.uk), [www.alexandra.co.uk](http://www.alexandra.co.uk). and [www.twinhill.com](http://www.twinhill.com).

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