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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): September 9, 2009**

**The Men's Wearhouse, Inc.**

(Exact name of registrant as specified in its charter)

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

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

**74-1790172**  
(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))
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**Item 2.02 Results of Operations and Financial Condition.**

On September 9, 2009, The Men's Wearhouse, Inc. (the "Company") issued a press release reporting its earnings results for its second quarter and six months ended August 1, 2009. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 2.02 and Exhibit 99.1 attached hereto is intended to be furnished under Item 2.02 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibit is included in this Form 8-K.

(c) Exhibits

99.1 Press Release of the Company dated September 9, 2009.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE MEN'S WEARHOUSE, INC.**  
(Registrant)

Date: September 9, 2009

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

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of The Men's Wearhouse, Inc. dated September 9, 2009.

## The Men's Wearhouse, Inc.

## News Release



For Immediate Release

**MEN'S WEARHOUSE REPORTS  
FISCAL 2009 SECOND QUARTER RESULTS**

- *Q2 2009 GAAP diluted EPS was \$0.75 compared with Q2 2008 GAAP diluted EPS of \$0.63 and adjusted diluted EPS of \$0.72*
- *Company provides guidance for the third quarter of fiscal 2009*
- *Conference call at 5:00 pm Eastern today*

HOUSTON — September 9, 2009 — The Men's Wearhouse (NYSE: MW) today announced its consolidated financial results for the second quarter ended August 1, 2009.

Second Quarter Sales Summary — Fiscal 2009

	U.S. dollars, in millions		Total Sales Change %	Comparable Store Sales Change %	
	Current Year	Prior Year		Current Year	Prior Year
Total Company	\$ 526.2	\$ 545.3	-3.5%		
MW	\$ 359.0(a)	\$ 362.7(a)	-1.0%	- 2.0%(b)	- 7.8%(b)
K&G	\$ 93.6	\$ 96.4	- 2.9%	-3.6%	- 8.9%
United States	\$ 461.0	\$ 470.0	- 1.9%	-2.4%	-8.0%
Moores	\$ 65.2	\$ 75.3	-13.3%	- 3.4%(c)	- 2.8%(c)

Year-To-Date Sales Summary — Fiscal 2009

	U.S. dollars, in millions		Total Sales Change %	Comparable Store Sales Change %	
	Current Year	Prior Year		Current Year	Prior Year
Total Company	\$ 990.3	\$1,036.4	-4.4%		
MW	\$ 670.0(a)	\$ 690.6(a)	-3.0%	- 4.4%(b)	- 7.2%(b)
K&G	\$ 198.1	\$ 197.0	+ 0.6%	-0.6%	-11.6%
United States	\$ 886.0	\$ 911.3	-2.8%	-3.5%	-8.2%
Moores	\$ 104.3	\$ 125.1	-16.6%	- 3.7%(c)	- 3.3%(c)

(a) Includes retail stores and ecommerce.

(b) Comparable store sales do not include ecommerce. Stores from the After Hours acquisition are included beginning Q2 of fiscal 2008.

(c) Comparable store sales change is based on the Canadian dollar.

Diluted earnings per common share were \$0.75 for the second quarter ended August 1, 2009. This compares to diluted earnings per common share guidance given June 8, 2009 of \$0.56 to \$0.60. Prior year second quarter GAAP diluted earnings per common share were \$0.63 and adjusted diluted earnings per common share were \$0.72 excluding \$7.3 million (pre tax) or \$0.09 per diluted share outstanding in costs incurred in connection with the closure of the Canadian based manufacturing facility operated by the Company's subsidiary, Golden Brand.

## SECOND QUARTER REVIEW

- Total Company sales decreased 3.5% for the quarter.
  - Clothing product sales, representing 69.2% of fiscal second quarter 2009 total net sales, decreased 5.6% due to decreases in the Company's comparable store sales primarily driven by a reduction in store traffic levels.
  - Tuxedo rental sales, representing 24.6% of fiscal second quarter 2009 total net sales, increased 1.7%.
- Gross margin before occupancy costs, as a percentage of total net sales, decreased 86 basis points from 59.9% to 59.1%. Clothing product margins, as a percentage of related sales, decreased 205 basis points due to increased promotional activities and were modestly offset by higher alteration service margins and the impact of the higher margin tuxedo rental revenues that increased as a mix of total sales from 23.4% to 24.6%.
- Occupancy costs increased, as a percentage of total net sales, by 36 basis points from 13.5% to 13.9% due to the deleveraging effect of reduced comparable store sales. On an absolute dollar basis, occupancy costs decreased 0.9% from \$73.8 million in the prior year to \$73.1 million.
- Selling, general, and administrative expenses were \$173.9 million in the current year and \$198.9 million in the prior year. During the quarter, the Company entered into an agreement with a third party vendor who assumed our unredeemed gift card liability, which resulted in the recognition of other income from gift card breakage of \$3.2 million (\$2.0 million after tax or \$0.04 per diluted share outstanding). Excluding other income from gift card breakage, adjusted SG&A expenses of \$177.1 million decreased 7.6% from the prior year's adjusted SG&A of \$191.6 million which excludes \$7.3 million in costs associated with the closing of Golden Brand. The decrease is primarily due to cost-cutting measures and operational efficiencies. As a percentage of total net sales, adjusted SG&A decreased 148 basis points from 35.1% to 33.7%. Adjusted SG&A excluding advertising decreased 9.5% from the prior year quarter.

- Operating income was \$63.9 million or 12.1% of total net sales compared to adjusted operating income of \$61.5 million or 11.3% of total net sales for the same period last year which excludes \$7.3 million in Golden Brand closure costs. Net income was \$39.5 million or 7.5% of total net sales compared to adjusted net income of \$37.3 million or 6.8% of total net sales for the same period last year which excludes \$4.5 million in Golden Brand closure costs (net of tax).
- Cash and cash equivalent balances plus amounts held in short-term investments as of the end of the second quarter of 2009 were \$163.9 million, an increase of \$44.7 million over the same period last year.
- Total inventories of \$430.8 million declined 5.8% from the prior year second quarter of \$457.2 million.
- Long term debt as of the end of the second quarter of 2009 was \$43.2 million, a decrease of \$41.1 million from the same period last year.

### **THIRD QUARTER FISCAL 2009 GUIDANCE**

For the third quarter, the Company expects GAAP diluted earnings per common share to be in a range of \$0.27 to \$0.30.

The Company anticipates comparable store sales of its retail apparel business to decline in a range of 2% to 3% and comparable store sales of its tuxedo rental revenues to increase in a range of 1% to 2% for the third quarter. Total Company sales are expected to be flat to a decrease of 2% for the third quarter.

Gross profit before occupancy costs for the third quarter is expected to decline in the low single digit range from the prior year as the Company continues a more aggressive posture in strengthening its value proposition for customers. Occupancy costs are expected to be flat for the third quarter in absolute dollar terms.

Selling, general and administrative expenses for the third quarter are expected to decline by 4% to 5% from the prior year, excluding advertising costs and \$1.8 million in prior year costs associated with the closing of Golden Brand.

This guidance includes an estimated effective tax rate of approximately 33.0% for the third quarter. The Company's effective tax rate for the fiscal year is now estimated at 36.1%.

Weighted average fully diluted common shares outstanding are estimated to be 52.285 million for the third quarter and 52.195 million for the full year.

## UPDATED CONFERENCE CALL AND WEBCAST INFORMATION

At 5:00 pm Eastern time on Wednesday, September 9, 2009, company management will host a conference call and real time web cast to review the fiscal second quarter and its outlook for the third quarter of fiscal 2009.

To access the conference call, dial 480-629-9772. To access the live webcast presentation, visit the Investor Relations section of the company's website at [www.menswearhouse.com](http://www.menswearhouse.com). A telephonic replay will be available through September 16, 2009 by calling 303-590-3030 and entering the access code of 4143979#, or a webcast archive will be available free on the website for approximately 90 days.

## STORE INFORMATION

	August 1, 2009		August 2, 2008		January 31, 2009	
	Number of Stores	Sq. Ft. (000's)	Number of Stores	Sq. Ft. (000's)	Number of Stores	Sq. Ft. (000's)
Men's Wearhouse	580	3,274.1	572	3,213.9	580	3,263.1
Men's Wearhouse and Tux	473	644.4	493	668.6	489	665.0
Moore's, Clothing for Men	117	732.7	116	721.2	117	729.3
K&G (a)	108	2,488.4	106	2,442.6	108	2,493.4
<b>Total</b>	<b>1,278</b>	<b>7,139.6</b>	<b>1,287</b>	<b>7,046.3</b>	<b>1,294</b>	<b>7,150.8</b>

(a) 94, 90 and 93 stores, respectively, offering women's apparel.

Founded in 1973, Men's Wearhouse is one of North America's largest specialty retailers of men's apparel with 1,278 stores. The Men's Wearhouse, Moore's and K&G stores carry a full selection of designer, brand name and private label suits, sport coats, furnishings and accessories and Men's Wearhouse and Tux stores carry a limited selection. Tuxedo rentals are available in the Men's Wearhouse, Moore's and Men's Wearhouse and Tux stores.

This press release contains forward-looking information. The forward-looking statements are made pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be significantly impacted by various factors, including sensitivity to economic conditions and consumer confidence, possibility of limited ability to expand Men's Wearhouse stores, possibility that certain of our expansion strategies may present greater risks and other factors described in the Company's annual report on Form 10-K for the year ended January 31, 2009 and Form 10-Q for the quarter ended May 2, 2009.

For additional information on Men's Wearhouse, please visit the Company's website at [www.menswearhouse.com](http://www.menswearhouse.com).

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Ken Dennard, DRG&E (713) 529-6600





**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**  
(Unaudited)

**FOR THE THREE MONTHS ENDED**  
**August 1, 2009 AND August 2, 2008**  
(In thousands, except per share data)

	Three Months Ended				Variance		
	2009	% of Sales	2008	% of Sales	Dollar	%	Basis Points
<b>Net sales:</b>							
Clothing product	\$364,302	69.23%	\$386,108	70.81%	\$(21,806)	(5.65%)	(1.58)
Tuxedo rental services	129,567	24.62%	127,453	23.37%	2,114	1.66%	1.25
Alteration and other services	32,339	6.15%	31,728	5.82%	611	1.93%	0.33
<b>Total net sales</b>	<b>526,208</b>	<b>100.00%</b>	<b>545,289</b>	<b>100.00%</b>	<b>(19,081)</b>	<b>(3.50%)</b>	<b>0.00</b>
<b>Total cost of sales</b>	<b>288,420</b>	<b>54.81%</b>	<b>292,246</b>	<b>53.59%</b>	<b>(3,826)</b>	<b>(1.31%)</b>	<b>1.22</b>
<b>Gross margin (a)</b>	<b>237,788</b>	<b>45.19%</b>	<b>253,043</b>	<b>46.41%</b>	<b>(15,255)</b>	<b>(6.03%)</b>	<b>(1.22)</b>
Selling, general and administrative expenses	173,896	33.05%	198,886	36.47%	(24,990)	(12.56%)	(3.43)
<b>Operating income</b>	<b>63,892</b>	<b>12.14%</b>	<b>54,157</b>	<b>9.93%</b>	<b>9,735</b>	<b>17.98%</b>	<b>2.21</b>
Net interest	—	0.00%	(346)	0.06%	(346)	(100.00%)	(0.06)
<b>Earnings before income taxes</b>	<b>63,892</b>	<b>12.14%</b>	<b>53,811</b>	<b>9.87%</b>	<b>10,081</b>	<b>18.73%</b>	<b>2.27</b>
Provision for income taxes	24,407	4.64%	20,986	3.85%	3,421	16.30%	0.79
<b>Net earnings</b>	<b>\$ 39,485</b>	<b>7.50%</b>	<b>\$ 32,825</b>	<b>6.02%</b>	<b>\$ 6,660</b>	<b>20.29%</b>	<b>1.48</b>
Net earnings per diluted common share (b)	\$ 0.75		\$ 0.63				
<b>Weighted average diluted common shares outstanding:</b>	<b>52,255</b>		<b>51,862</b>				

(a) Gross margin as a percentage of related sales:

	Three Months Ended				Variance		
	2009	% of Related Sales	2008	% of Related Sales	Dollar	%	Basis Points
Clothing margin	\$194,115	53.28%	\$213,634	55.33%	\$(19,519)	(9.14%)	(2.05)
Tuxedo margin	108,092	83.43%	106,651	83.68%	1,441	1.35%	(0.25)
Alteration and other services margin	8,649	26.74%	6,524	20.56%	2,125	32.57%	6.18
Occupancy costs	(73,068)	(13.89%)	(73,766)	(13.53%)	698	0.95%	(0.36)
<b>Gross margin</b>	<b>\$237,788</b>	<b>45.19%</b>	<b>\$253,043</b>	<b>46.41%</b>	<b>\$(15,255)</b>	<b>(6.03%)</b>	<b>(1.22)</b>

(b) Calculated based on net earnings less net earnings allocated to participating securities of \$388 thousand for the quarter ended August 1, 2009.



**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**  
(Unaudited)

**FOR THE SIX MONTHS ENDED**  
**August 1, 2009 AND August 2, 2008**  
(In thousands, except per share data)

	Six Months Ended				Variance		
	2009	% of Sales	2008	% of Sales	Dollar	%	Basis Points
<b>Net sales:</b>							
Clothing product	\$723,364	73.04%	\$ 774,599	74.74%	\$(51,235)	(6.61%)	(1.70)
Tuxedo rental services	200,986	20.29%	197,647	19.07%	3,339	1.69%	1.22
Alteration and other services	65,992	6.66%	64,139	6.19%	1,853	2.89%	0.47
<b>Total net sales</b>	<b>990,342</b>	<b>100.00%</b>	<b>1,036,385</b>	<b>100.00%</b>	<b>(46,043)</b>	<b>(4.44%)</b>	<b>0.00</b>
<b>Total cost of sales</b>	<b>564,565</b>	<b>57.01%</b>	<b>571,587</b>	<b>55.15%</b>	<b>(7,022)</b>	<b>(1.23%)</b>	<b>1.86</b>
<b>Gross margin (a)</b>	<b>425,777</b>	<b>42.99%</b>	<b>464,798</b>	<b>44.85%</b>	<b>(39,021)</b>	<b>(8.40%)</b>	<b>(1.86)</b>
Selling, general and administrative expenses	353,109	35.66%	395,536	38.16%	(42,427)	(10.73%)	(2.51)
<b>Operating income</b>	<b>72,668</b>	<b>7.34%</b>	<b>69,262</b>	<b>6.68%</b>	<b>3,406</b>	<b>4.92%</b>	<b>0.65</b>
Net interest	(160)	0.02%	(1,124)	0.11%	(964)	(85.77%)	(0.09)
<b>Earnings before income taxes</b>	<b>72,508</b>	<b>7.32%</b>	<b>68,138</b>	<b>6.57%</b>	<b>4,370</b>	<b>6.41%</b>	<b>0.75</b>
Provision for income taxes	27,767	2.80%	25,370	2.45%	2,397	9.45%	0.36
<b>Net earnings</b>	<b>\$ 44,741</b>	<b>4.52%</b>	<b>\$ 42,768</b>	<b>4.13%</b>	<b>\$ 1,973</b>	<b>4.61%</b>	<b>0.39</b>
Net earnings per diluted common share (b)	\$ 0.85		\$ 0.82				
Weighted average diluted common shares outstanding:	52,105		51,863				

(a) Gross margin as a percentage of related sales:

	Six Months Ended				Variance		
	2009	% of Related Sales	2008	% of Related Sales	Dollar	%	Basis Points
Clothing margin	\$ 385,720	53.32%	\$ 433,634	55.98%	\$(47,914)	(11.05%)	(2.66)
Tuxedo margin	167,479	83.33%	164,280	83.12%	3,199	1.95%	0.21
Alteration and other services margin	18,212	27.60%	14,204	22.15%	4,008	28.22%	5.45
Occupancy costs	(145,634)	(14.71%)	(147,320)	(14.21%)	1,686	1.14%	(0.49)
<b>Gross margin</b>	<b>\$ 425,777</b>	<b>42.99%</b>	<b>\$ 464,798</b>	<b>44.85%</b>	<b>\$(39,021)</b>	<b>(8.40%)</b>	<b>(1.86)</b>

(b) Calculated based on net earnings less net earnings allocated to participating securities of \$442 thousand for the six months ended August 1, 2009.



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

	<u>August 1,</u> <u>2009</u>	<u>August 2,</u> <u>2008</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 144,449	\$ 119,248
Short-term investments	19,490	—
Accounts receivable, net	17,129	19,047
Inventories	430,777	457,212
Other current assets	<u>51,876</u>	<u>59,012</u>
Total current assets	663,721	654,519
Property and equipment, net	375,595	400,791
Tuxedo rental product, net	107,848	90,860
Goodwill	59,266	61,538
Other assets, net	<u>16,466</u>	<u>25,351</u>
Total assets	<u>\$1,222,896</u>	<u>\$1,233,059</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 78,918	\$ 102,780
Accrued expenses and other current liabilities	115,488	118,113
Income taxes payable	<u>19,276</u>	<u>9,347</u>
Total current liabilities	\$ 213,682	\$ 230,240
Long-term debt	43,161	84,221
Deferred taxes and other liabilities	<u>63,289</u>	<u>67,320</u>
Total liabilities	<u>320,132</u>	<u>381,781</u>
Shareholders' equity:		
Preferred stock	—	—
Common stock	703	698
Capital in excess of par	319,029	308,670
Retained earnings	961,670	915,541
Accumulated other comprehensive income	<u>33,988</u>	<u>38,905</u>
Total	1,315,390	1,263,814
Treasury stock, at cost	<u>(412,626)</u>	<u>(412,536)</u>
Total shareholders' equity	<u>902,764</u>	<u>851,278</u>
Total liabilities and equity	<u>\$1,222,896</u>	<u>\$1,233,059</u>



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

**FOR THE SIX MONTHS ENDED**  
**August 1, 2009 AND August 2, 2008**  
(In thousands)

	<b>Six Months Ended</b>	
	<b>2009</b>	<b>2008</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net earnings	\$ 44,741	\$ 42,768
Non-cash adjustments to net earnings:		
Depreciation and amortization	43,881	46,925
Tuxedo rental product amortization	22,089	21,819
Other	(334)	4,606
Changes in assets and liabilities	<u>(248)</u>	<u>(30,511)</u>
Net cash provided by operating activities	<u>110,129</u>	<u>85,607</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capital expenditures	(28,757)	(49,524)
Proceeds from sales of available-for-sale investments	—	59,921
Other investing activities	<u>—</u>	<u>12</u>
Net cash provided by (used in) investing activities	<u>(28,757)</u>	<u>10,409</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of common stock	1,051	1,181
Proceeds from revolving credit facility	—	100,600
Payments on revolving credit facility	(25,000)	(105,975)
Cash dividends paid	(7,344)	(7,281)
Purchase of treasury stock	(90)	(156)
Other financing activities	<u>(1,588)</u>	<u>(1,320)</u>
Net cash used in financing activities	<u>(32,971)</u>	<u>(12,951)</u>
Effect of exchange rate changes	<u>8,636</u>	<u>(3,263)</u>
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>57,037</b>	<b>79,802</b>
Balance at beginning of period	<u>87,412</u>	<u>39,446</u>
Balance at end of period	<u>\$144,449</u>	<u>\$ 119,248</u>