

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): OCTOBER 16, 2003

THE MEN'S WEARHOUSE, INC.
(Exact name of Registrant as specified in charter)

TEXAS (State or other jurisdiction of Incorporation)	1-16097 (Commission File Number)	74-1790172 (I.R.S. Employer Identification No.)
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5803 GLENMONT DRIVE HOUSTON, TEXAS (Address of principal executive offices)	77081 (Zip Code)
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Registrant's telephone number, including area code: (713) 592-7200

ITEM 5. OTHER EVENTS.

On October 16, 2003, The Men's Wearhouse, Inc. ("MW"), a Texas corporation, announced the pricing of the private offering of \$110 million aggregate principal amount of its Convertible Senior Notes due 2023 in a private, unregistered offering to "qualified institutional buyers," pursuant to Rule 144A under the Securities Act of 1933, as amended. The sale of the notes is expected to close on October 21, 2003. MW also granted the initial purchasers of the notes a 13 day option to purchase up to an additional \$20 million aggregate principal amount of the notes.

The notes will bear interest at a rate of 3.125% per year and during certain periods and subject to certain conditions, the notes are convertible by holders into shares of MW's common stock initially at a conversion rate of 23.3187 shares of common stock per \$1,000 principal amount of notes which is equivalent to an initial conversion price of \$42.88 per share of common stock, subject to adjustment in certain circumstances. Upon conversion of the notes, in lieu of delivering common stock MW may, at its discretion, deliver cash or a combination of cash and common stock.

The foregoing is qualified by reference to Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of business acquired.

Not applicable.

(b) Pro forma financial information

Not applicable.

(c) Exhibits

99.1 Press Release of The Men's Wearhouse, Inc. dated
October 16, 2003.

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: October 16, 2003

By: /s/ Neill P. Davis

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

INDEX TO EXHIBITS

Number	Exhibit
- - - - -	- - - - -
99.1	Press Release of The Men's Wearhouse, Inc. dated October 16, 2003.

THE MEN'S WEARHOUSE, INC.

NEWS RELEASE

MEN'S WEARHOUSE PRICES
\$110 MILLION CONVERTIBLE SENIOR NOTES OFFERING

HOUSTON - October 16, 2003 - Men's Wearhouse (NYSE: MW) announced today the pricing of the private offering of \$110 million aggregate principal amount of its Convertible Senior Notes due 2023 in a private, unregistered offering to "qualified institutional buyers," pursuant to Rule 144A under the Securities Act of 1933, as amended. The sale of the notes is expected to close on October 21, 2003. MW also granted the initial purchasers of the notes a 13 day option to purchase up to an additional \$20 million aggregate principal amount of the notes.

The notes will bear interest at a rate of 3.125% per year and during certain periods and subject to certain conditions, the notes are convertible by holders into shares of MW's common stock initially at a conversion rate of 23.3187 shares of common stock per \$1,000 principal amount of notes which is equivalent to an initial conversion price of \$42.88 per share of common stock, subject to adjustment in certain circumstances. Upon conversion of the notes, in lieu of delivering common stock MW may, at its discretion, deliver cash or a combination of cash and common stock.

Concurrently with the offering, MW is purchasing approximately 1.4 million shares of its common stock from purchasers of the notes in negotiated transactions for approximately \$42.3 million. MW intends to use approximately \$43.2 million of the net proceeds from the offering to repay its existing Canadian term loan. MW also intends to use the balance of the net proceeds for general corporate purposes, which may include additional purchases of its common stock under its share repurchase program.

The notes will be offered only to "qualified institutional buyers", in accordance with Rule 144A under the Securities Act of 1933. The notes to be offered and the shares of common stock issuable upon conversion of the notes will not be registered under the Securities Act of 1933 or the securities or blue sky laws of any jurisdiction and, unless registered, may not be offered or sold except pursuant to an exception from the registration requirements of the Securities Act and the applicable securities laws of any other jurisdictions. This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the notes or the shares of common stock issuable upon conversion of the notes, and

shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Safe Harbor Regarding Forward-Looking Statements

Certain statements contained in this press release may be forward-looking statements under federal securities laws. MW intends that any forward-looking statements be subject to the safe-harbor created by those laws. Such statements reflect the current views of MW with respect to future events and are subject to certain risks, uncertainties and assumptions. Although MW believes that the expectations reflected in such forward-looking statements are reasonable, should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual future results or events may vary materially from those described herein.

The forward-looking statements include, but are not limited to, (i) the expectation that MW will issue the notes and (ii) the expectations regarding use of the net proceeds from this offering. MW cautions that these statements are qualified by important factors that could cause actual results to differ materially from those reflected by the forward-looking statements. Such factors

include, but are not limited to, (a) the market for convertible debt instruments and (b) the interest rate environment. Additional information on these and other factors is contained in MW's Annual Report on Form 10-K for the year ended February 1, 2003 and our other periodic filings with the Securities and Exchange Commission. MW assumes no obligation to update the forward-looking statements contained in this press release.

Founded in 1973, Men's Wearhouse is one of North America's largest specialty retailers of men's apparel with 686 stores as of fiscal month ended September 2003. The stores carry a full selection of designer, brand name and private label suits, sport coats, furnishings and accessories. The company also operates the second largest manufacturing facility of men's suits, sport coats and slacks in Canada, most of which is used to supply the Moores stores.

For additional information, please visit the company's website at www.menswearhouse.com.

CONTACT: Claudia Pruitt, Men's Wearhouse (713) 592-7200
Ken Dennard, DRG&E (713) 529-6600

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