

**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): **May 18, 2005**

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.)

5803 Glenmont Drive
Houston, Texas
(Address of principal executive offices)

77081
(Zip Code)

713-592-7200
(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 May 18, 2005, The Men's Wearhouse, Inc. (the "Company") issued a press release reporting its earnings results for its first quarter of fiscal 2005. 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 Current Report on Form 8-K 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 May 18, 2005.

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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: May 18, 2005

By: /s/ Neill P. Davis

Neill P. Davis

Executive Vice President, Chief Financial Officer
and Principal Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of The Men's Wearhouse, Inc. dated May 18, 2005.

The Men's Wearhouse, Inc.



News Release

For Immediate Release

MEN'S WEARHOUSE REPORTS FIRST QUARTER 2005 RESULTS

***First quarter diluted earnings per share up 49% to \$0.61;
Company provides guidance for Q2 2005 and increases guidance for full year;
Also announces 3-for-2 stock split and replenishes \$50 million share repurchase program***

HOUSTON — May 18, 2005 — The Men's Wearhouse (NYSE: MW) today announced its consolidated financial results for the first quarter ended April 30, 2005.

FIRST QUARTER RESULTS

First Quarter Sales Summary Fiscal 2005

	U.S. dollars, in millions		Total Sales Change %	Comparable Store Sales Change %
	Current Year	Prior Year		
Total Company	\$ 411.6	\$ 360.7	14.1%	
United States	\$ 375.8	\$ 329.2	14.2%	10.9%
Canada	\$ 35.8	\$ 31.5	13.7%(A)	4.2%

(A) Total sales change % using Canadian dollars was 4.8% for the first quarter.

Diluted earnings per share increased to \$0.61 for the first quarter ended April 30, 2005 compared to \$0.41 last year. Net earnings were \$22.7 million compared to \$15.1 million last year. Excluding Eddie Rodriguez net operating losses, diluted earnings per share increased from \$0.42 last year to \$0.69 this year, a 64% increase.

Additionally, Men's Wearhouse announced today its Board of Directors has approved a 3-for-2 stock split of the Company's outstanding common shares, which will be paid as a stock dividend, and has replenished its share repurchase program to \$50 million by authorizing \$43 million to be added to the remaining \$7 million of the current program.

Holders of record of the Company's common stock at the close of business on May 31, 2005, will receive one additional share of common stock for every two shares of common stock they own. Fractional shares resulting from the stock split will be paid in cash in lieu of shares. The stock dividend will be paid on June 13, 2005. After the split, there will be approximately 54.0 million shares of the Company's common stock outstanding.

"This decision to declare a stock split and an additional share repurchase program was based on the Company's continuing financial success and reflects our confidence in our long-term growth outlook," stated George Zimmer, Founder, Chairman and Chief Executive Officer of Men's Wearhouse.

2005 GUIDANCE

The following guidance is before the effect of the stock split announced above.

The Company is now planning to be out of five of its six Eddie Rodriguez stores by the end of the second quarter of this year, well ahead of previous expectations. Estimated net operating losses from the Company's Eddie Rodriguez stores for fiscal 2005 are now expected to be \$0.12 to \$0.15 diluted earnings per share compared to the 2004 net operating losses of \$0.08 diluted earnings per share. Additionally, the Company granted restricted stock to employees in May, of which the expense will total \$0.04 during the remainder of fiscal 2005.

For the full year, the Company now anticipates diluted earnings per share, including Eddie Rodriguez results, to be in the range of \$2.40 to \$2.53. Excluding the Eddie Rodriguez results and including the restricted stock grant expense, the Company now expects adjusted diluted earnings per share to be in a range of \$2.55 to \$2.65. This guidance assumes mid single digit same store sales growth in both the U.S. and Canada.

For the second quarter, the Company expects adjusted diluted earnings per share, excluding the Eddie Rodriguez results, to be in a range of \$0.63 to \$0.66 based on high single digit same store sales increase in the U.S. for May followed by mid single digit increases in June and July. Including Eddie Rodriguez, the Company expects adjusted diluted earnings per share to be in a range of \$0.57 to \$0.62.

CONFERENCE CALL AND WEBCAST INFORMATION

At 5:00 p.m. Eastern time today, company management will host a conference call and real-time webcast to review the financial results of The Men's Wearhouse, Inc.'s first quarter. To access the conference call, dial 303-262-2137. To access the live webcast presentation, visit the Investor Relations section of the company's website at www.menswearhouse.com. A telephonic replay will be available through May 25 by calling 303-590-3000 and entering the access code of 11030077, or a webcast archive will be available free on the website for approximately 90 days.

STORE INFORMATION

	April 30, 2005		May 1, 2004		January 29, 2005	
	Number of Stores	Sq. Ft. (000's)	Number of Stores	Sq. Ft. (000's)	Number of Stores	Sq. Ft. (000's)
Men's Wearhouse	520	2,847.3	508	2,777.0	517	2,825.3
Moores, Clothing for Men	114	706.2	114	699.8	114	705.3
K&G (B)	76	1,804.9	73	1,691.1	76	1,770.1
Total	710	5,358.4	695	5,167.9	707	5,300.7

(B) 50, 37 and 43 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 710 stores. The stores carry a full selection of designer, brand name and private label suits, sport coats, furnishings and accessories, including tuxedo rentals available in the Men's Wearhouse and Moores 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 unfavorable local, regional and national economic developments, disruption in retail buying trends due to homeland security concerns, severe weather conditions, aggressive advertising or marketing activities of competitors and other factors described herein and in the Company's annual report on Form 10-K for the year ended January 29, 2005.

For additional information on Men's Wearhouse, 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

— Tables to Follow —

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

FOR THE THREE MONTHS ENDED
April 30, 2005 AND MAY 1, 2004
(In thousands, except per share data)

	Three Months Ended			
	2005	% of Sales	2004 <small>(as restated) (1)</small>	% of Sales
Net sales	\$411,649	100.00%	\$ 360,729	100.00%
Cost of goods sold, including buying, distribution and occupancy costs	<u>245,866</u>	<u>59.73%</u>	<u>222,919</u>	<u>61.80%</u>
Gross margin	165,783	40.27%	137,810	38.20%
Selling, general and administrative expenses	<u>128,909</u>	<u>31.32%</u>	<u>112,742</u>	<u>31.25%</u>
Operating income	36,874	8.96%	25,068	6.95%
Interest income	(794)	-0.19%	(274)	-0.08%
Interest expense	<u>1,487</u>	<u>0.36%</u>	<u>1,351</u>	<u>0.37%</u>
Earnings before income taxes	36,181	8.79%	23,991	6.65%
Provision for income taxes	<u>13,477</u>	<u>3.27%</u>	<u>8,936</u>	<u>2.48%</u>
Net earnings	<u>\$ 22,704</u>	<u>5.52%</u>	<u>\$ 15,055</u>	<u>4.17%</u>
Net earnings per share:				
Basic	<u>\$ 0.63</u>		<u>\$ 0.42</u>	
Diluted	<u>\$ 0.61</u>		<u>\$ 0.41</u>	
Weighted average common shares outstanding:				
Basic	<u>36,170</u>		<u>36,131</u>	
Diluted	<u>37,223</u>		<u>36,812</u>	

(1) The Company's Annual Report on Form 10-K for fiscal year 2004 included a restatement of certain historical information as discussed in Note 13 to the consolidated financial statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS

(In thousands)
(Unaudited)

	<u>April 30,</u> <u>2005</u>	<u>May 1,</u> <u>2004</u>
		(as restated) (1)
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$139,495	\$ 125,927
Accounts receivable, net	21,816	18,855
Inventory	422,519	390,011
Other current assets	33,856	33,212
Total current assets	617,686	568,005
Property and equipment, net	261,460	219,617
Goodwill	55,510	43,162
Other assets, net	59,550	44,190
Total assets	<u>\$994,206</u>	<u>\$ 874,974</u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
Current liabilities	\$240,628	\$ 197,200
Long term debt	130,000	131,000
Deferred taxes and other liabilities	54,245	46,142
Shareholders' equity	569,333	500,632
Total liabilities and shareholder's equity	<u>\$994,206</u>	<u>\$ 874,974</u>

(1) The Company's Annual Report on Form 10-K for fiscal year 2004 included a restatement of certain historical information as discussed in Note 13 to the consolidated financial statements.

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

FOR THE THREE MONTHS ENDED
APRIL 30, 2005 AND MAY 1, 2004
(In thousands)

	Three Months Ended	
	2005	2004
		(as restated) (1)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	\$ 22,704	\$ 15,055
Non-cash adjustments to net earnings:		
Depreciation and amortization	16,456	13,220
Other	(2,161)	(2,179)
Changes in assets and liabilities	(17,868)	(23,262)
Net cash provided by operating activities	<u>19,131</u>	<u>2,834</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(17,976)	(9,239)
Other	(21)	(23)
Net cash used in investing activities	<u>(17,997)</u>	<u>(9,262)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of treasury stock	(40,490)	—
Other	13,925	623
Net cash provided by (used in) financing activities	<u>(26,565)</u>	<u>623</u>
Effect of exchange rate changes	(82)	(414)
DECREASE IN CASH AND CASH EQUIVALENTS	(25,513)	(6,219)
Balance at beginning of period	<u>165,008</u>	<u>132,146</u>
Balance at end of period	<u>\$139,495</u>	<u>\$ 125,927</u>

(1) The Company's Annual Report on Form 10-K for fiscal year 2004 included a restatement of certain historical information as discussed in Note 13 to the consolidated financial statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES
UNAUDITED NON-GAAP CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(A Non-GAAP Financial Measure)
(In thousands, except per share amounts)

Use of Non-GAAP Financial Measures

We have provided non-GAAP adjusted earnings per share information for the three months ended April 30, 2005 and the three months ended May 1, 2004 in this news release in addition to providing financial results in accordance with GAAP. This information reflects, on a non-GAAP adjusted basis, our net earnings and earnings per diluted share after excluding the operating losses from the Eddie Rodriguez stores of \$2.9 million, net of tax, or \$0.08 diluted earnings per share in the first quarter of fiscal 2005 and of \$0.5 million, net of tax, or \$0.01 diluted earnings per share in the first quarter of fiscal 2004. This non-GAAP financial information is provided to enhance the user's overall understanding of the Company's current financial performance. Specifically, we believe the non-GAAP adjusted results provide useful information to both management and investors by excluding an expense item that we believe is not indicative of our core operating results. The non-GAAP financial information should be considered in addition to, not as a substitute for or as being superior to, operating income, cash flows, or other measures of financial performance prepared in accordance with GAAP. A reconciliation of this non-GAAP information to our actual results for the three months ended April 30, 2005 and three months ended May 1, 2004 is as follows:

	Three Months Ended April 30, 2005		
	GAAP Results	NON-GAAP Adjustments	NON-GAAP Adjusted Results
Net sales	\$411,649	\$ (1,006)	\$ 410,643
Cost of goods sold, including buying, distribution and occupancy costs	<u>245,866</u>	<u>(1,631)</u>	<u>244,235</u>
Gross margin	165,783	625	166,408
Selling, general and administrative expenses	<u>128,909</u>	<u>(3,974)</u>	<u>124,935</u>
Operating Income	36,874	4,599	41,473
Interest income	(794)	—	(794)
Interest expense	<u>1,487</u>	<u>—</u>	<u>1,487</u>
Earnings before income taxes	36,181	4,599	40,780
Provision for income taxes	<u>13,477</u>	<u>1,713</u>	<u>15,190</u>
Net earnings	<u>\$ 22,704</u>	<u>\$ 2,886</u>	<u>\$ 25,590</u>
Net earnings per diluted share	<u>\$ 0.61</u>	<u>\$ 0.08</u>	<u>\$ 0.69</u>
Weighted average diluted common shares outstanding	<u>37,223</u>		<u>37,223</u>

	Three Months Ended May 1, 2004		
	GAAP Results	NON-GAAP Adjustments	NON-GAAP Adjusted Results
Net sales	\$360,729	\$ (412)	\$ 360,317
Cost of goods sold, including buying, distribution and occupancy costs	<u>222,919</u>	<u>(634)</u>	<u>222,285</u>
Gross margin	137,810	222	138,032
Selling, general and administrative expenses	<u>112,742</u>	<u>(549)</u>	<u>112,193</u>
Operating Income	25,068	771	25,839
Interest income	(274)	—	(274)
Interest expense	<u>1,351</u>	<u>—</u>	<u>1,351</u>
Earnings before income taxes	23,991	771	24,762
Provision for income taxes	<u>8,936</u>	<u>287</u>	<u>9,223</u>
Net earnings	<u>\$ 15,055</u>	<u>\$ 484</u>	<u>\$ 15,539</u>
Net earnings per diluted share	<u>\$ 0.41</u>	<u>\$ 0.01</u>	<u>\$ 0.42</u>
Weighted average diluted common shares outstanding	<u>36,812</u>		<u>36,812</u>