

**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): August 17, 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 August 17, 2005, The Men's Wearhouse, Inc. (the "Company") issued a press release reporting its earnings results for the second quarter and six months ended July 30, 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 August 17, 2005.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of The Men's Wearhouse, Inc. dated August 17, 2005.

The Men's Wearhouse, Inc.



News Release

For Immediate Release

MEN'S WEARHOUSE REPORTS SECOND QUARTER 2005 RESULTS

Second quarter diluted earnings per share up 30% to \$0.43 including charges; Second quarter diluted earnings per share up 40% to \$0.49 excluding charges; Company provides guidance for Q3 2005 and raises full year earnings guidance

HOUSTON — August 17, 2005 — The Men's Wearhouse (NYSE: MW) today announced its consolidated financial results for the second quarter ended July 30, 2005.

SECOND QUARTER RESULTS

Second Quarter Sales Summary — Fiscal 2005

	U.S. dollars, in millions		Total Sales Change %	Comparable Store Sales Change %
	Current Year	Prior Year		
Total Company	\$ 423.6	\$ 369.5	14.6%	
United States	\$ 369.6	\$ 321.6	14.9%	10.5%
Canada	\$ 54.0	\$ 47.9	12.8%(A)	3.2%

(A) Total sales change % using Canadian dollars was 3.3%.

Diluted earnings per share increased to \$0.43 for the second quarter ended July 30, 2005 compared to \$0.33 last year. Net earnings were \$24.4 million compared to \$18.4 million last year. Excluding Eddie Rodriguez net operating losses, diluted earnings per share increased from \$0.35 last year to \$0.49 this year, a 40% increase.

YEAR-TO-DATE RESULTS

Six Months Sales Summary — Fiscal 2005

	U.S. dollars, in millions		Total Sales Change %	Comparable Store Sales Change %
	Current Year	Prior Year		
Total Company	\$ 835.2	\$ 730.2	14.4%	
United States	\$ 745.3	\$ 650.8	14.5%	10.7%
Canada	\$ 89.9	\$ 79.4	13.1%(B)	3.6%

(B) Total sales change % using Canadian dollars was 3.9%.

Diluted earnings per share increased to \$0.84 for year-to-date ended July 30, 2005 compared to \$0.61 last year. Net earnings were \$47.1 million compared to \$33.4 million last year. Excluding Eddie Rodriguez net operating losses, diluted earnings per share increased from \$0.63 last year to \$0.95 this year, a 51% increase.

2005 GUIDANCE

The Company has closed all six of its Eddie Rodriguez stores. Net operating losses from the Company's Eddie Rodriguez stores for the second quarter of fiscal year 2005 were \$0.06 diluted earnings per share compared to the prior year's second quarter loss of \$0.01 diluted earnings per share. The Company is not expecting additional losses on the Eddie Rodriguez stores, therefore, the loss for fiscal 2005 is expected to be \$0.11 diluted earnings per share. The loss for fiscal year 2004 was \$0.05 diluted earnings per share.

For the third quarter, the Company expects diluted earnings per share results to be in a range of \$0.33 to \$0.35 based on high single digit same store sales increase in the U.S. and mid single digit increase in Canada.

For fiscal year 2005, the Company expects adjusted diluted earnings per share, excluding the Eddie Rodriguez results, to be in a range of \$1.77 to \$1.82 based on mid single digit same store sales increase in the U.S and Canada for the second half of the fiscal year. Including the Eddie Rodriguez net operating losses, the fiscal year 2005 adjusted diluted earnings per share are expected to be in a range of \$1.66 to \$1.71.

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 second quarter. To access the conference call, dial 303-262-2131. 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 August 24 by calling 303-590-3000 and entering the access code of 11036962, or a webcast archive will be available free on the website for approximately 90 days.

STORE INFORMATION

	July 30, 2005		July 31, 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	523	2,870.2	508	2,772.1	517	2,825.3
Moore's, Clothing for Men	114	708.3	114	703.5	114	705.3
K&G (C)	76	1,808.9	74	1,702.5	76	1,770.1
Total	713	5,387.4	696	5,178.1	707	5,300.7

(C) 49, 38 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 713 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 and Form 10-Q for the quarter ended April 30, 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
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Unaudited)

FOR THE SIX MONTHS ENDED
July 30, 2005 AND July 31, 2004
(In thousands, except per share data)

	Six Months Ended			
	2005	% of Sales	2004	% of Sales
Net sales	\$835,225	100.00%	(as restated) (1) \$ 730,209	100.00%
Cost of goods sold, including buying, distribution and occupancy costs	501,146	60.00%	446,943	61.21%
Gross margin	334,079	40.00%	283,266	38.79%
Selling, general and administrative expenses	258,801	30.99%	227,927	31.21%
Operating income	75,278	9.01%	55,339	7.58%
Interest income	(1,565)	(0.19%)	(637)	(0.09%)
Interest expense	2,999	0.36%	2,773	0.38%
Earnings before income taxes	73,844	8.84%	53,203	7.29%
Provision for income taxes	26,754	3.20%	19,768	2.71%
Net earnings	\$ 47,090	5.64%	\$ 33,435	4.58%
Net earnings per share(2):				
Basic	\$ 0.87		\$ 0.62	
Diluted	\$ 0.84		\$ 0.61	
Weighted average common shares outstanding (2):				
Basic	54,245		54,080	
Diluted	56,162		55,077	

- (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.
- (2) All earnings per share and weighted average common share information reflects a three-for-two stock split in the form of a stock dividend effective at the close of business on June 13, 2005.



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

FOR THE THREE MONTHS ENDED
July 30, 2005 AND July 31, 2004
(In thousands, except per share data)

	Three Months Ended			
	2005	% of Sales	2004 (as restated)(1)	% of Sales
Net sales	\$423,576	100.00%	\$ 369,480	100.00%
Cost of goods sold, including buying, distribution and occupancy costs	255,280	60.27%	224,024	60.63%
Gross margin	168,296	39.73%	145,456	39.37%
Selling, general and administrative expenses	129,892	30.67%	115,185	31.17%
Operating income	38,404	9.07%	30,271	8.19%
Interest income	(771)	(0.18%)	(363)	(0.10%)
Interest expense	1,512	0.36%	1,422	0.38%
Earnings before income taxes	37,663	8.89%	29,212	7.91%
Provision for income taxes	13,277	3.13%	10,832	2.93%
Net earnings	\$ 24,386	5.76%	\$ 18,380	4.97%
Net earnings per share (2):				
Basic	\$ 0.45		\$ 0.34	
Diluted	\$ 0.43		\$ 0.33	
Weighted average common shares outstanding (2):				
Basic	54,235		53,965	
Diluted	56,490		54,937	

- (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.
- (2) All earnings per share and weighted average common share information reflects a three-for-two stock split in the form of a stock dividend effective at the close of business on June 13, 2005.



THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

(Unaudited)

	<u>July 30, 2005</u>	<u>July 31, 2004</u>
(as restated) (1)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 54,627	\$ 119,364
Short-term investments	78,925	—
Accounts receivable, net	16,355	15,431
Inventories	416,828	387,261
Other current assets	<u>33,654</u>	<u>33,889</u>
Total current assets	600,389	555,945
Property and equipment, net	264,692	222,781
Goodwill	56,129	43,834
Other assets, net	<u>60,042</u>	<u>47,266</u>
Total assets	<u>\$981,252</u>	<u>\$ 869,826</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities	\$190,714	\$ 180,877
Long-term debt	130,000	131,000
Deferred taxes and other liabilities	51,665	45,709
Shareholders' equity	<u>608,873</u>	<u>512,240</u>
Total liabilities and equity	<u>\$981,252</u>	<u>\$ 869,826</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
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

FOR THE SIX MONTHS ENDED
July 30, 2005 AND July 31, 2004
(In thousands)

	Six Months Ended	
	2005	2004 (as restated) (1)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	\$ 47,090	\$ 33,435
Non-cash adjustments to net earnings:		
Depreciation and amortization	31,796	26,182
Other	(1,769)	(2,753)
Changes in assets and liabilities	<u>(54,008)</u>	<u>(35,541)</u>
Net cash provided by operating activities	<u>23,109</u>	<u>21,323</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(35,482)	(24,216)
Purchases of available-for-sale investments	(79,000)	—
Proceeds from sales of available-for-sale investments	75	—
Other	<u>(48)</u>	<u>(76)</u>
Net cash used in investing activities	<u>(114,455)</u>	<u>(24,292)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	21,393	1,577
Purchase of treasury stock	(40,490)	(11,186)
Other	<u>—</u>	<u>(276)</u>
Net cash used in financing activities	<u>(19,097)</u>	<u>(9,885)</u>
Effect of exchange rate changes	<u>62</u>	<u>72</u>
DECREASE IN CASH AND CASH EQUIVALENTS	(110,381)	(12,782)
Balance at beginning of period	<u>165,008</u>	<u>132,146</u>
Balance at end of period	<u>\$ 54,627</u>	<u>\$ 119,364</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 six months ended July 30, 2005, the three months ended July 30, 2005, the six months ended July 31, 2004 and the three months ended July 31, 2004 in this press 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 net operating losses from the Eddie Rodriguez stores. These losses were:

\$6.3 million, net of tax, or \$0.11 diluted earnings per share for the six months ended July 30, 2005,

\$3.4 million, net of tax, or \$0.06 diluted earnings per share in the second quarter of fiscal 2005,

\$1.2 million, net of tax, or \$0.02 diluted earnings per share for the six months ended July 31, 2004 and

\$0.7 million, net of tax, or \$0.01 diluted earnings per share in the second 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 six months ended July 30, 2005, the three months ended July 30, 2005, the six months ended July 31, 2004 and the three months ended July 31, 2004 is as follows:

Non-GAAP Financial Measures

	Six Months Ended July 30, 2005		
	GAAP Results	NON-GAAP Adjustments	NON-GAAP Adjusted Results
Net sales	\$835,225	\$ (1,791)	\$ 833,434
Cost of goods sold, including buying, distribution and occupancy costs	<u>501,146</u>	<u>(5,116)</u>	<u>496,030</u>
Gross margin	334,079	3,325	337,404
Selling, general and administrative expenses	<u>258,801</u>	<u>(6,492)</u>	<u>252,309</u>
Operating Income	75,278	9,817	85,095
Interest income	(1,565)	—	(1,565)
Interest expense	<u>2,999</u>	<u>—</u>	<u>2,999</u>
Earnings before income taxes	73,844	9,817	83,661
Provision for income taxes	<u>26,754</u>	<u>3,552</u>	<u>30,306</u>
Net earnings	<u>\$ 47,090</u>	<u>\$ 6,265</u>	<u>\$ 53,355</u>
Net earnings per diluted share (1)	<u>\$ 0.84</u>	<u>\$ 0.11</u>	<u>\$ 0.95</u>
Weighted average diluted common shares outstanding	<u>56,162</u>		<u>56,162</u>
	Three Months Ended July 30, 2005		
	GAAP Results	NON-GAAP Adjustments	NON-GAAP Adjusted Results
Net sales	\$423,576	\$ (785)	\$ 422,791
Cost of goods sold, including buying, distribution and occupancy costs	<u>255,280</u>	<u>(3,485)</u>	<u>251,795</u>
Gross margin	168,296	2,700	170,996
Selling, general and administrative expenses	<u>129,892</u>	<u>(2,518)</u>	<u>127,374</u>
Operating Income	38,404	5,218	43,622
Interest income	(771)	—	(771)
Interest expense	<u>1,512</u>	<u>—</u>	<u>1,512</u>
Earnings before income taxes	37,663	5,218	42,881
Provision for income taxes	<u>13,277</u>	<u>1,839</u>	<u>15,116</u>
Net earnings	<u>\$ 24,386</u>	<u>\$ 3,379</u>	<u>\$ 27,765</u>
Net earnings per diluted share (1)	<u>\$ 0.43</u>	<u>\$ 0.06</u>	<u>\$ 0.49</u>
Weighted average diluted common shares outstanding	<u>56,490</u>		<u>56,490</u>

(1) Due to the effect of rounding, the sum of the per share amounts may not equal the effect of the adjustments.

Non-GAAP Financial Measures (continued)

	Six Months Ended July 31, 2004		
	GAAP Results	NON-GAAP Adjustments	NON-GAAP Adjusted Results
Net sales	\$730,209	\$ (1,145)	\$ 729,064
Cost of goods sold, including buying, distribution and occupancy costs	<u>446,943</u>	<u>(1,774)</u>	<u>445,169</u>
Gross margin	283,266	629	283,895
Selling, general and administrative expenses	<u>227,927</u>	<u>(1,201)</u>	<u>226,726</u>
Operating Income	55,339	1,830	57,169
Interest income	(637)	—	(637)
Interest expense	<u>2,773</u>	<u>—</u>	<u>2,773</u>
Earnings before income taxes	53,203	1,830	55,033
Provision for income taxes	<u>19,768</u>	<u>676</u>	<u>20,444</u>
Net earnings	<u>\$ 33,435</u>	<u>\$ 1,154</u>	<u>\$ 34,589</u>
Net earnings per diluted share (1)	<u>\$ 0.61</u>	<u>\$ 0.02</u>	<u>\$ 0.63</u>
Weighted average diluted common shares outstanding	<u>55,077</u>		<u>55,077</u>
	Three Months Ended July 31, 2004		
	GAAP Results	NON-GAAP Adjustments	NON-GAAP Adjusted Results
Net sales	\$369,480	\$ (733)	\$ 368,747
Cost of goods sold, including buying, distribution and occupancy costs	<u>224,024</u>	<u>(1,139)</u>	<u>222,885</u>
Gross margin	145,456	406	145,862
Selling, general and administrative expenses	<u>115,185</u>	<u>(651)</u>	<u>114,534</u>
Operating Income	30,271	1,057	31,328
Interest income	(363)	—	(363)
Interest expense	<u>1,422</u>	<u>—</u>	<u>1,422</u>
Earnings before income taxes	29,212	1,057	30,269
Provision for income taxes	<u>10,832</u>	<u>388</u>	<u>11,220</u>
Net earnings	<u>\$ 18,380</u>	<u>\$ 669</u>	<u>\$ 19,049</u>
Net earnings per diluted share (1)	<u>\$ 0.33</u>	<u>\$ 0.01</u>	<u>\$ 0.35</u>
Weighted average diluted common shares outstanding	<u>54,937</u>		<u>54,937</u>

(1) Due to the effect of rounding, the sum of the per share amounts may not equal the effect of the adjustments.