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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 18, 2006**

**The Men's Warehouse, 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 8.01 Other Events**

On July 25, 2006, the Board of Directors of The Men's Wearhouse, Inc. (the "Company") declared a quarterly cash dividend of \$0.05 per share on the Company's common stock, payable on September 29, 2006, to shareholders of record at the close of business on September 18, 2006 (the "Record Date").

As a result of the above-described cash dividend, effective immediately prior to the opening of business on the day following the Record Date, the conversion rate of the Company's 3.125% Convertible Senior Notes due 2023 (the "Notes") shall change from the current conversion rate of 35.0815 shares of common stock per \$1,000 principal amount of notes, which is equivalent to a conversion price of \$28.51 per share of common stock, to 35.1309 shares of common stock per \$1,000 principal amount of notes, which is equivalent to a conversion price of \$28.47 per share of common stock. The Company intends to notify holders of the Notes by mail on or about September 19, 2006.

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## SIGNATURES

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

Date: September 18, 2006

THE MEN'S WEARHOUSE, INC.

By: /s/ Neill P. Davis

Neill P. Davis

Executive Vice President, Chief Financial Officer,  
Treasurer and Principal Financial Officer