

Company's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on December 30, 1998 and is hereby incorporated herein by reference. A copy of the press release announcing the signing of the Combination Agreement is filed as Exhibit 99.1 and is hereby incorporated herein by reference.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(b) Pro Forma Financial Information.

The following pro forma financial information is included in Appendix A hereto and filed herewith:

Pro Forma Combined Financial Statements - Basis of Presentation

Pro Forma Combined Balance Sheet at October 31, 1998

Pro Forma Combined Statements of Net Earnings:

For the Year Ended January 31, 1998
For the Nine Months Ended October 31, 1998
For the Nine Months Ended November 1, 1997

Notes to Pro Forma Combined Financial Statements

(c) Exhibits.

- 2.1 - Combination Agreement dated November 18, 1998, by and between The Men's Wearhouse, Inc., Golden Moores Company, Moores Retail Group Inc. and the Shareholders of Moores Retail Group signatory thereto (incorporated by reference from Exhibit 2.1 to the Company's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on December 30, 1998).
- 4.1 - Registration Rights Agreement dated as of November 18, 1998, by and among The Men's Wearhouse, Inc. and Marpro Holdings, Inc., MGB Limited Partnership, Capital D'Amérique CDPQ Inc., Cerberus International, Ltd., Ultra Cerberus Fund, Ltd., Styx International Ltd., The Long Horizons Overseas Fund Ltd., The Long Horizons Fund, L.P. and Styx Partners, L.P. (incorporated by reference from Exhibit 4.13 to the Company's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on December 30, 1998).
- 99.1 - Press Release of the Company dated November 18, 1998, announcing the signing of the Combination Agreement.

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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.

Dated: December 30, 1998

/s/ GARY CKODRE

Gary Ckudre
Vice President - Finance

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APPENDIX A

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

PRO FORMA COMBINED FINANCIAL STATEMENTS

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<S>	<C>	(U.S. \$) <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ASSETS									
CURRENT ASSETS:									
Cash.....	\$ 5,910	\$ 1,696	\$ 7,606		\$	\$ 7,606		\$	\$ 7,606
Inventories.....	275,215	38,482	313,697			313,697			313,697
Other current assets.....	13,596	3,057	16,653			16,653	(2)	511	17,164
Total current assets.....	294,721	43,235	337,956			337,956		511	338,467
PROPERTY AND EQUIPMENT, NET...	96,434	10,430	106,864			106,864			106,864
OTHER ASSETS, NET.....	24,683	25,109	49,792	(1)	(246)	49,546	(2)	(2,941)	46,605
TOTAL.....	\$415,838	\$78,774	\$494,612		\$ (246)	\$494,366		\$ (2,430)	\$491,936
LIABILITIES AND SHAREHOLDERS' EQUITY									
CURRENT LIABILITIES:									
Revolving debt.....	\$	\$10,521	\$ 10,521		\$	\$ 10,521	(2)	\$ (10,521)	\$
Current portion of long-term debt.....		3,403	3,403			3,403	(2)	(3,403)	
Accounts payable and accrued expenses.....	96,054	14,123	110,177	(1)	(314)	109,863			109,863
Income taxes payable.....	837	660	1,497	(1)	(219)	1,278			1,278
Total current liabilities.....	96,891	28,707	125,598		(533)	125,065		(13,924)	111,141
LONG-TERM DEBT.....	32,750	44,672	77,422	(1)	3,912	81,334	(2)	15,575	96,909
OTHER LIABILITIES.....	7,089	264	7,353			7,353	(2)	(1,023)	6,330
Total liabilities.....	136,730	73,643	210,373		3,379	213,752		628	214,380
COMMITMENTS AND CONTINGENCIES									
SHAREHOLDERS' EQUITY:									
Preferred stock.....									
Common stock.....	348	1,708	2,056	(3)	(1,683)	373			373
Capital in excess of par....	148,264		148,264	(1) (3)	2,985	151,249			151,249
Retained earnings.....	131,490	3,786	135,276	(1)	(4,927)	130,349	(2)	(3,058)	127,291
Total.....	280,102	5,494	285,596		(3,625)	281,971		(3,058)	278,913
Currency translation adjustment.....		(363)	(363)			(363)			(363)
Treasury stock, at cost....	(994)		(994)			(994)			(994)
Total shareholders' equity.....	279,108	5,131	284,239		(3,625)	280,614		(3,058)	277,556
TOTAL.....	\$415,838	\$78,774	\$494,612		\$ (246)	\$494,366		\$ (2,430)	\$491,936

</TABLE>

See Notes to Pro Forma Combined Financial Statements.

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THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

PRO FORMA COMBINED STATEMENT OF EARNINGS
FOR THE YEAR ENDED JANUARY 31, 1998
(UNAUDITED -- IN THOUSANDS, EXCEPT PER SHARE DATA)

<TABLE>

<CAPTION>

<S>	AS REPORTED			<C>	<C>	<C>
	MEN'S WEARHOUSE	MOORES	TOTAL			
		(U.S. \$)				
Net sales.....	\$631,110	\$131,414	\$762,524			\$762,524
Cost of goods sold, including buying and occupancy costs.....	388,517	82,751	471,268			471,268
Gross margin.....	242,593	48,663	291,256			291,256
Selling, general and administrative expenses.....	191,063	35,296	226,359			226,359
Operating income.....	51,530	13,367	64,897			64,897
Interest expense, net.....	2,366	7,234	9,600			9,600
Earnings before income taxes.....	49,164	6,133	55,297			55,297
Provision for income taxes.....	20,281	4,065	24,346			24,346
Net earnings.....	\$ 28,883	\$ 2,068	\$ 30,951			\$ 30,951

Assuming issuance of 2,500 shares:

Net earnings per share --

Basic.....	\$ 0.89	\$ 0.89		\$ 0.89
Diluted.....	\$ 0.87	\$ 0.87		\$ 0.87
Weighted average shares outstanding --				
Basic.....	32,345	32,345	(4)	2,500 34,845
Diluted.....	35,384	35,384	(4)	2,500 37,884
Assuming issuance of 2,750 shares:				
Net earnings per share --				
Basic.....	\$ 0.89	\$ 0.89		\$ 0.88
Diluted.....	\$ 0.87	\$ 0.87		\$ 0.86
Weighted average shares outstanding --				
Basic.....	32,345	32,345	(4)	2,750 35,095
Diluted.....	35,384	35,384	(4)	2,750 38,134

</TABLE>

See Notes to Pro Forma Combined Financial Statements.

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THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

PRO FORMA COMBINED STATEMENT OF EARNINGS

FOR THE NINE MONTHS ENDED OCTOBER 31, 1998
(UNAUDITED - IN THOUSANDS, EXCEPT PER SHARE DATA)

<TABLE>
<CAPTION>

AS REPORTED

	MEN'S WEARHOUSE	MOORES	TOTAL	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED
		(U.S. \$)			
<S>	<C>	<C>	<C>	<C>	<C>
Net sales.....	\$504,450	\$ 94,682	\$599,132		\$599,132
Cost of goods sold, including buying and occupancy costs.....	311,432	59,002	370,434		370,434
Gross margin.....	193,018	35,680	228,698		228,698
Selling, general and administrative expenses.....	153,910	25,863	179,773		179,773
Operating income.....	39,108	9,817	48,925		48,925
Interest expense, net.....	1,674	5,310	6,984		6,984
Earnings before income taxes.....	37,434	4,507	41,941		41,941
Provision for income taxes.....	15,442	2,693	18,135		18,135
Net earnings before extraordinary item....	\$ 21,992	\$ 1,814	\$ 23,806		\$ 23,806
Assuming issuance of 2,500 shares:					
Net earnings before extraordinary item per share --					
Basic.....	\$ 0.66		\$ 0.66		\$ 0.66
Diluted.....	\$ 0.64		\$ 0.64		\$ 0.64
Weighted average shares outstanding --					
Basic.....	33,517		33,517	(4) 2,500	36,017
Diluted.....	36,261		36,261	(4) 2,500	38,761
Assuming issuance of 2,750 shares:					
Net earnings before extraordinary item per share --					
Basic.....	\$ 0.66		\$ 0.66		\$ 0.66
Diluted.....	\$ 0.64		\$ 0.64		\$ 0.64
Weighted average shares outstanding --					
Basic.....	33,517		33,517	(4) 2,750	36,267
Diluted.....	36,261		36,261	(4) 2,750	39,011

</TABLE>

See Notes to Pro Forma Combined Financial Statements.

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THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES
PRO FORMA COMBINED STATEMENT OF EARNINGS
FOR THE NINE MONTHS ENDED NOVEMBER 1, 1997
(UNAUDITED -- IN THOUSANDS, EXCEPT PER SHARE DATA)

<TABLE>
<CAPTION>

AS REPORTED

	MEN'S WEARHOUSE	MOORES	TOTAL	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED
		(U.S. \$)			
<S>	<C>	<C>	<C>	<C>	<C>
Net sales.....	\$410,867	\$92,402	\$503,269		\$503,269
Cost of goods sold, including buying and occupancy costs.....	256,104	58,129	314,233		314,233
Gross margin.....	154,763	34,273	189,036		189,036
Selling, general and administrative expenses.....	127,508	24,184	151,692		151,692
Operating income.....	27,255	10,089	37,344		37,344
Interest expense, net.....	1,824	5,478	7,302		7,302
Earnings before income taxes.....	25,431	4,611	30,042		30,042
Provision for income taxes.....	10,490	2,550	13,040		13,040
Net earnings.....	\$ 14,941	\$ 2,061	\$ 17,002		\$ 17,002
Assuming issuance of 2,500 shares:					

Net earnings per share --					
Basic.....	\$ 0.47		\$ 0.47		\$ 0.49
Diluted.....	\$ 0.47		\$ 0.47		\$ 0.49
Weighted average shares outstanding --					
Basic.....	32,089		32,089	(4) 2,500	34,589
Diluted.....	35,123		35,123	(4) 2,500	37,623
Assuming issuance of 2,750 shares:					

Net earnings per share --					
Basic.....	\$ 0.47		\$ 0.47		\$ 0.49
Diluted.....	\$ 0.47		\$ 0.47		\$ 0.49
Weighted average shares outstanding --					
Basic.....	32,089		32,089	(4) 2,750	34,839
Diluted.....	35,123		35,123	(4) 2,750	37,873

</TABLE>

See Notes to Pro Forma Combined Financial Statements.

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THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO PRO FORMA COMBINED FINANCIAL STATEMENTS
(UNAUDITED, IN THOUSANDS)

The pro forma combined financial statements as of October 31, 1998 and for the nine months ended October 31, 1998 and November 1, 1997 and for the year ended January 31, 1998 include the following adjustments to reflect the combination as a pooling of interests and the concurrent debt refinancing:

1. To record the estimated transaction costs to complete the combination of Men's Wearhouse and Moores under pooling of interests accounting. The costs, which primarily relate to investment banking fees, professional fees, contract termination payments and unamortized stock option compensation expenses, are currently estimated to be approximately \$4,927, net of a tax benefit of \$219, and are reflected as a reduction in retained earnings in the accompanying balance sheet. These costs are not reflected in the pro forma combined statements of earnings.

2. To adjust the pro forma combined balance sheet for the effects of refinancing approximately \$60 million of existing Moores debt as of October 31, 1998 as follows:

<TABLE>

<S>	<C>
Revolving debt refinanced with long-term debt.....	\$10,521
Current portion of long-term debt refinanced with long-term debt.....	3,403
Prepayment penalty from early retirement of long-term debt.....	1,651

Addition to long-term debt.....	\$15,575
	=====
Write off of Moores historical deferred financing costs, net of tax of \$907.....	\$ 2,034
Prepayment penalty from early retirement of long-term debt, net of tax of \$627.....	1,024

Adjustment to retained earnings.....	\$ 3,058
	=====

</TABLE>

The effects of the refinancing are not reflected in the pro forma combined statements of earnings.

3. To adjust common stock and capital in excess of par value to reflect the issuance of 2,500,000 shares of Men's Wearhouse common stock to Moores shareholders and optionholders.

4. Pro forma basic earnings per share is computed based on the weighted average number of common shares outstanding. Pro forma diluted earnings per share is computed based on the weighted average number of common shares plus the dilutive impact of options and convertible securities for each period after giving effect to the combination on a pooling of interests basis. Pro forma shares and earnings per share data is presented to reflect the issuance of a minimum of 2,500,000 shares and a maximum of 2,750,000 shares of Men's Wearhouse common stock.

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INDEX TO EXHIBITS

Number	Exhibit
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99.1	Press Release of the Company dated November 18, 1998, announcing the signing of the Combination Agreement.

MEN'S WEARHOUSE SIGNS DEFINITIVE AGREEMENT
TO ACQUIRE MOORES RETAIL GROUP OF CANADA

FREMONT, Calif. - (BUSINESS WIRE) - November 18, 1998 - Men's Wearhouse, Inc. (NASDAQ National Market System Symbol: SUIT) said today it has executed a Definitive Agreement to acquire Moores Retail Group Inc. (Moores), a privately held retailer which operates 115 men's apparel stores - 107 stores in Canada and 8 stores in the United States and a vertically integrated manufacturing facility in Montreal, Canada. The retail stores are operated under the name, Moores The Suit People.

Under the terms of the Agreement, Moores would be merged with a subsidiary of Men's Wearhouse with shareholders of Moores receiving, based on certain adjustments, between 2.50 and 2.75 million shares of Men's Wearhouse common shares for all of the outstanding shares of Moores. In addition, Men's Wearhouse will assume approximately \$90 million (Canadian dollars) in debt of Moores, which it expects to refinance. The company intends to account for this transaction as a pooling-of-interest. The proposed merger, which is expected to be completed by the end of Men's Wearhouse current fiscal year, is expected to benefit Men's Wearhouse growth strategies.

Moores was founded in 1961 as Golden Brand Clothing and opened its first retail store in 1980. The company currently operates its men's apparel stores in all of Canada's ten provinces including Ontario (46 stores); Quebec (22 stores); British Columbia (13 stores); Alberta (11 stores); Saskatchewan (2 stores); Manitoba (5 stores); New Brunswick (3 stores); Nova Scotia (3 stores); Newfoundland (1 store); Prince Edward Island (one store) and eight stores in the United States in Chicago, Illinois, and Cleveland and Youngstown, Ohio. Moores employs approximately 2,000 individuals, 1,100 and 900 in its retail and manufacturing operations, respectively.

For the fiscal year ended January 31, 1998, Moores had sales of approximately \$183 million (Canadian dollars) and generated earnings before interest, taxes, depreciation, amortization, and non-recurring costs of \$25.7 million (Canadian dollars). Moores' wholly owned subsidiary, Golden Brand Clothing Canada, Ltd. manufactures tailored apparel primarily for Moore's retail operations. According to the Canadian Apparel Market Monitor, Moores is the largest retailer of men's suits and sport coats with approximately 17.6 percent of the retail dollar market share in Canada. Moores retail stores are principally located in strip or power shopping centers which offer merchandise at everyday low prices of approximately 20-30 percent below department stores.

Founded in 1973, Men's Wearhouse is one of the largest specialty retailers of men's tailored business attire in the United States. The company currently operates 414 stores in 38 states, including 18 stores in its Value Priced Clothing division. Men's Wearhouse stores carry a full selection of designer, brand name and private label suits, sport coats, furnishings and accessories. The company reported revenues of \$631.1 million in fiscal 1997.

For more information on Men's Wearhouse, contact the company on the worldwide web at www.menswearhouse.com.

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 include the company's intent to complete the acquisition of Moores Retail Group, Inc., and may be significantly impacted by various factors, including unfavorable local, regional and national economic developments, severe weather conditions, aggressive advertising or marketing activities of competitors and other factors described herein and in the company's annual report Form 10-K filed with the Securities and Exchange Commission for the year ended January 31, 1998 and Form 10-Q for the quarter ended August 1, 1998.

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Contact:

The Men's Wearhouse
Neill Davis, 713/592-7200