

**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): **June 21, 2019**

**Tailored Brands, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation)

**1-16097**  
(Commission File Number)

**47-4908760**  
(IRS Employer Identification No.)

**6380 Rogerdale Road**  
**Houston, Texas**  
(Address of principal executive offices)

**77072**  
(Zip Code)

**281-776-7000**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u>              | <u>Trading<br/>Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|------------------------------|--|
| Common Stock, par value \$.01 per share | TLRD                         | New York Stock Exchange                          |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) On June 21, 2019, Tailored Brands, Inc. (the “Company”) held its Annual Meeting of Shareholders. At the meeting, the shareholders voted on the following proposals:

1. the election of seven directors to the Company’s Board of Directors for the coming year;
2. the ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal 2019; and
3. approval, on an advisory basis, of the compensation of the Company’s named executive officers.

(b) The seven nominees to the Board of Directors of the Company were elected at the meeting and proposals 2 and 3 each received the affirmative votes required for approval.

The number of shares voted for, against and withheld, as well as the number of broker non-votes and abstentions, as the case may be, as to each proposal were as follows:

Proposal 1 — Election of Directors:

| <u>Nominee</u>    | <u>Shares Voted For</u> | <u>Shares Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------|-------------------------|------------------------|-------------------------|
| Dinesh S. Lathi   | 31,146,397              | 1,705,619              | 12,336,884              |
| Theo Killion      | 31,446,407              | 1,405,609              | 12,336,884              |
| David H. Edwab    | 30,663,165              | 2,218,851              | 12,336,884              |
| Irene Chang Britt | 31,378,896              | 1,473,120              | 12,336,884              |
| Sue Gove          | 31,365,822              | 1,486,194              | 12,336,884              |
| Grace Nichols     | 31,514,899              | 1,337,117              | 12,336,884              |
| Sheldon I. Stein  | 31,456,336              | 1,395,680              | 12,336,884              |

Proposal 2 — Ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal 2019:

| <u>Shares Voted For</u> | <u>Shares Voted Against</u> | <u>Abstentions</u> |
|-------------------------|-----------------------------|--------------------|
| 42,915,157              | 1,699,437                   | 574,306            |

Proposal 3 — Approval, on an advisory basis, of the compensation of the Company’s named executive officers:

| <u>Shares Voted For</u> | <u>Shares Voted Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------------------|-----------------------------|--------------------|-------------------------|
| 28,824,361              | 3,870,471                   | 157,184            | 12,336,884              |

**Item 8.01 Other Events.**

On June 24, 2019, the Company issued a press release announcing that its Board of Directors declared a quarterly cash dividend of \$0.18 per share on the Company’s common stock, payable on September 27, 2019 to shareholders of record at the close of business on September 17, 2019.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.* The following exhibit is included in this Form 8-K:

| <u>Number</u> | <u>Description</u>                                |
|---------------|---|
| 99.1          | Press Release of the Company dated June 24, 2019. |

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | <a href="#">Press Release of the Company dated June 24, 2019.</a> |

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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: June 24, 2019

TAILORED BRANDS, INC.

By: \_\_\_\_\_ /s/ BRIAN T. VACLAVIK  
Brian T. Vaclavik  
Senior Vice President and Chief Accounting Officer



## TAILORED BRANDS

### *News Release*

Contact:  
Investor Relations  
(281) 776-7575  
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Julie MacMedan, VP, Investor Relations  
Tailored Brands, Inc.

### **For Immediate Release**

### **TAILORED BRANDS, INC. DECLARES QUARTERLY CASH DIVIDEND**

FREMONT, CA — June 24, 2019 — Tailored Brands, Inc. (NYSE: TLRD) announced that its Board of Directors declared a quarterly cash dividend of \$0.18 per share payable on September 27, 2019, to shareholders of record at the close of business on September 17, 2019.

### **About Tailored Brands, Inc.**

As the leading specialty retailer of men's tailored clothing and largest men's formalwear provider in the U.S. and Canada, Tailored Brands helps men love the way they look for work and special occasions. We serve our customers through an expansive omni-channel network that includes over 1,400 stores in the U.S. and Canada as well as our branded e-commerce websites. Our brands include Men's Wearhouse, Jos. A. Bank, Joseph Abboud, Moores Clothing for Men and K&G. We also operate an international corporate apparel and workwear group consisting of Dimensions, Alexandra and Yaffy in the United Kingdom and Twin Hill in the United States.

For additional information on Tailored Brands, please visit the Company's websites at [www.tailoredbrands.com](http://www.tailoredbrands.com), [www.menswearhouse.com](http://www.menswearhouse.com), [www.josbank.com](http://www.josbank.com), [www.josephabboud.com](http://www.josephabboud.com), [www.mooreclothing.com](http://www.mooreclothing.com), [www.kgstores.com](http://www.kgstores.com), [www.dimensions.co.uk](http://www.dimensions.co.uk), [www.alexandra.co.uk](http://www.alexandra.co.uk) and [www.twinhill.com](http://www.twinhill.com).

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