

PROSPECTUS

**THE MEN'S WEARHOUSE, INC.
401(K) SAVINGS PLAN**

Common Stock

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Neither the Securities and Exchange Commission nor any state securities commission has approved these securities or determined that this prospectus is accurate and complete. Any representation to the contrary is a criminal offense.

This document is part of a prospectus covering securities that have been registered under the Securities Act of 1933.

July 7, 2011

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- This document is an offer or solicitation of securities by The Men’s Wearhouse, Inc. to eligible employees only in the jurisdictions where such offer or solicitation is lawful.

 - You should rely only on the information that is contained in this document or to which we have referred you. We have not authorized anyone to provide you with any additional or different information. You should not rely on the information contained in this document as being correct after July 7, 2011.

WHERE YOU CAN FIND MORE INFORMATION

We file reports and other information with the Securities and Exchange Commission (the “SEC”). You can inspect such reports and other information at the Public Reference facilities of the Commission at 100 F. Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the public reference room. You can also purchase copies of these materials at the Public Reference Section of the Commission, at Judiciary Plaza, 100 F. Street, N.E., Washington, D.C. 20549. The Commission also maintains a World Wide Web site on the Internet at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission. We have filed with the SEC a Registration Statement on Form S-8 (Reg. No. 33-74692) under the Securities Act of 1933 to register the interests and the shares of common stock of The Men’s Wearhouse, Inc. being issued under The Men’s Wearhouse, Inc. 401(k) Savings Plan (the “401(k) Plan”). The Registration Statement on Form S-8 may be amended from time to time. This prospectus does not include all of the information contained in the registration statement or its exhibits. You should read the registration statement for further information about us and the interests that we are offering under the 401(k) Plan.

This prospectus also refers to language contained in the registration statement, documents that we have filed as exhibits to the registration statement and other documents that we have filed with the SEC. You should not rely on these references as being complete. We suggest that you read any document referred to in this prospectus. Statements concerning the provisions of the filed documents are qualified in their entirety by reference to the actual documents.

The SEC allows us to “incorporate by reference” certain documents into this prospectus, which means that we can disclose important information to you about our company by referring you to another document filed separately with the SEC. The documents incorporated by reference are a part of this prospectus. We have incorporated the following documents (File No. 001-16097) in this prospectus:

1. Our Annual Report on Form 10-K for the fiscal year ended January 29, 2011;
2. Our Quarterly Reports on Form 10-Q for the fiscal quarter ended April 30, 2011;
3. Our Current Reports on Form 8-K filed with the SEC on April 4, 2011, April 19, 2011, May 18, 2011, June 17, 2011 and July 7, 2011;
4. The 401(k) Plan’s Annual Report on Form 11-K for the calendar year ended December 31, 2010; and
5. The description of The Men’s Wearhouse, Inc. (“TMW”) common stock, \$.01 par value, set forth under the caption “Description of Registrant’s Securities to be Registered” contained in a Registration Statement on Form 8-A filed with the SEC on September 5, 2000 and amended on April 18, 2001, including any subsequent amendment or report filed for the purpose of updating that description.

All documents that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after July 1, 2011, and before the filing of a post-effective amendment to the registration statement, which indicates that all securities offered by this prospectus have been sold, or which de-registers all securities then remaining unsold, are incorporated by reference in, and constitute a part of, the registration statement from the date such documents are filed. The language in this prospectus modifies and supersedes the language in any previously filed document that is incorporated by reference

in the registration statement. The language in any document that is filed after this prospectus and that is incorporated by reference in this prospectus modifies and supersedes the language in this prospectus. Such language constitutes a part of the registration statement only to the extent that it modifies and supersedes the registration statement.

Upon request, we will provide you with a copy of any or all documents that we have incorporated by reference in this prospectus without charge. However, we will only provide the exhibits that are specifically incorporated in these documents by reference. We will also provide any other documents required to be delivered to employees pursuant to Rule 428(b) under the Securities Act. Your request should be directed to us at The Men's Wearhouse, Inc., 6380 Rogerdale Road, Houston, Texas 77072, Attention: Investor Relations, telephone number (281) 776-7000.

The Men's Wearhouse® is a registered trademark and service mark.

INFORMATION REGARDING THE 401(K) PLAN

General Information

This prospectus is addressed to those employees who are eligible to participate in the 401(k) Plan. We designed the 401(k) Plan to provide you with the opportunity to obtain interests in the plan through your before-tax contributions to the plan. The 401(k) Plan's assets include shares of our common stock.

The following is a brief summary of certain provisions of the 401(k) Plan, which was amended and restated effective July 1, 2011, and its related trust agreement dated July 1, 2011 (the "Trust Agreement"). This is only a summary of certain provisions of the 401(k) Plan and the Trust Agreement between us and T. Rowe Price Trust Company. For a more complete description, you should refer to the terms of the 401(k) Plan and the Trust Agreement. You may obtain a copy of the 401(k) Plan, the summary plan description for the 401(k) Plan or the Trust Agreement by contacting Kirk Warren, Vice President of Benefits and Administration, at our executive office located at 40650 Encyclopedia Circle, Fremont, California 94538-2453 (telephone number 800/777-8580, ext. 8509).

Interests and Shares Registered Under the 401(k) Plan

Under the registration statement, up to \$4,999,975 in Interests and 658,531 shares of our common stock have been registered for issuance under the 401(k) Plan. The number of shares included in the previous sentence has been adjusted to give effect to a 50% stock dividend effected on November 15, 1995, a 50% stock dividend effected on June 19, 1998 and a 50% stock dividend effected on June 13, 2005.

Risk Factors

The Interests in the 401(k) Plan Are Affected by Fluctuations in the Market.

The value of your interest in the 401(k) Plan will fluctuate as the value and amount of the plan's assets change. Investments made through

the 401(k) Plan are subject to the same risk of possible loss as a direct investment made in the open market in the same securities and other assets held by the 401(k) Plan. At the date of any withdrawal or distribution from the 401(k) Plan, the value of your interest may be more or less than the amount contributed to your account, depending on the value of the underlying 401(k) Plan assets allocable to your account.

Men's Wearhouse Stock Fund Transfers Will Not Occur the Same Day Your Instructions Are Received by the 401(k) Plan Recordkeeper, T. Rowe Price.

Although you may direct investment fund transfers to and from the Men's Wearhouse Stock Fund (described starting on page 8) on a daily basis, your position in the Men's Wearhouse Stock Fund will not be established or liquidated until one to two business days after the date you request the transfer. Therefore, your investment in the Men's Wearhouse Stock Fund will be subject to any fluctuations in the market price of our stock until such time as the stock is purchased or sold, as the case may be, and the position established or liquidated on the next or second following business day after the date of your transfer request. However, such time period shall not be greater than three business days from the date your instructions are received by T. Rowe Price Retirement Plan Services, Inc. ("T. Rowe Price"), the recordkeeper for the Plan and an affiliate of the trustee for the Plan.

Participation in the 401(k) Plan

Our employees, and employees of any of our affiliates that have adopted the 401(k) Plan with our approval, are eligible to participate in the 401(k) Plan. You will become a participant in the 401(k) Plan on the date on which you are credited with a 90-day period of service, as determined in accordance with the 401(k) Plan. You are not eligible to participate in the 401(k) Plan if you are:

- A member of a collective bargaining unit whose retirement benefits have been the subject of good faith collective bargaining and whose bargaining agreement does not require us or an affiliated employer to include such employee as a participant in the 401(k) Plan;
- A leased employee;
- An individual who is classified by us or any affiliated employer as an independent contractor;
- A nonresident alien who receives no earned income from us or any affiliated employer that constitutes income from sources within the United States;
- A nonresident alien who does receive earned income from us or any affiliated employer that constitutes income from sources within the United States all of which is exempt from United States income tax under an applicable tax convention;
- An employee who is expatriated to the United States from another country for so long as the employee continues to accrue deferred compensation or retirement benefits under any agreement or program to which an employer that is related to us is a party; or
- An employee who is employed outside the United States unless the Committee elects to permit the employee to participate in the 401(k) Plan.

401(k) Plan Contributions

The 401(k) Plan provides that you may elect to defer up to the lesser of (i) 75 percent of your compensation for a calendar year (before taxes) or (ii) a maximum amount determined by the Committee, but not to exceed the limits imposed by federal tax laws, by making an election for salary deferral contributions with the 401(k) Plan. For calendar year 2011, the maximum amount

that you can defer under federal tax laws is \$16,500. The annual contribution dollar limit may be adjusted from time to time by the Internal Revenue Service.

If you are 50 years of age or older or will attain the age of 50 by December 31 of the calendar year, you may elect to defer an additional “catch-up” amount up to the lesser of (i) a maximum amount determined by federal tax laws or (ii) an amount equal to the difference between your compensation for a calendar year and your salary deferral contributions for the calendar year. For calendar year 2011, the maximum amount that you can defer as catch-up contributions under federal tax laws is \$5,500. The annual contribution dollar limit may be adjusted from time to time by the Internal Revenue Service.

You can elect to make your salary deferral contribution election, and catch-up contribution election (if eligible), through T. Rowe Price by either calling T. Rowe Price at 1-800-922-9945 and using the T. Rowe Price Voice Response system or speaking with a T. Rowe Price Participant Service Center representative, or by accessing the T. Rowe Price website at rps.troweprice.com.

For purposes of deferrals under the plan, “compensation” for a year generally means:

- your wages, as defined in section 3401(a) of the Internal Revenue Code of 1986, as amended (the “Code”), for purposes of federal income tax withholding, paid by your employer for the year,
- *including* amounts contributed on your behalf to the 401(k) Plan or deferred under our section 125 cafeteria plan or section 132(f) qualified transportation fringe benefit plan for the year,
- *excluding* bonuses, awards, tax gross-up payments, reimbursements or other expense allowances, fringe benefits, moving expenses, deferred compensation and welfare benefits,

compensation under The Men's Wearhouse, Inc. Employee Stock Discount Plan, and, if you cease to be an employee for any reason, any amounts paid after your termination of employment.

401(k) Plan Elections

You may elect to stop, increase or decrease your future salary deferral contributions and/or your catch-up contributions at any time by calling the T. Rowe Price toll-free number and using the T. Rowe Price Voice Response system or speaking with a T. Rowe Price Participant Service Center representative, or by making such election through the T. Rowe Price website. These changes to your contributions to the 401(k) Plan will take place as soon as administratively practicable, generally within one or two paychecks after your new election is received.

Employer Matching Contributions

If you make salary deferral contributions to the 401(k) Plan, your employer may make a matching contribution to your 401(k) Plan account. Generally, your account will be credited with a matching contribution that is equal to a percentage of your salary deferral contributions. The amount of the matching contribution that may be contributed on your behalf to the 401(k) Plan, if any, will be announced by your employer from time to time.

As a plan participant, you always have a nonforfeitable right to your salary deferral contributions. You also have a nonforfeitable right to 100% of your employer matching contributions made prior to April 1, 2007, under the 401(k) Plan. You will have a nonforfeitable right to 100% of your employer matching contributions made on and after April 1, 2007, under the 401(k) Plan, after you have completed two years of service with us or any affiliated employer. However, employer matching contributions made to After Hours FormalWear Profit Sharing Plan accounts (which were merged into the 401(k) Plan effective at the close of business December 31, 2007) are subject to the following vesting schedule: 50% of the employer

matching contributions will be vested after two years of service, 75% after three years of service, and 100% of the employer matching contributions will be vested after four years of service.

Generally, you will be considered to have completed a year of service for vesting purposes if you work 1,000 hours or more during a calendar year for us or an affiliated employer. In addition, you will have a nonforfeitable right to 100% of your employer matching contributions upon your attainment of age 65, your death or your becoming disabled under Title II or XVI of the Social Security Act, in each case while employed by us or an affiliated employer. If you were employed by After Hours FormalWear, Inc. on April 9, 2007, you will also receive credit for one year of service for each "Year of Service" (as that term was defined in the After Hours Formalwear Profit Sharing Plan) that was credited to you under that plan as of April 9, 2007.

Administration of the 401(k) Plan

Committee

The 401(k) Plan is administered by a committee appointed by our Board of Directors (the "Committee"). We have authorized the Committee to interpret the 401(k) Plan, make reasonable rules and regulations for plan administration and decide the status of participants under the 401(k) Plan. The Committee's interpretations are final, conclusive and binding on the employers, you, the other plan participants and all other parties in interest. The members of the Committee have no fixed term of service as Committee members and may be removed and replaced at any time by the Board of Directors.

The members of the Committee serve without compensation for their services, however, all expenses of the Committee incurred in administering the 401(k) Plan are paid by us, including fees of accountants, counsel and other specialists.

Trustee

The 401(k) Plan provides that the assets of the 401(k) Plan are to be held by a trustee appointed by us. T. Rowe Price Trust Company serves as trustee under the Trust Agreement, and as custodian of the 401(k) Plan trust established pursuant to the 401(k) Plan. We may remove the trustee or the trustee may resign, and, in either case, we may designate a successor trustee. The trustee's compensation, all reasonable expenses incurred by the trustee in connection with administering the 401(k) Plan trust, all expenses of the trustee relating directly to the acquisition and disposition of investments constituting part of the trust, and all taxes which are levied or assessed under future laws upon the 401(k) Plan or the income thereof, will be paid from the assets held by the 401(k) Plan trust, unless we elect otherwise.

Any participant requiring additional information about the Committee or the trustee may contact Kirk Warren, the Vice President of Benefits and Administration, at our executive offices located at 40650 Encyclopedia Circle, Fremont, California 94538-2453 (telephone number 800/777-8580, ext. 8509).

Reports to 401(k) Plan Participants

If you either made salary deferrals during the quarter or had amounts invested in one or more investment options, you will receive a statement after the end of each calendar quarter reporting the activity in each of your various investments during such calendar quarter. You may make an election with T. Rowe Price to receive your statement online at their website: www.rps.troweprice.com. You may change your statement delivery preference for any future quarter.

Immediately after your initial investment in a fund, T. Rowe Price will send you a prospectus for each mutual fund, and the Men's Wearhouse Stock Fund, in which you have invested. Thereafter, T. Rowe Price will make updated prospectuses available through their website at: rps.troweprice.com. Requests for paper copies of prospectuses for any investment option should be

made to T. Rowe Price. With regard to the Men's Wearhouse Stock Fund, we will cause an updated prospectus to be delivered to you within a reasonable time of any such Men's Wearhouse Stock Fund prospectus update. Such delivery may be made in electronic format via email and/or posting on our and an affiliated employer's existing intranet.

When you make changes in your existing investments or your fund elections for future contributions through T. Rowe Price by using the T. Rowe Price Voice Response system, by speaking with a T. Rowe Price Participant Service Center representative or by accessing the T. Rowe Price website, you will receive a confirmation letter (or email notification if you have elected electronic delivery as your mail preference) from T. Rowe Price, after you submit your request.

Distributions and Withdrawals from the 401(k) Plan

General

The 401(k) Plan is intended to provide you with a vehicle for long-term capital accumulation and is not designed to provide ready access to cash. Therefore, generally, you or your beneficiary may receive a distribution of your 401(k) Plan accounts only upon your:

- retirement;
- death;
- other separation from service;
- attainment of age 59½ ; or
- incurrence of a financial hardship.

The interval between your submitting a request for distribution or withdrawal and the effective date of the distribution or withdrawal can normally be expected to take two to five business days, although hardship distribution requests not accompanied by the required documentation may take longer. Any distribution or withdrawal may be a taxable

event for you. For additional information, see “Federal Income Tax Information” on page 12 of this prospectus.

Financial Hardship

You may make in-service withdrawals due to financial hardship from the following:

- your vested employer matching contribution account(s);
- your salary deferral contribution account (except for earnings on your salary deferral contribution account after December 31, 1988);
- your vested prior employer profit sharing contribution accounts, if any;
- your vested employer non-elective contribution accounts, if any; and
- your rollover account(s).

Financial hardship withdrawals may only be made for:

- expenses for medical care described in section 213(d) of the Code, previously incurred by you, your spouse, dependent (as defined in section 152 of the Code), or your beneficiary designated under the Plan, necessary for these persons to obtain medical care described in section 213(d) of the Code;
- costs directly related to the purchase of a principal residence for you (other than mortgage payments);
- payment of tuition and related educational fees, including room and board expenses, for the next 12 months of post-secondary education for you, your spouse, children, or dependents;
- payments necessary to prevent your eviction from your principal residence or foreclosure on the mortgage of your principal residence;

- payments for burial or funeral expenses for your deceased parent, spouse, child, dependent (as defined in section 152 of the Code), or beneficiary designated under the Plan; or
- expenses for the repair of damage to your principal residence that would qualify for the casualty deduction under section 165 of the Code.

Your hardship distribution will terminate your right to have us make any salary deferral contributions on your behalf until the next time a salary deferral contribution is permitted after the lapse of six months following the hardship distribution. At that time, your regular salary deferral contributions will resume automatically; you will not need to make a new election to resume your regular contributions. However, if you had previously elected to make catch-up contributions, you will need to make a new election with T. Rowe Price for catch-up contributions since these deductions do not resume automatically.

In addition, for six months after you receive a hardship distribution from the 401(k) Plan, you are prohibited from making elective contributions and employee contributions to all other qualified and nonqualified plans of deferred compensation maintained by an employer that has adopted the 401(k) Plan, including stock option plans. However, during that period you may continue to make contributions to our section 125 cafeteria plan, section 132(f) qualified transportation fringe benefit plan and The Men’s Wearhouse, Inc. Employee Stock Discount Plan.

Attainment of Age 59½

You may withdraw all or any portion of your 401(k) Plan account balances on or after the date you reach age 59½.

Rollover Contribution Account Withdrawals

You may make withdrawals from your rollover contribution account(s) at any time and for any reason.

Loan Procedures

In general, you may borrow from your 401(k) Plan account an amount up to one-half of your vested account balances at the time the loan is approved. There is an additional limit for large loans: you may not borrow more than \$50,000 minus your highest outstanding loan balance from the 401(k) Plan during the one-year period ending on the date before your loan is made. The minimum loan amount is \$500, and you may have only two outstanding loans at any one time.

Your accounts will be liquidated to the extent necessary to fund the loan, and the loan receivable will become an asset of those accounts. All interest payments made pursuant to the loan agreement will be credited to your account and will not be considered as general earnings of the 401(k) Plan trust fund to be allocated to other participants.

Assignments of 401(k) Plan Interests

With the exception of the loan provisions discussed above and any assignment pursuant to a qualified domestic relations order you generally may not assign or hypothecate your interest in the 401(k) Plan.

Summary of Conditions That Can Result in Loss of Benefits

Your account balance may be reduced due to losses incurred by investment funds you select, by any taxes assessed against or payable by the 401(k) Plan and by costs incurred in connection with the administration of the 401(k) Plan to the extent that these costs are not paid by us. If you are a highly compensated employee, as defined by the Code, you may be refunded a portion of your account if necessary to satisfy Code nondiscrimination rules. Also, any employee who exceeds limits imposed by the Code or the Treasury regulations thereunder or other

applicable authorities, may have a portion of his contributions reduced in order to maintain the qualified tax status of the 401(k) Plan.

Investment Options

General

The 401(k) Plan provides for twenty-one (21) investment options, including the Men's Warehouse Stock Fund (discussed below), in which you may choose to have your contributions and loan repayments, if any, invested. You may invest from 1% to 100% of your Plan contributions (in minimum increments of 1%) in any one or more of the investment options by calling T. Rowe Price at 1-800-922-9945 and using the T. Rowe Price Voice Response system or speaking with a T. Rowe Price Participant Service Center representative or by accessing the T. Rowe Price website at rps.troweprice.com.

You may change the allocation of your future investments among the various investment options then available at any time by calling T. Rowe Price at 1-800-922-9945 and using the T. Rowe Price Voice Response system or speaking with a T. Rowe Price Participant Service Center representative, or by accessing the T. Rowe Price website at rps.troweprice.com. With the exception of the Men's Warehouse Stock Fund, T. Rowe Price Stable Value Common Trust Fund and the Union Bank Stable Value Fund, all of the investment options are mutual funds. The T. Rowe Price Stable Value Common Trust Fund and Union Bank Stable Value Fund are each collective investment funds.

Information regarding the Men's Warehouse stock price and dividends paid with respect to our stock is attached hereto as Attachment A. A description of the mutual funds and collective investment funds, and financial information regarding the performance of each, is attached as Attachment B hereto.

Investment Fund Transfers for Investment Options not Involving the Men's Wearhouse Stock Fund

You may direct investment fund transfers on a daily basis by calling T. Rowe Price at 1-800-922-9945 and using the T. Rowe Price Voice Response system or speaking with a T. Rowe Price Participant Service Center representative, or by accessing the T. Rowe Price website at rps.troweprice.com. Certain funds may have redemption fees, trading frequency restrictions or penalties related to the frequency of fund transfers. Please review the prospectus for each investment fund, or disclosure statement for collective trust funds, you wish to invest in to determine if there are any transfer restrictions, fees or penalties. Note also that if your transfer request specifies a dollar amount rather than a percentage, market fluctuation may cause the maximum available amount for transfer to vary, and therefore your requested amount may not be available for transfer.

Except to the extent that an investment transfer involves the Men's Wearhouse Stock Fund, transfer requests received by T. Rowe Price prior to the close of the New York Stock Exchange (i.e., generally 4 p.m. Eastern time ("ET")) on any business day will generally be processed on such day; otherwise, they will generally be processed on the following business day. Periodic account rebalancing transfers will be processed on the business day that coincides with the requested effective transfer date. (Note: weekend days and stock market holidays are not business days).

The Union Bank Stable Value Fund is closed to new investments after June 24, 2011 and will be removed from The Men's Wearhouse, Inc. 401(k) Savings Plan no later than February 2012. Until then, you may elect to transfer your funds out of the Union Bank Stable Value Fund at any time; however, direct transfers to the T. Rowe Price Stable Value Fund are not permitted (see the Union Bank Stable Value Fund disclosure statement, or call T. Rowe Price, for more information regarding this limitation). At the time the Union Bank Stable Value Fund is removed from the 401(k) Plan, any assets you have

invested in the Union Bank Stable Value Fund will be transferred into the funds you have elected as of the date of the liquidation.

Men's Wearhouse Stock Fund

The 401(k) Plan includes as an investment option the Men's Wearhouse Stock Fund ("MW Stock Fund") whereby you may invest in shares of our common stock. The MW Stock Fund purchases only whole shares of stock on the open market. However, in the event your contribution, loan repayment, fund transfer, or other investment in the MW Stock Fund was insufficient to purchase whole shares, your MW Stock Fund account will reflect fractional shares of stock.

Your investment in the MW Stock Fund is held in shares of our common stock. Accordingly, as the market price of our common stock (determined by the closing sales price on the New York Stock Exchange) increases or decreases, the value of your investment in the MW Stock Fund also increases or decreases.

When shares of our common stock are purchased or sold for your account under the Plan, the purchase or sales price is the net transaction price (share price less brokerage commissions and any other applicable fees associated with the trade) of MW stock trades executed for the Plan on the date shares are purchased or sold for your account. For each business day, the trustee will offset transactions to purchase shares of our common stock for the Plan with transactions to sell shares of our common stock for the Plan, so that only a net number of shares ("net trade") will be purchased or sold for the Plan that day and an average transaction price is calculated from all trades comprising the net trade for that day. All participants who engaged in a purchase or sale will receive the average transaction price for the net trade on the applicable trade date.

The purchases and sales of our common stock through the MW Stock Fund will be placed by the trustee through T. Rowe Price's equity trading desk. The fees charged for a

purchase or sale transaction of the common stock in the MW Stock Fund (the "Fee") will include: a brokerage commission ranging from \$0.015 to \$0.05 per share purchased or sold, and, for stock sales, a nominal SEC fee which is currently \$0.0000192 per \$1.00 of sales proceeds (this rate is subject to periodic adjustments by the SEC). This Fee is paid by netting such Fee against the transaction price for trades executed for the Plan on the date shares are purchased or sold for your account, as described in the previous paragraph, and therefore will already be reflected in the average transaction price posted to your account for your sale or purchase of shares of our common stock.

Contributions and loan repayments made via payroll deduction directed to the MW Stock Fund will be used to purchase our common stock as soon as administratively practicable. Generally, such transactions will be reflected in your account within one business day of the paycheck date.

You may initiate a request for investment fund transfers to or from the MW Stock Fund (requiring a purchase or sale, respectively, of our common stock) at any time. However, if you already have a transfer transaction pending which involves MW stock, you will not be able to complete another MW stock transfer until the current one has been completed. Also, if your transfer request specifies a dollar amount rather than a percentage, market fluctuation may cause the maximum available amount for transfer to vary, and therefore your requested amount may not be available for transfer.

Transfers into or from the MW Stock Fund will take longer than transfers involving only mutual funds and collective investment funds. The business day on which the actual common stock purchase and sale transactions are effected in the open market is called the "trade date". Transfers into the MW Stock Fund (i.e. MW stock purchases) and out of the MW Stock Fund (i.e. MW Stock sales) will have a trade date one to two business days after the date of your transfer request, depending on the day and time your transfer request is submitted. Periodic account rebalancing transfers will have a trade

date one to two business days after the business day that coincides with the requested effective transfer date. The MW Stock Fund purchase or sale will be reflected in your account by T. Rowe Price on the day following the trade date. (Note: weekend days and stock market holidays are not business days.)

Your transfer request requiring a sale of our common stock must be submitted to T. Rowe Price (via the T. Rowe Price Voice Response system, with a T. Rowe Price Participant Service Center representative, or on the T. Rowe Price website) before 4:00 p.m. ET on a business day for MW stock to be sold on the next following business day. If your transfer request requiring a sale of our common stock is submitted to T. Rowe Price (via the T. Rowe Price Voice Response system, with a T. Rowe Price Participant Service Center representative, or on the T. Rowe Price website) after 4:00 p.m. ET on a business day, MW stock will be sold the second following business day.

Your transfer request requiring a purchase of our common stock must be submitted to T. Rowe Price (via the T. Rowe Price Voice Response system, with a T. Rowe Price Participant Service Center, or on the T. Rowe Price website) before 4:00 p.m. ET on a business day for MW stock to be purchased on the next following business day (i.e. the business day following the corresponding mutual fund or collective investment sale trade date). If your transfer request requiring a purchase of our common stock is submitted to T. Rowe Price (via the T. Rowe Price Voice Response system, the T. Rowe Price Participant Service Center or the T. Rowe Price website) after 4:00 p.m. PT on a business day, MW stock will be sold the second following business day (i.e. the business day following the corresponding mutual fund or stable value sale trade date).

The number of shares of our common stock purchased or sold will be determined by dividing the dollar amount of the investment by the price per share, inclusive of any Fees, of our common stock at which your shares are purchased or sold in the open market as part of

the Plan's net trade on the day the transaction is effected.

If your investment transfer involves selling our common stock to purchase one of the other investment options, the purchase of the other investment option will not take place earlier than the close of the business day following the common stock sale trade date. The purchase price for such other investment option will be the net asset value of such investment option for the trade date such investment option purchase is made for your account by T. Rowe Price.

Any shares received by the trustee following the declaration of a stock dividend, stock split or similar distribution paid on shares of our common stock will remain invested in our common stock. Shares from a stock split will generally be posted to your account as of the announced effective date of the stock split. Shares from a stock dividend or similar distribution will be posted to your account based upon your holdings as of the record date of such dividend or distribution.

If you separate from service with a total vested 401(k) Plan account balance that:

- a) is less than or equal to \$200.00, your 401(k) Plan vested account balance shall be paid to you in the form of a single sum payment in cash.
- b) exceeds \$200.00 but is less than or equal to \$1,000.00:
 - i) you or your beneficiary will have the option to have your vested account balance transferred to another qualified plan or individual retirement account ("IRA") as a direct rollover.
 - ii) you or your beneficiary will have the option to have your MW Stock Fund vested account balance paid to you in cash, or in whole shares of our common stock and cash for any fraction of a share, with payments from the other investment options in the 401(k) Plan made in cash.

- iii) if you or your beneficiary do(es) not elect one of the payment options under (i) or (ii) above, your 401(k) Plan vested account balance will be paid to you in the form of a single sum payment in cash.
- c) exceeds \$1,000.00 but is less than or equal to \$5,000.00:
 - i) you or your beneficiary will have the option to have your vested account balance transferred to another qualified plan or IRA as a direct rollover.
 - ii) you or your beneficiary will have the option to have your MW Stock Fund vested account balance paid to you in the form of cash, or in whole shares of our common stock and cash for any fraction of a share; with payments from the other investment options in the 401(k) Plan made in cash (if your beneficiary fails to elect a payment option under either (i) or (ii), the amount payable to the beneficiary will be paid in the form of a single sum payment in cash).
 - iii) if you do not elect one of the payment options under (i) or (ii) above, your investments under the 401(k) Plan, including the shares in your MW Stock Fund account, will be sold and your 401(k) Plan vested account balance will be automatically rolled over in a direct rollover to an IRA savings account designated by us for you. We have designated T. Rowe Price Trust Company as the provider of IRAs; all fees and expenses for the T. Rowe Price Trust Company IRA will be borne solely by you.
 - d) exceeds \$5,000, all payments will be made only pursuant to your election either to have such vested balances transferred to another qualified plan or

IRA as a direct rollover, or to receive a distribution in cash or in shares of our common stock for that portion of your account that is invested in the MW Stock Fund.

All withdrawals from the MW Stock Fund, whether by in-service withdrawal, by final distributions upon separation of service elected in cash (or automatically paid in cash for vested accounts less than \$200 or in an automatic rollover to an IRA in cash in the absence of an election), for withdrawals to fund a loan or by investment fund transfer out of the MW Stock Fund, will cause shares of our common stock to be sold.

If permitted by the 401(k) Plan, you may initiate a request for a loan, withdrawal, or termination distribution (once you separate from service) with T. Rowe Price at any time. For any portion of your account invested in the MW Stock Fund that will be liquidated to comply with such loan, withdrawal or distribution request, the necessary common stock will be sold by the stockbroker as soon as administratively practicable following approval. Generally, such approval will be completed and processing will be initiated within two business days of the receipt by T. Rowe Price of all required documentation and verification of eligibility related to the request. The sales proceeds for a loan, withdrawal or termination distribution from your MW Stock Fund will generally be paid from your account within two to three business days following the trade date of any required MW Stock Fund sale.

The reduction in the number of shares in your MW Stock Fund account as a result of a loan or a withdrawal will be based on the stock price of the common stock on the open market when such stock is sold by the stockbroker, based on the Plan's net trade for that business day net of any Fees, as previously described.

Although you may direct investment fund transfers from the MW Stock Fund on a daily basis, depending on when the requests are received and processed by T. Rowe Price as described previously, you will not purchase

shares or liquidate a position in our common stock at a value reflecting the closing price of our common stock on the date you request a transfer or purchase shares. Therefore, your investment in our common stock will be subject to any fluctuations in the market price of our common stock until such time as the stock is actually sold and the position liquidated or shares purchased on the next or second following business days.

For the portion of your account held in shares of our common stock, we will cause a set of the proxy solicitation materials for any annual or special meeting of our shareholders to be provided to you and will request instructions from you as to the voting of your shares at the meeting. This information may be delivered to you in electronic format. You will be instructed as to where to send (or electronically submit) your voting instructions. Except as otherwise required by law or applicable exchange rule, the trustee will vote such shares in accordance with your instructions and will vote shares for which it does not receive instructions in the same proportions as shares for which it receives instructions.

An investment in the common stock held by the MW Stock Fund is not a managed or diversified investment and is subject to economic factors affecting the economy, the stock market in general and us in particular. You should carefully read this prospectus and all accompanying materials before electing to invest in the MW Stock Fund under the 401(k) Plan.

Application of ERISA

The 401(k) Plan is subject to certain provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), including Title I, Subtitle B, Part 1 ("Reporting and Disclosure"), Part 2 ("Participation and Vesting"), Part 4 ("Fiduciary Responsibility"), and Part 5 ("Administration and Enforcement"); Title II ("Amendments to the Internal Revenue Code Relating to Retirement Plans" — except with respect to "Minimum

Funding Standards”); and Title III (“Jurisdiction, Administration, Enforcement; Joint Pension Task Force, Etc.”).

The 401(k) Plan is subject to some but not all of the provisions of Title I of ERISA. The provisions of Title I, Part 3, and Title IV are inapplicable to the 401(k) Plan and will not be extended to you.

Federal Income Tax Information

The following summary of federal income tax information relating to the 401(k) Plan is based upon the Code, the Treasury regulations issued thereunder, and other current authorities. The 401(k) Plan, as amended and restated effective as of July 1, 2011, and its related trust agreement have been determined by the Internal Revenue Service to be qualified under the provisions of sections 401(a) and 501(a) of the Code pursuant to IRS revenue procedures governing volume submitter documents.

General

Under the Code and the Treasury regulations issued thereunder and available interpretations, the normal operation of the 401(k) Plan should generally have the consequences described below. This discussion is only a brief summary of the more detailed provisions of the Code. You should review the applicable provisions of the Code and related Treasury regulations for detailed information concerning the tax effects of the 401(k) Plan and any related transactions. You are encouraged to consult with your personal tax adviser with respect to the tax effect of the 401(k) Plan on you, including any state or foreign tax consequences and the effect, if any, of gift, estate, and inheritance taxes.

Dividends and other trust income accruing to your accounts under the 401(k) Plan will not be subject to tax at the time such amounts are accrued.

If you elect to defer a portion of your compensation and to have the deferred portion contributed to the 401(k) Plan as a before-tax contribution, you will have the amount of such

salary deferral excluded from your taxable income for federal income tax purposes. However, before-tax contributions will remain subject to social security taxes. In addition, some state and local taxes may apply to before-tax contributions. Employer contributions will not be subject to tax at the time such contributions are made to the 401(k) Plan. In general, your total before-tax contributions to all qualified plans in which you participate is limited to \$16,500 for calendar year 2011 (unless you are 50 years of age or older or will attain the age of 50 by December 31, in which case you may elect to defer an additional amount up to \$5,500 for 2011). The dollar limit will be adjusted from time to time by the Internal Revenue Service to reflect increases in the cost of living. If your total annual before-tax contributions exceed the applicable dollar limit, such excess amounts, plus any earnings thereon, will be taxable income to you for the year of contribution.

Taxation of Payments to Participants

Generally, if a 401(k) Plan payment is made to you, it is subject to federal income taxation and federal income tax withholding. The payment is taxed in the year you receive it unless, within 60 days, you roll it over to an IRA or other qualified plan that accepts rollovers. The portion of the payment that is rolled over to a tax-deferred IRA or other qualified plan will not be taxed until you receive a payment from that rollover plan. Only “eligible rollover distributions” made to you may be rolled over by you to an IRA or other qualified plan. Many payments from the 401(k) Plan will qualify as eligible rollover distributions.

The following types of payments *cannot* be rolled over:

Required Minimum Payments. Beginning when you reach age 70½ or retire, whichever is later, a certain portion of your payment cannot be rolled over to the extent that it is a “required minimum payment” that must be paid to you from the 401(k) Plan.

Hardship Distributions. A hardship distribution cannot be rolled over.

Corrective Distributions. A distribution that is made to correct a failed nondiscrimination test or because legal limits on certain contributions were exceeded cannot be rolled over.

Loans Treated as Distributions. The amount of a plan loan that becomes a taxable deemed distribution because of a default cannot be rolled over.

If any portion of the payment to you is an eligible rollover distribution, and such amount is not directly rolled over to an IRA or other qualified plan, we are generally required by law to withhold 20% of that amount as federal income tax withholding. If any portion of your payment is not an eligible rollover distribution but is taxable, the mandatory withholding rule described above does not apply and you may elect not to have federal income tax withholding apply to that portion.

If you were 50 by January 1, 1986, special tax rules apply to lump sum distributions from the 401(k) Plan. A “lump sum distribution” is the payment or distribution within one taxable year of the balances in your accounts which becomes payable due to termination of employment (whether by reason of retirement, total and permanent disability, death, or otherwise) or after attaining age 59½ during employment. Subject to certain conditions, the ordinary income portion of a lump sum distribution may be eligible to be taxed under a special averaging formula which provides for a minimum distribution allowance and which treats the remaining portion of the distribution as if it were received evenly over a period of ten years (referred to as the “10-year forward averaging method”). For years after 1986, forward averaging may be elected only once, and no such election may be made as to amounts distributed to you unless you have been a participant in the 401(k) Plan for at least five years prior to the year of distribution.

Hardship withdrawals and other distributions from the 401(k) Plan are generally subject to a additional federal premature distribution penalty

tax at the rate of 10% on that portion of the withdrawal or distribution includable in your gross income. This 10% penalty is imposed in addition to the normal income tax due with respect to such withdrawals and distributions. (A state penalty tax may also apply.) However, the additional 10% penalty (and state penalty tax, if any) is not imposed on withdrawals or distributions:

- if you are at least 59½ years of age on the date of the withdrawal or distribution,
- on account of your separation from service after attainment of age 55,
- on account of your total and permanent disability,
- after your death, or
- to an alternate payee pursuant to a qualified domestic relations order.

Additionally, there are other withdrawals and distributions that may be excepted from the additional 10% federal penalty tax.

The taxation of any portion of an eligible rollover distribution to your surviving spouse receiving such distribution because of your death may be deferred if he or she transfers that portion of the amount received to an IRA within 60 days of receipt of the distribution. In addition, the taxation of any portion of a qualifying distribution made because of your death to your beneficiary that is either an individual (who is not your surviving spouse) or a qualifying trust that qualifies as a designated beneficiary under section 401(a)(9)(E) of the Code may be deferred if that beneficiary transfers that portion of the amount received to an IRA within 60 days of receipt of the distribution. The portion of the taxable amount which is not transferred to the IRA, and amounts subsequently distributed from the IRA, will generally be taxable to the recipient as ordinary income.

We deduct the amounts contributed to the 401(k) Plan as a result of employee salary deferrals, catch-up contributions and employer matching contributions as employer contributions to a qualified plan for federal income tax purposes.

Amendment and Termination of the 401(k) Plan

We expect the 401(k) Plan to continue indefinitely. However, we may amend, modify, suspend, or terminate the 401(k) Plan at any time. No such amendment, modification, suspension, or termination can reduce or impair your interest in assets or funds then held for your account(s) under the 401(k) Plan, nor can it provide for or permit any assets or monies then held by the trustee to be used for or devoted to purposes other than as provided in the 401(k) Plan. However, we may, at any time and from time to time, modify any of the provisions of the 401(k) Plan prospectively or retroactively, if and to the extent that such action is necessary or appropriate in the judgment of the Board of Directors to qualify or maintain the 401(k) Plan and its related trust as a plan and trust meeting the requirements of sections 401 and 501 of the Code or to comply with any applicable federal or state statutes and regulations.

Restrictions on Resale

Except as set forth in the following paragraph and the section of this prospectus entitled “Investment Options - Men’s Wearhouse Stock Fund” above, shares of our common stock in the MW Stock Fund acquired under the 401(k) Plan upon a separation from service may be sold without restriction from time to time by individual participants who are not affiliates of TMW within the meaning of Rule 144 under the Securities Act of 1933. Affiliates of TMW may sell shares acquired under the 401(k) Plan upon a separation from service only:

- (a) by compliance with the notice and other applicable requirements of Rule 144, including limits contained in Rule 144 concerning the number of shares that may be sold at any one time and the manner in which such shares may be sold; or
- (b) pursuant to a separate reoffer prospectus.

**THE MEN'S WEARHOUSE, INC.
401(K) SAVINGS PLAN**

**TMW Common Stock
Investment Performance**

Our common stock is traded on the New York Stock Exchange under the symbol "MW". The following table sets forth, on a per share basis for the periods indicated, the high and low sale prices per share for our common stock as reported by the New York Stock Exchange and the quarterly dividends declared on each share of common stock.

| | <u>High</u> | <u>Low</u> | <u>Dividend</u> |
|---|-------------|------------|-----------------|
| Fiscal Year 2008 | | | |
| First quarter ended May 3, 2008..... | \$27.63 | \$19.29 | \$0.07 |
| Second quarter ended August 2, 2008 | \$26.29 | \$15.42 | \$0.07 |
| Third quarter ended November 1, 2008 | \$26.43 | \$11.51 | \$0.07 |
| Fourth quarter ended January 31, 2009..... | \$15.52 | \$ 8.33 | \$0.07 |
| Fiscal Year 2009 | | | |
| First quarter ended May 2, 2009..... | \$20.45 | \$ 9.38 | \$0.07 |
| Second quarter ended August 1, 2009..... | \$22.69 | \$14.62 | \$0.07 |
| Third quarter ended October 31, 2009..... | \$27.67 | \$20.74 | \$0.07 |
| Fourth quarter ended January 30, 2010 | \$23.68 | \$18.43 | \$0.09 |
| Fiscal Year 2010 | | | |
| First quarter ended May 1, 2010..... | \$27.43 | \$19.69 | \$0.09 |
| Second quarter ended July 31, 2010..... | \$24.99 | \$17.66 | \$0.09 |
| Third quarter ended October 30, 2010..... | \$25.97 | \$17.99 | \$0.09 |
| Fourth quarter ended January 29, 2011 | \$29.62 | \$23.05 | \$0.12 |

In April 2011, our Board of Directors declared a quarterly cash dividend of \$0.12 per share of our common stock payable on June 24, 2011 to shareholders of record on June 14, 2011.

**THE MEN'S WEARHOUSE, INC.
401(K) SAVINGS PLAN**

**Description of Funds
and
Fund Investment Performance
As of March 31, 2011**

A description of the mutual funds and the Stable Value Funds offered under the Plan, and financial information regarding the performance of each, are shown on the following pages.

**The Men's Wearhouse, Inc. 401(k) Savings Plan
Summary of Investment Options
As of March 31, 2011**

| Investment Option (ticker symbol) | Category | Investment Objectives, Risk and Return Characteristics | Annualized Percentage Return as of March 31, 2011 | | | | Expense Ratio ² |
|--|------------------------|--|--|---------------------|--|---|-------------------------------|
| | | | 1 Year | 3 Year ¹ | 5 Year or Since Inception ¹ | 10 Year or Since Inception ¹ | |
| ASSET CLASS FUNDS | | | | | | | |
| T. Rowe Price Stable Value Common Trust Fund B³ (SVF-B) | Stable Value | <p>The T. Rowe Price Stable Value Common Trust Fund B (the "Trust") seeks to provide maximum current income while maintaining stability of principal.</p> <p>The Trust will invest primarily in: Guaranteed Investment Contracts (GICs), Bank Investment Contracts (BICs), Synthetic Investment Contracts (SICs), and Separate Account Contracts (SACs). GICs, BICs, SICs, and SACs are types of investment contracts that are designed to provide principal stability and a competitive yield.</p> <p>The Trust offers potential stability of principal by purchasing high-quality GICs, BICs, SICs, and SACs, however, there is no assurance that the credit quality of the issuers will remain the same over the life of the investment. The Trust attempts to minimize risk by diversifying its investments by issuer, quality, and duration.</p> <p>The Trust may be suitable for retirement plan investors seeking high credit quality and current income who can accept some risk. Investments in the Trust may not substantially outpace inflation over time, so participants who invest solely in this conservative Trust may not be able to save enough for their retirement years.</p> | 3.95% | 4.16% | 4.33% | 4.53% | 0.25% |
| Union Bank Stable Value Fund B⁴ <i>(frozen to new investments: see footnotes for further information on restrictions and future removal of this fund from the investment options available)</i> | Stable Value | <p>The Union Bank Stable Value fund seeks to provide dependable current income and safety of principal through direct investments primarily in Stable Value Instruments, in a variety of collective investment vehicles, including mutual funds which invest in Stable Value Instruments, or in certain other fixed-income or money market obligations.</p> <p>The Union Bank Stable Value Fund invests primarily in debt obligations issued by the U.S. government or its agencies, corporate debt securities issued by U.S. or foreign companies, mortgage-backed securities, asset-backed securities, and U.S. dollar denominated debt obligations issued or guaranteed by foreign governments. These debt instruments are combined with benefit responsive wrap contracts issued by an insurance company, bank or other financial institution to create Alternative Investment Contracts ("AIC's"). The Fund may also invest in traditional investment contracts ("GIC's" and "BIC's").</p> <p>The Union Bank Stable Value Fund is subject to credit risk primarily from the debt securities owned by the Fund. The Benefit Responsive Wrap Contract only provides assurance that qualified withdrawals can be made, but does not assure the performance of the underlying securities. Therefore, potential credit exposure to the insurance company, bank, or other financial institution issuing a wrap is a fraction of the contract book value.</p> | 2.67% | 3.16% | 3.52% | 3.91% | 0.53% |
| PIMCO Total Return, Instl⁵ (PTTRX) | Intermediate-Term Bond | <p>The PIMCO Total Return Fund ("PIMCO Fund") seeks maximum total return, consistent with preservation of capital and prudent investment management.</p> <p>The PIMCO fund normally invests at least 65% of total assets in a diversified portfolio of Fixed-Income Instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. It invests primarily in investment-grade debt securities, but may invest up to 10% of total assets in high-yield securities ("junk bonds"). The PIMCO fund may invest in derivative instruments, such as options, futures contracts or swap agreements, or in mortgage- or asset-backed securities.</p> <p>Conservative investors generally desire a certain portion of their assets to be invested in instruments that typically offer yields slightly higher than a money market fund. The PIMCO fund is maintained for commingled investment by eligible employee benefit plans looking to invest in a fixed-income portfolio that seeks to provide a competitive rate of return and a stable net asset value per share.</p> <p>There are various risks of investing in the PIMCO Fund, which could adversely affect its net asset value, yield and total return, including but not limited to interest rate risk, credit risk, high yield risk, market risk, issuer risk, and, liquidity risk; see full prospectus for more information on these and other risks.</p> | 6.86% | 8.33% | 8.42% | 7.16% | 0.47% |
| Vanguard Morgan Growth Fund, Admiral (VMRAX) | Large Cap Growth | <p>The Vanguard Morgan Growth Fund seeks long-term growth of capital.</p> <p>The Vanguard Morgan Growth Fund invests mainly in the stocks of mid- and large-capitalization U.S. companies whose revenues and/or earnings are expected to grow faster than those of the average company in the market. It uses multiple investment advisors.</p> <p>An investment in the Vanguard Morgan Growth Fund could lose money over short or even long periods. You should expect the fund's share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market. The fund's performance could be hurt by stock market risk, investment style risk, and manager risk. Stock market risk is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. Investment style risk is the chance that returns from large-capitalization stocks will trail returns from the overall stock market; large-cap stocks tend to go through cycles of doing better, or worse, than the stock market in general. Manager risk is the chance that poor security selection or focus on securities in a particular sector, category, or group of companies will cause the Fund to underperform relevant benchmarks or other funds with a similar investment objective.</p> | 19.84% | 4.25% | 3.49% | 3.57% ¹ Inception date 5/14/01 | 0.30% |

**The Men's Wearhouse, Inc. 401(k) Savings Plan
Summary of Investment Options
As of March 31, 2011**

| Investment Option (ticker symbol) | Category | Investment Objectives, Risk and Return Characteristics | Annualized Percentage Return as of March 31, 2011 | | | | Expense Ratio ² |
|---|-------------------------|---|--|---|---|---|-------------------------------|
| | | | 1 Year | 3 Year ¹ | 5 Year or Since Inception ¹ | 10 Year or Since Inception ¹ | |
| ASSET CLASS FUNDS | | | | | | | |
| Vanguard 500 Index, Signal (VISFX) | Large Cap Blend | <p>The Vanguard 500 Index Fund (Signal class) seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks.</p> <p>The Vanguard 500 Index Fund employs a passive management or indexing investment approach designed to track the performance of the Standard & Poor's 500 Index, which is a widely recognized benchmark of U.S. stock market performance that is dominated by the stocks of large U.S. companies. It attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.</p> <p>An investment in the Vanguard 500 Index Fund could lose money over short or even long periods. You should expect the Fund's share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market. The fund's performance could be hurt by stock market risk, and investment style risk. Stock market risk is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. Investment style risk is the chance that returns from large-capitalization stocks will trail returns from the overall stock market; large-cap stocks tend to go through cycles of doing better, or worse, than the stock market in general.</p> | 15.63% | 2.41% | 2.02% ¹ Inception date 9/29/06 | N/A | 0.07% |
| Dodge & Cox Stock (DODGX) | Large Cap Value | <p>The Dodge & Cox Stock Fund seeks long-term growth of principal and income; current income is a secondary consideration.</p> <p>The Dodge & Cox Stock fund invests primarily in a broadly diversified portfolio of common stocks. It may invest at least 80% of total assets in common stocks, including those securities of foreign issuers included in the S&P 500. The fund may also purchase other types of securities and debt securities which are convertible into common stock. It may also invest up to 20% of total assets in U.S. dollar-denominated securities of foreign issuers traded in the United States that are not included in the S&P 500.</p> <p>An investment in the Dodge & Cox Stock Fund could lose money over short or even long periods. You should expect the Dodge & Cox Stock Fund's share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market. The Dodge & Cox Stock Fund's performance could be hurt by: stock market risk, which is the chance that stock prices overall will decline, and investment style risk, which is the chance that returns from large-capitalization stocks will trail returns from the overall stock market.</p> | 12.74% | 0.53% | 0.17% | 5.91% | 0.52% |
| Royce Pennsylvania Mutual Fund, Invmt. (PENNX) | Small Cap Blend | <p>The Royce Pennsylvania Mutual Fund ("Royce Pennsylvania Fund") seeks long-term growth of capital.</p> <p>The Royce Pennsylvania Fund normally invests at least 65% of assets in the equities of small- and micro-cap companies. It typically invests in companies with market capitalizations up to \$2.5 billion. The fund may invest up to 25% of assets in the securities of foreign issuers. The advisor selects securities that it believes are trading significantly below its estimate of their current worth, basing this assessment chiefly on balance sheet quality and cash flow levels.</p> <p>The Royce Pennsylvania Fund is subject to market risk, the possibility that common stock prices will decline over short or extended periods of time. As a result, the value of your investment in the fund will fluctuate with the market, and you could lose money over short or long periods of time. The prices of small-cap and micro-cap securities are generally more volatile and their markets are less liquid relative to larger-cap securities.</p> | 26.81% | 8.62% | 4.81% | 11.21% | 0.92% |
| American Beacon Small Cap Value, Inst. (AVFIX) | Small Cap Value | <p>The American Beacon Small Cap Value Fund ("Amer Beacon SmallCap") seeks long-term capital appreciation and current income.</p> <p>The Amer Beacon SmallCap fund normally invests at least 80% of net assets in equity securities of U.S. small companies with market capitalizations of \$5 billion or less at the time of investment. The investments may include common stocks, preferred stocks, securities convertible into common stocks, U.S. dollar-denominated ADRs, and U.S. dollar-denominated foreign stocks traded on U.S. exchanges. Such investments may expose the Fund to additional risks. Investment sub-advisors select stocks that, in their opinion, have most or all of the following characteristics (relative to the Russell 2000® Index): above-average earnings growth potential, below-average price to earnings ratio, and below-average price to book value ratio.</p> <p>Since the Amer Beacon SmallCap Fund invests most of its assets in stocks, it is subject to stock market risk. The Amer Beacon SmallCap Fund is not designed for investors who need an assured level of current income; it is intended to be a long-term investment.</p> | 24.01% | 9.92% | 4.47% | 11.88% | 0.82% |
| American Funds EuroPacific Growth R6 (RERGX) | Foreign Large Cap Blend | <p>The American Funds EuroPacific Growth Fund ("EuroPacific") seeks to provide long-term growth of capital.</p> <p>The EuroPacific fund invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth. It normally invests at least 80% of net assets in securities of issuers in Europe and the Pacific Basin. The EuroPacific fund may invest a portion of its assets in common stocks and other securities of companies in countries with developing economies and/or markets and may also hold cash, money market instruments and fixed-income securities.</p> <p>Investors in the EuroPacific fund should have a long-term perspective and be able to tolerate potentially sharp declines in value. Growth-oriented stocks may involve larger price swings and greater potential for loss than other types of investments. Securities of issuers domiciled outside of, or with significant operations outside of, the United States, may lose value because of political, social or economic developments in the country or region in which the issuer operates. These securities may also lose value due to changes in the exchange rate of the country's currency against the U.S. dollar. Investing in countries with developing economies and/or markets may involve risks in addition to and greater than those generally associated with investing in developed countries.</p> | 12.78% | 25.73% ¹ Inception date 5/1/09 | N/A | N/A | 0.52% |

**The Men's Wearhouse, Inc. 401(k) Savings Plan
Summary of Investment Options
As of March 31, 2011**

| Investment Option (ticker symbol) | Category | Investment Objectives, Risk and Return Characteristics | Annualized Percentage Return as of March 31, 2011 | | | | Expense Ratio ² |
|---|---|--|--|---------------------|--|---|-------------------------------|
| | | | 1 Year | 3 Year ¹ | 5 Year or Since Inception ¹ | 10 Year or Since Inception ¹ | |
| | Retirement Date | Approximate Fund allocations as % mix of stock funds/bond funds | RETIREMENT DATE FUNDS | | | | |
| T. Rowe Price Retirement Income (TRRIX) | Currently Retired | 40 / 60 | 9.87% | 5.26% | 5.12% | 7.22% | 0.59% |
| T. Rowe Price Retirement 2005 Fund (TRRFY) | Currently Retired | 46 / 54 | 11.20% | 5.30% | 5.12% | 5.91% | 0.61% |
| T. Rowe Price Retirement 2010 Fund (TRRAX) | Retirement planned between 2008 and 2012 | 55 / 45 | 12.38% | 5.09% | 4.86% | 8.77% | 0.64% |
| T. Rowe Price Retirement 2015 Fund (TRRGX) | Retirement planned between 2013 and 2017 | 64 / 36 | 13.68% | 5.11% | 4.78% | 6.18% | 0.68% |
| T. Rowe Price Retirement 2020 Fund (TRRBX) | Retirement planned between 2018 and 2022 | 72 / 28 | 14.79% | 5.00% | 4.57% | 9.54% | 0.71% |
| T. Rowe Price Retirement 2025 Fund (TRRHX) | Retirement planned between 2023 and 2027 | 79 / 21 | 15.59% | 4.82% | 4.38% | 6.29% | 0.74% |
| T. Rowe Price Retirement 2030 Fund (TRRCX) | Retirement planned between 2028 and 2032 | 85 / 15 | 16.37% | 4.72% | 4.23% | 10.02% | 0.76% |
| T. Rowe Price Retirement 2035 Fund (TRRJX) | Retirement planned between 2033 and 2037 | 90 / 10 | 16.91% | 4.66% | 4.12% | 6.30% | 0.77% |
| T. Rowe Price Retirement 2040 Fund (TRRDY) | Retirement planned between 2038 and 2042 | 90 / 10 | 16.94% | 4.72% | 4.16% | 10.02% | 0.77% |
| T. Rowe Price Retirement 2045 Fund (TRRKX) | Retirement planned between 2043 and 2047 | 90 / 10 | 16.87% | 4.72% | 4.16% | 6.19% | 0.77% |
| T. Rowe Price Retirement 2050 Fund (TRRMX) | Retirement planned between 2048 and 2052 | 90 / 10 | 16.84% | 4.66% | 2.56% ¹ | Inception date 12/29/06 | 0.77% |
| T. Rowe Price Retirement 2055 Fund (TRRNX) | Retirement planned for 2053 and later | 90 / 10 | 16.98% | 4.65% | 2.55% ¹ | Inception date 12/29/06 | 0.77% |

Fund Fact sheets for each of the mutual funds listed on Pages 1 & 2 can be found on the T. Rowe Price website, rps.troweprice.com, or can be requested from the T. Rowe Price Participant Service Center by calling 1-800-922-9945. The fund fact sheet is a one-page summary describing the mutual fund's characteristics, rates of return, expenses and fees, top holdings, etc. In addition to the fund fact sheets, detailed fund prospectuses can also be found on the T. Rowe Price website or by calling the T. Rowe Price Participant Service Center.

Average annual total return figures include changes in principal value, reinvested dividends, and capital gain distributions. All returns are historical and do not represent future performance. This material should not be deemed a recommendation to buy or sell any securities mentioned. When assessing performance, investors should consider both short-term and long-term returns. Return figures for periods greater than one year are annualized. Share price, principal value, and return will vary and you may have a gain or loss when you sell your shares. The performance information shown does not reflect the deduction of any redemption fees. If these fees were deducted, performance would be lower.

Market timing is prohibited in the Plan. Frequent exchanging of investment options may harm long-term investors, so the sale of mutual fund shares, if you liquidate too soon after a purchase, may be subject to a redemption fee imposed by the fund company. To help deter the practice of excessive trading (frequent trades into and out of an investment), T. Rowe Price enforces an excessive trading policy. Potential consequences of excessive trading include the suspension of trading privileges and possible redemption fees (fees designed to discourage short-term trading behavior and protect the funds and their long-term investors). Refer to fund prospectuses for further details and current information. For more information about excessive trading and redemption fees, please call T. Rowe Price at 1-800-922-9945. Men's Wearhouse Stock fund and the Stable Value Fund are exempt from this policy.

Other fees & expenses charged by a fund could include shareholder-type fees such as: sales loads, sales charges, deferred sales charges, redemption fees, surrender fees, exchange fees, account fees, purchase fees, mortality and expense fees. Refer to fund prospectuses for details and current information.

¹Performance data for periods greater than 1 year are annualized. Rates from fund inception date are shown for funds in existence less than time period shown.

² Expense ratio, source: T. Rowe Price is the source of all expense ratio data for its mutual funds and common trusts. All other mutual fund expense ratio data is provided by Lipper, Inc. Expenses for common trusts and custom funds are included when available. Expense ratio shown for mutual funds is prospectus gross expense ratio; expense ratio shown for T. Rowe Price Retirement funds is prospectus net expense ratio.

An Expense Ratio, expressed as an annualized percentage of total assets, is what participants pay for mutual fund operating expenses and management fees. Operating expenses are paid out of a fund's assets and therefore lower the return to a fund's investors. The Annualized Percentage Returns shown above are net of the Expense Ratio cost charged, as explained above, directly to each fund. The expense ratio includes management expenses (such as advisory fees, account maintenance, reporting, internal accounting, legal, and other administrative expenses); any 12b-1 distribution fees; and "other" expenses (usually fees paid to independent third parties, such as the fund's custodian and auditor). It does not include the transaction costs of buying and selling portfolio securities.

³The T. Rowe Price Stable Value Common Trust Fund (the "Trust") is not a mutual fund. It is a common trust fund established by T. Rowe Price Trust Company under Maryland banking law, and its units are exempt from registration under the Securities Act of 1933. Investments in the Trust are not deposits or obligations of, or insured or guaranteed by, the U.S. government or its agencies or T. Rowe Price Trust Company. Although the Trust seeks to preserve the value of your investment at \$1.00 per unit, it is possible to lose money by investing in the Trust. See disclosure statement regarding the prohibition on transferring from a Competing Investment for 90 days.

⁴ See Union Bank Stable Value Fund Disclosure Statement regarding the prohibition on transferring funds to a Competing Investment for 90 days.

The Union Bank Stable Value Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Fund.

Any money you currently have invested in the Union Bank Stable Value Fund will remain invested in that fund unless you personally elect to liquidate it. However, no new money may be invested in the Union Bank Stable Value Fund; that is, you may exchange out of the Union Bank Stable Value Fund but you may not exchange into the Union Bank Stable Value Fund, nor can you invest future contributions in the Union Bank Stable Value Fund. Further, the Union Bank Stable Value Fund will be removed entirely from The Men's Wearhouse, Inc. 401(k) Savings Plan by February 28, 2012, although it is possible that Union Bank will authorize liquidation of all the Plan's holdings in the fund prior to this date. Any funds remaining in the Union Bank Stable Value Fund at the time Union Bank authorizes its full liquidation, and no later than February 28, 2012, will be liquidated and transferred to the investments you have elected with T. Rowe Price at the time they receive the Union Bank Stable Value Fund liquidation proceeds.

⁵ Investments in fixed-income securities are subject to interest rate risk and credit risk. Also, the fund's investments in derivatives are subject to a number of risks, such as liquidity risk, interest rate risk, market risk, credit risk, and management risk. A fund investing in a derivative instrument could lose more than the principal amount invested.

For more complete information about any of the funds listed, including charges and expenses, you may obtain a prospectus from T. Rowe Price. Performance data and history have been obtained from T. Rowe Price by The Men's Wearhouse, Inc. based upon information obtained from public sources and believed to be accurate. However, The Men's Wearhouse, Inc. does not guarantee the accuracy or completeness thereof.

Mutual funds and collective funds are: (i) not deposits or other obligations of, and are not guaranteed by T. Rowe Price, its subsidiaries or affiliates; (ii) not insured or guaranteed by the FDIC or any government agency; (iii) involve risk, including possible loss of principal.

Securities products and services are offered through T. Rowe Price Investment Services, Inc., Distributor, T. Rowe Price mutual funds.