

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): November 24, 2004

0-15898
(Commission File Number)

CASUAL MALE RETAIL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

04-2623104
(IRS Employer
Identification Number)

555 Turnpike Street, Canton, Massachusetts 02021
(Address of registrant's principal executive office)

(781) 828-9300
(Registrant's telephone number)

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))

ITEM 1.01 Entry into a Material Definitive Agreement.

On November 24, 2004, the Company entered into an Asset Purchase Agreement with Hub Holding Corp., an affiliate of Sun Capital Partners, Inc. ("Hub Holding"), pursuant to which the Company sold 32 of its remaining Levi's(r)/Dockers(r) outlet stores to Hub Holding. The closing of the transaction occurred on November 24, 2004. Since fiscal 2002, the Company has been in the process of closing all of its Levi's(r)/Dockers(r) stores with the intention to eventually exit the business completely.

The sale price was approximately \$12.8 million in cash, subject to adjustment based on the valuation of inventory at closing. In addition, the Company is also entitled to an earn out payment based on the stores' financial performance through January 31, 2005, up to a maximum of \$500,000.

As part of the Asset Purchase Agreement, Hub Holding assumed all outstanding accounts payables and accrued liabilities, incurred in the ordinary course of business, including the remaining lease obligations for these 32 store locations.

Pursuant to the Asset Purchase Agreement, the Company and Hub Holding also entered into a Transition Services Agreement pursuant to which the Company will provide to Hub Holding and certain of its affiliates certain transitional services for a period of up to four months.

The Company expects to use the proceeds from the sale to reduce borrowings under its credit facility. The Company will file the Asset Purchase Agreement as part of its Quarterly Report on Form 10-Q for the quarter ended October 30, 2004.

ITEM 7.01 Regulation FD Disclosure.

On November 29, 2004, the Company issued a press release announcing the completion of its sale of 32 of its remaining Levi's(r)/Dockers(r) Outlet stores to Hub Holding. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
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99.1	Press Release dated November 29, 2004 announcing Casual Male Retail Group, Inc. completion of sale of its Levi's(r)/Dockers(r) outlet stores.
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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, thereunto duly authorized.

CASUAL MALE RETAIL GROUP, INC.

By: /s/ Dennis R. Hernreich

Name: Dennis R. Hernreich
Title: Executive Vice President
and Chief Financial Officer

Date: December 1, 2004

For Information, Contact:
Company Contact:
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Casual Male Retail Group, Inc. Completes the Sale of its
Levi's(r)/Dockers(r) Outlet Stores

CANTON, MA, Nov. 29, 2004 -- Casual Male Retail Group, Inc. (Nasdaq: CMRG), retail brand operator of Casual Male Big & Tall and Rochester Big & Tall, and the exclusive retailer of George Foreman's clothing collection, announces the completion of its previously announced sale of its 32 remaining Levi's(r)/Dockers(r) Outlet stores to Hub Holding Corp. The sale price was approximately \$12.8 million in cash and the buyer will assume all normal business obligations and lease obligations of the remaining 32 stores. The proceeds from the sale will be used to reduce Casual Male's outstanding debt under its revolving line of credit.

"The sale comes at a very opportune time for Casual Male, as we begin our integration of the Rochester brand and the start of the holiday season," said David Levin, President and Chief Executive Officer of Casual Male Retail Group, Inc. "We are focused on driving traffic to our stores and providing an enjoyable shopping experience to our customers."

"We are delighted to complete this transaction on a basis that is good for all parties involved, Casual Male, Hub Holding Corp., an affiliate of Sun Capital, and the dedicated employees of the Levi's(r)/Dockers(r) outlet stores," said Seymour Holtzman, Chairman of Casual Male Retail Group, Inc.

CMRG, the largest retailer of big and tall men's apparel, operates 496 Casual Male Big & Tall stores, the Casual Male e-commerce site, Casual Male catalog business, and 22 Rochester Big & Tall stores and direct to consumer business. The Company is headquartered in Canton, Massachusetts and its common stock is listed on the Nasdaq National Market under the symbol "CMRG."

This press release contains forward-looking statements within the meaning of the federal securities laws. The discussion of forward-looking information requires management of the Company to make certain estimates and assumptions regarding the Company's strategic direction and the effect of such plans on the Company's financial results. The Company's actual results and the implementation of its plans and operations may differ materially from forward-looking statements made by the Company in this press release due to numerous factors. Furthermore, the Company encourages readers to refer to its prior filings with the Securities and Exchange Commission, including, without limitation, its Current Report on Form 8-K filed on April 14, 2004, that set forth certain risks and uncertainties that may have an impact on future results and direction of the Company.