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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 23, 2007**

**0-15898**  
(Commission File Number)

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**CASUAL MALE RETAIL GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.02 Results of Operations and Financial Condition.

On May 25, 2007, Casual Male Retail Group, Inc. (the "Company") issued a press release announcing the Company's sales and results of operations for the second quarter and first six months of fiscal 2007. A copy of this press release is attached hereto as Exhibit 99.1.

The press release contains certain non-GAAP measures which the Company believes is important for investors to help gain a better understanding of the Company. The release includes a reconciliation of such non-GAAP measures.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                                                                                                                                     |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1               | Press Release announcing sales and results of operations for the second quarter and first six months of fiscal 2007 for Casual Male Retail Group, Inc. |

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: August 23, 2007



For Information Contact:

Company Contact:

Jeff Unger, Investor Relations  
(561) 514-0115

Andrew Bard, Weber Shandwick  
212-445-8368

**Casual Male Retail Group, Inc. Reports Sales and Operating Results  
For the Second Quarter and First Six Months of Fiscal 2007  
Comparable Sales Increase of 3.9% for the Second Quarter of Fiscal 2007  
The Company Issues EPS guidance of \$0.45 to \$0.50 per share for Fiscal 2007**

CANTON, MA, August 23, 2007 — **Casual Male Retail Group, Inc. (NASDAQ: "CMRG")**, retail brand operator of *Casual Male XL*, *Rochester Big & Tall*, *B&T Factory Direct*, *LivingXL*, *ShoesXL* and *Jared M.*, announced today its sales and operating results for the second quarter and the first six months of fiscal 2007.

Sales for the second quarter of fiscal 2007 increased 2.2% to \$114.2 million from \$111.8 million for the second quarter of fiscal 2006. For the six months ended August 4, 2007, sales increased 5.1% to \$225.5 million from \$214.7 million for the same period in the prior year. Comparable sales for the thirteen and twenty-six week periods ended August 4, 2007 increased 3.9% and 5.0%, respectively, as compared to the comparable thirteen and twenty-six week periods of the prior year.

For the second quarter of fiscal 2007, net income was \$2.5 million, or \$0.06 per diluted share, compared to net income for the second quarter of fiscal 2006 of \$3.4 million, or \$0.09 per diluted share. For the first six months of fiscal 2007 net income was \$3.6 million, or \$0.08 per diluted share, compared to net income of \$4.8 million, or \$0.13 per diluted share, for the first six months of fiscal 2006.

Results for the second quarter and the first six months of fiscal 2007 included legal expenses of \$0.01 per diluted share related to litigation in which the Company was the plaintiff and was awarded damages of \$1.5 million plus interest. Collection of this award is subject to a legal process and will be recognized when ultimately realized. Results for

the first six months of fiscal 2006 included a gain of \$0.02 per diluted share from the sale of the Company's loss prevention subsidiary, LP Innovations, Inc.

For the fiscal year ending February 2, 2008, the Company expects earnings per diluted share in a range of \$0.45 to \$0.50 compared to earnings of \$0.33 per diluted share last year, after reduction for the net tax benefit of \$29.9 million related to the reversal of the Company's valuation allowance for deferred tax assets. The Company will provide, at a minimum, a quarterly update of its annual earnings expectations.

Casual Male will host a conference call with security analysts beginning at 11:00 a.m. ET today, Thursday, August 23, 2007, to review the sales and operating results for the second quarter and six months ended August 4, 2007. The call is being webcast and can be accessed at [www.casualmaleXL.com/investor](http://www.casualmaleXL.com/investor). During the conference call, the Company may discuss and answer questions concerning business and financial developments and trends. The Company's responses to questions, as well as other matters discussed during the conference call, may contain or constitute information that has not been disclosed previously.

*In addition to the financial measures prepared in accordance with generally accepted accounting principles (GAAP), our above discussion refers to earnings of \$0.33 per diluted share for fiscal 2006. This earnings per share amount excludes the tax benefits of our valuation allowance reversal. This adjustment is a non-GAAP measure. The Company believes that the inclusion of this non-GAAP measure helps investors to gain a better understanding of the Company's overall earnings performance, especially when comparing such results to our expected fiscal 2007 earnings guidance. However, this non-GAAP financial measure is not meant to be considered superior to or as a substitute for results of operations prepared in accordance with GAAP. The following table shows the reconciliation of net income, on a GAAP basis, for fiscal 2006 to the non-GAAP measure referred to above.*

*(in millions, except for earnings per share(EPS) amounts)*

| <b>For the fiscal year ended February 3, 2007</b>                                      |         | <b>Diluted EPS</b> |
|----------------------------------------------------------------------------------------|---------|--------------------|
| <b>Net income as reported</b>                                                          | \$ 42.6 | \$ 0.98            |
| -Deduct net income tax benefit, primarily related to the valuation allowance reversals | (29.9)  | (0.65)             |
| <b>Adjusted net income</b>                                                             | \$ 12.7 | \$ 0.33            |
| <b>Weighted average shares outstanding -diluted (A)</b>                                |         | 46.5               |

*(A) The calculation of earnings per share, on a dilutive basis, include the add-back of the related interest costs of \$2.8 million, on an after tax basis, associated with the convertible notes.*

Casual Male Retail Group, Inc., the largest retailer of big and tall men's apparel with retail operations throughout the United States, Canada and London, England, operates 473 Casual Male XL retail and outlet stores, 25 Rochester Big & Tall stores, 5 Casual Male at Sears-Canada stores, and a direct-to-consumer business which includes several catalogs and e-commerce sites. The Company is headquartered in Canton, Massachusetts and its common stock is listed on the Nasdaq Global Market under the symbol "CMRG."

*Certain information contained in this press release, including the Company's expectations regarding earnings per diluted share for fiscal 2007, constitutes forward-looking statements under 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. The Company encourages readers of forward-looking information concerning the Company to refer to its prior filings with the Securities and Exchange Commission, including without limitation, its Annual Report on Form 10-K filed on April 2, 2007, that set forth certain risks and uncertainties that may have an impact on future results and direction of the Company.*

*Forward-looking statements contained in this press release speak only as of the date of this release. Subsequent events or circumstances occurring after such date may render these statements incomplete or out of date. The Company undertakes no obligation and expressly disclaims any duty to update such statements.*

*[tables to follow]*

CASUAL MALE RETAIL GROUP, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(In thousands, except per share data)

|                                                           | For the three months ended |                 | For the six months ended |                 |
|-----------------------------------------------------------|----------------------------|-----------------|--------------------------|-----------------|
|                                                           | August 4, 2007             | July 29, 2006   | August 4, 2007           | July 29, 2006   |
| Sales                                                     | \$ 114,209                 | \$ 111,802      | \$ 225,513               | \$ 214,666      |
| Cost of goods sold including occupancy                    | 61,012                     | 61,179          | 121,359                  | 119,039         |
| Gross profit                                              | 53,197                     | 50,623          | 104,154                  | 95,627          |
| Expenses:                                                 |                            |                 |                          |                 |
| Selling, general and administrative                       | 43,911                     | 40,234          | 88,266                   | 79,593          |
| Depreciation and amortization                             | 4,233                      | 3,440           | 8,290                    | 6,690           |
| Total expenses                                            | 48,144                     | 43,674          | 96,556                   | 86,283          |
| Operating income                                          | 5,053                      | 6,949           | 7,598                    | 9,344           |
| Other income, net                                         | 138                        | —               | 275                      | 1,112           |
| Interest expense, net                                     | (1,070)                    | (1,351)         | (1,876)                  | (2,570)         |
| Income before income taxes                                | 4,121                      | 5,598           | 5,997                    | 7,886           |
| Provision for income taxes                                | 1,648                      | 2,197           | 2,398                    | 3,098           |
| Net income                                                | <u>\$ 2,473</u>            | <u>\$ 3,401</u> | <u>\$ 3,599</u>          | <u>\$ 4,788</u> |
| Net income per share—basic                                | \$ 0.06                    | \$ 0.10         | \$ 0.09                  | \$ 0.14         |
| Net income per share—diluted                              | \$ 0.06                    | \$ 0.09         | \$ 0.08                  | \$ 0.13         |
| Weighted-average number of common shares outstanding (1): |                            |                 |                          |                 |
| Basic                                                     | 41,606                     | 34,719          | 41,899                   | 34,801          |
| Diluted                                                   | 43,338                     | 45,999          | 43,878                   | 37,128          |

(1) The amount of common shares outstanding in fiscal 2007 include the impact of the conversion of \$95 million of convertible notes to 8.9 million shares of common stock, which occurred in the fourth quarter of fiscal 2006.

CASUAL MALE RETAIL GROUP, INC.  
CONSOLIDATED BALANCE SHEETS  
August 4, 2007 and February 3, 2007  
(In thousands)

|                                                          | <u>August 4, 2007</u> | <u>February 3, 2007</u> |
|----------------------------------------------------------|-----------------------|-------------------------|
| <b>ASSETS</b>                                            |                       |                         |
| Cash and investments                                     | \$ 5,902              | \$ 5,325                |
| Inventories                                              | 119,740               | 114,535                 |
| Other current assets                                     | 16,874                | 14,966                  |
| Property and equipment, net                              | 61,582                | 59,063                  |
| Goodwill and other intangibles                           | 96,014                | 96,170                  |
| Deferred income taxes                                    | 27,020                | 28,281                  |
| Other assets                                             | 2,062                 | 2,096                   |
| Total assets                                             | <u>\$ 329,194</u>     | <u>\$ 320,436</u>       |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>              |                       |                         |
| Accounts payable, accrued expenses and other liabilities | \$ 53,445             | \$ 66,018               |
| Notes payable                                            | 44,621                | 8,529                   |
| Long-term note payable                                   | 17,376                | —                       |
| Deferred gain                                            | 27,110                | 27,843                  |
| Stockholders' equity                                     | 186,642               | 218,046                 |
| Total liabilities and stockholders' equity               | <u>\$ 329,194</u>     | <u>\$ 320,436</u>       |