
**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): December 7, 2009

CASUAL MALE RETAIL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

01-34219
(Commission
File Number)

04-2623104
(IRS Employer
Identification No.)

555 Turnpike Street, Canton, MA
(Address of principal executive offices)

02021
(Zip Code)

Registrant's telephone number, including area code (781) 828-9300

N/A
(Former name or former address, if changed since last report.)

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 1.01 Entry into a Material Definitive Agreement.

Reference is made to the disclosure under “Item 3.03 – Material Modifications to Rights of Security Holders” below, which is incorporated by reference herein.

Item 3.03 Material Modifications to Rights of Security Holders.

On December 7, 2009, Casual Male Retail Group, Inc., a Delaware corporation (the “Company”) entered into Amendment No. 2 to the Rights Agreement, dated as of December 8, 2008, as amended on June 29, 2009 (as amended, the “Rights Agreement”), between the Company and American Stock Transfer & Trust Company, LLC, a New York limited liability company, as Rights Agent.

Pursuant to the amendment to the Rights Agreement, the expiration date of the preferred stock purchase rights (the “Rights”) issued pursuant to the Rights Agreement was extended. Following the amendment to the Rights Agreement, the Rights will expire at 12:00 midnight at the end of the day on June 1, 2010, unless the Rights are earlier exchanged or redeemed by the Board of Directors of the Company.

The Rights issued pursuant to the Rights Agreement are in all respects subject to and governed by the provisions of the Rights Agreement, as amended. Copies of the Rights Agreement and the amendment are available free of charge from the Company. The foregoing description of the amendment to the Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment, a copy of which is attached hereto as Exhibit 4.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Amendment No. 2, dated as of December 7, 2009, to the Rights Agreement, dated as of December 8, 2008, between Casual Male Retail Group, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CASUAL MALE RETAIL GROUP, INC.

Date: December 8, 2009

By: _____ /s/ DENNIS R. HERNREICH

Name: **Dennis R. Hernreich**

Title: **Executive Vice President,
Chief Operating Officer, Chief Financial Officer,
Treasurer and Secretary**

EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibit

4.1 Amendment No. 2, dated as of December 7, 2009, to the Rights Agreement, dated as of December 8, 2008, between Casual Male Retail Group, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent.

AMENDMENT NO. 2 TO RIGHTS AGREEMENT

AMENDMENT NO. 2 (this "*Amendment*") dated as of December 7, 2009, to the Rights Agreement, dated as of December 8, 2008, as amended on June 29, 2009 (as amended, the "*Agreement*"), between Casual Male Retail Group, Inc., a Delaware corporation (the "*Company*") and American Stock Transfer & Trust Company, LLC, a New York limited liability company, as rights agent (the "*Rights Agent*").

WITNESSETH

WHEREAS, the Board of Directors of the Company (the "*Board of Directors*") has determined that it is in the best interests of the Company to amend the Agreement as set forth in this Amendment;

WHEREAS, pursuant to Section 27 of the Agreement, for so long as the Rights are redeemable, the Company may, and the Rights Agent shall, if the Company so directs, supplement or amend any provision of the Agreement in any respect without the approval of any holders of shares of Common Stock;

WHEREAS, pursuant to the terms of the Agreement and in accordance with Section 27 thereof, the Company has directed that the Agreement be amended as set forth in this Amendment, and by its execution and delivery hereof, directs the Rights Agent to execute this Amendment; and

WHEREAS, all acts and things necessary to make this Amendment a valid agreement according to its terms have been done and performed, and the execution and delivery of this Amendment by the Company has been in all respects authorized by the Company.

NOW, THEREFORE, in consideration of the foregoing premises and mutual agreements set forth in the Agreement and this Amendment, the parties hereto agree as follows:

1. The definition of "Final Expiration Date" under Section 1 of the Agreement is hereby modified and replaced in its entirety with the following:
"*Final Expiration Date*" means 12:00 midnight at the end of the day on June 1, 2010."
2. The Form of Rights Certificate attached as Exhibit B to the Agreement is hereby amended such that the date "December 8, 2009" is replaced with the date "June 1, 2010" in all places where such date originally appears.
3. Exhibit C of the Agreement (Summary of Terms) is hereby amended such that the heading "Expiration" is hereby amended and replaced in its entirety as follows:
"The Rights will expire on June 1, 2010, unless earlier exchanged or redeemed."

4. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts to be made and performed entirely within such State.
5. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed an original, and all such counterparts shall together constitute one and the same instrument.
6. Except as expressly set forth herein, this Amendment shall not by implication or otherwise alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Agreement, all of which are ratified and affirmed in all respects and shall continue in full force and effect.
7. Capitalized terms used herein but not defined shall have the meanings given to them in the Agreement.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to the Agreement to be duly executed as of the day and year first above written.

CASUAL MALE RETAIL GROUP, INC.

By: /s/ Dennis R. Hernreich
Name: Dennis R. Hernreich
Title: Executive Vice President, Chief Operating Officer,
Chief Financial Officer, Treasurer and Secretary

AMERICAN STOCK TRANSFER & TRUST COMPANY,
LLC

By: /s/ Herbert J. Lemmer
Name: Herbert J. Lemmer
Title: Vice President

CERTIFICATION

The undersigned, the Executive Vice President, Chief Operating Officer, Chief Financial Officer, Treasurer and Secretary of Casual Male Retail Group, Inc., a Delaware corporation (the "*Company*") hereby certifies, on behalf of the Company, that the Amendment No. 2, dated as of December 7, 2009, to the Rights Agreement, dated as of December 8, 2008, as amended on June 29, 2009 (as amended, the "*Agreement*") between the Company and American Stock Transfer & Trust Company, LLC, a New York limited liability company, as rights agent (the "*Rights Agent*"), is in compliance with the terms of Section 27 of the Agreement.

Dated: December 7, 2009

CASUAL MALE RETAIL GROUP, INC.

By: /s/ Dennis R. Hernreich

Name: Dennis R. Hernreich

Title: Executive Vice President, Chief Operating Officer,
Chief Financial Officer, Treasurer and Secretary