

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

CASUAL MALE RETAIL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-2623104
(IRS Employer
Identification No.)

555 Turnpike Street, Canton, MA
(Address of Principal Executive Offices)

02021
(Zip Code)

CASUAL MALE RETAIL GROUP, INC.
FISCAL 2010 NON-EMPLOYEE DIRECTOR STOCK PURCHASE PLAN
(Full title of the plan)

Dennis R. Hernreich
Chief Financial Officer
Casual Male Retail Group, Inc.
555 Turnpike Street
Canton, Massachusetts 02021
(Name and address of agent for service)

(781) 828-9300
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	250,000 shares	\$2.83	\$ 707,500	\$50.44

- (1) This registration statement (this "Registration Statement") covers 250,000 shares of the Registrant's common stock which may be offered or sold from time to time pursuant to the Registrant's Fiscal 2010 Non-Employee Director Stock Purchase Plan.
 - (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of the average of the high and low prices of the Registrant's Common Stock on the Nasdaq Global Select Market on January 27, 2010, in accordance with Rule 457(c) under the Securities Act of 1933, as amended.
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

- (a) The Registrant's Annual Report on Form 10-K, as amended, for the fiscal year ended January 31, 2009.
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above.
- (c) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A/A, filed on August 28, 2009, and all amendments and reports updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's Restated Certificate of Incorporation, as amended (the "Certificate"), provides that no director of the Registrant shall be personally liable to the Registrant or to any of its stockholders for monetary damages arising out of such director's breach of fiduciary duty, except to the extent that the elimination or limitation of liability is not permitted by the Delaware General Corporation Law. The Delaware General Corporation Law, as currently in effect, permits charter provisions eliminating the liability of directors for breach of fiduciary duty, except that directors remain liable for (i) any breach of the directors' duty of loyalty to a company or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any payment of a dividend or approval of a stock repurchase that is illegal under Section 174 of the Delaware General Corporation Law, or (iv) any transaction from which the directors derived an improper personal benefit. The effect of this provision of the Certificate is that directors cannot be held liable for monetary damages arising from breaches of their duty of care, unless the breach involves one of the four exceptions described in the preceding sentence. The provision does not prevent stockholders from obtaining injunctive or other equitable relief against directors, nor does it shield directors from liability under federal or state securities laws. The Certificate and the Registrant's By-Laws further provide for indemnification of the Registrant's directors and officers to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, including circumstances in which indemnification is otherwise discretionary.

Section 145 of the Delaware General Corporation Law, as amended, provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the corporation's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The power to indemnify applies to actions brought by or in the right of the corporation as well, but only to the extent of expenses, including attorneys' fees but excluding judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit. And with the further limitation that in these actions, no indemnification shall be made in the event of any adjudication that the person is liable to the corporation, unless and only to the extent a court determines that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. Undertakings.

1. *Item 512(a) of Regulation S-K.* The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. *Item 512(b) of Regulation S-K.* The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. *Item 512(h) of Regulation S-K.* Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>No.</u>	<u>Description</u>
4.1	Casual Male Retail Group, Inc. Fiscal 2010 Non-Employee Director Stock Purchase Plan
5.1	Opinion of Greenberg Traurig LLP, counsel to the Registrant.
23.1	Consent of Greenberg Traurig LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP.

CASUAL MALE RETAIL GROUP, INC.
FISCAL 2010 NON-EMPLOYEE DIRECTOR STOCK PURCHASE PLAN

Section 1. Establishment and Purpose; Effective Date

Casual Male Retail Group, Inc. (the "Company") hereby establishes, for fiscal 2010, a non-employee director stock purchase plan to be named the Casual Male Retail Group, Inc. Fiscal 2010 Non-Employee Director Stock Purchase Plan (the "Plan") to provide a convenient method by which non-employee directors of the Company may acquire shares of Common Stock of the Company ("Shares") at fair market value by voluntarily electing to receive Shares in lieu of fees otherwise payable to them in cash for service as a director or member of a committee of the Board of Directors of the Company (the "Board") (including as a result of previous elections to receive cash under the Company's Non-Employee Director Compensation Plan (the "Director Compensation Plan")). The Plan shall be effective as of January 29, 2010 (the "Effective Date"). Elections made prior to the Effective Date, shall be effective as of the Effective Date.

Section 2. Definitions

When used herein, the following capitalized terms shall have the meanings assigned to them, unless the context clearly indicates otherwise.

- (a) "Committee" means the Compensation Committee of the Board.
- (b) "Common Stock" means the common stock of the Company, par value \$.01 per share.
- (c) "Compensation" means Fees to be paid in cash, Shares or any combination thereof, as elected by a Participant hereunder.
- (d) "Director" means a member of the Board.
- (e) "Exchange Act" means the Securities Exchange Act of 1934, as amended from time to time, including rules thereunder and successor provisions and rules thereto.
- (f) "Fees" means the fees payable to the Participant in accordance with the Director Compensation Plan.
- (g) "Grant Date" shall have the meaning set forth in the Director Compensation Plan.
- (h) "Irrevocable Election Agreement" means the written agreement, substantially in the form of Exhibit A, between the Company and a Participant.
- (i) "NASDAQ" means The NASDAQ Stock Market, Inc.
- (j) "Non-Employee Director" means a Director who satisfies the requirements set forth in Rule 16b-3(b)(3)(i) under the Exchange Act.

(k) "Participant" means a Non-Employee Director of the Company.

Section 3. Number of Shares. Subject to adjustment as the Board may from time to time determine, the total number of Shares reserved and available under the Plan shall initially be 250,000, as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to the Common Stock.

Section 4. Irrevocable Election; Valuation.

(i) Subject to the terms hereof, Compensation shall be paid on the applicable Grant Date. The Participants will have the right to elect to receive Fees in any combination of cash or Shares. In the event that the Company does not have a sufficient number of Shares under the Plan, the payments will be made in cash to the extent of such insufficiency.

(ii) The elections by the Participants must be made in writing substantially in the form of Exhibit A attached hereto and submitted to the General Counsel of the Company (or such other person as the Committee shall designate) no later than January 29, 2010. All elections, once submitted, are irrevocable for fiscal year 2010, which commences on January 31, 2010. In the event a timely election is not made or a person does not become a Participant until after the deadline for the election to be made, the payments will be made in cash for the fiscal year.

(iii) For the purposes of determining the number of Shares to be issued to a Participant on a Grant Date, each Share shall be assigned a value equal to the consolidated closing bid price of a share of the Company's Common Stock as reported by NASDAQ on the effective Grant Date. Any Shares granted pursuant to this Plan shall be fully vested on the Grant Date. Payouts of Shares under the Plan will be in the form of whole Shares only; the balance of any foregone Fees not payable in whole Shares will be paid in cash.

Section 5. Amendment and Termination

This Plan may be amended or terminated in any respect at any time by the Board; provided, however, that no amendment or termination of the Plan shall be effective to reduce any benefits that accrue and are vested before the adoption of such amendment or termination. The Committee may require that the Compensation of all Participants be paid in cash as soon as practicable after such termination, notwithstanding any elections by Participants with regard to the timing or form in which their benefits are to be paid. If and to the extent that the Committee does not accelerate the timing of payments on account of the termination of the Plan pursuant to the preceding sentence, payment of any remaining benefits under the Plan shall be made at the same times and in the same manner as such payments would have been made based upon the most recent elections made by Participants, and the terms of the Plan, as in effect at the time the Plan is terminated.

Section 6. Unfunded Obligation

The obligations of the Company to pay any Compensation under the Plan shall be unfunded and unsecured, and any payments under the Plan shall be made from the general assets of the Company.

Section 7. Withholding

The Participants and personal representatives shall bear any and all federal, state, local or other taxes imposed on benefits under the Plan. The Company may deduct from any payments under the Plan the amount of any taxes required to be withheld from such payments by any federal, state or local government, and may deduct from any Compensation or other amounts payable to the Participant the amount of any taxes required to be withheld with respect to any other amounts under the Plan by any federal, state or local government.

Section 8. Applicable Law

This Plan shall be construed and enforced in accordance with the laws of the State of Delaware, except to the extent superseded by federal law.

Section 9. Administration and Interpretation

The Plan will be administered by the Committee. The Committee shall not make any substantive changes to this Plan without the approval of the Board. The Committee will have broad authority to adopt rules and regulations relating to the Plan and make decisions and interpretations regarding the provisions of the Plan. Benefits due and owing to a Participant under the Plan shall be paid when due without any requirement that a claim for benefits be filed. However, any Participant who has not received the benefits to which Participant believes himself or herself entitled may file a written claim with the Committee, which shall act on the claim within thirty days. Any decisions or interpretations by the Committee relating to benefits under the Plan shall be binding and conclusive on all affected parties.

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EXHIBIT A

CASUAL MALE RETAIL GROUP, INC.
FISCAL 2010 NON-EMPLOYEE DIRECTOR STOCK PURCHASE PLAN
IRREVOCABLE ELECTION AGREEMENT

TO: General Counsel:

I, _____, hereby elect to receive my Fees (as defined in the Casual Male Retail Group, Inc. Fiscal 2010 Non-Employee Director Stock Purchase Plan (the "Plan")) as follows:

COMPENSATION	PAYMENT CHOICES		TOTAL
	Cash	CMRG Stock	
Retainer	__%	__%	100%
In-Person Meetings	__%	__%	100%
Telephonic Meetings	__%	__%	100%
Committee Chair Fee	__%	__%	100%
Re-election Award	__%	__%	100%

I understand and acknowledge that if there is an insufficient number of CMRG shares available under the Plan, I will be paid in cash.

I understand and acknowledge that this election is irrevocable. I understand and acknowledge that I must be a director of the Company on the dates each portion of the Compensation is paid in order to qualify for such payment.

I understand and acknowledge that if there is any conflict between this form or any part of it and the Plan, the provisions of the Plan shall govern.

I have hereunto set my hand and seal this __ day of ____, 2010.

(Signature)

(Printed name)

[Greenberg Traurig, LLP Letterhead]

February 1, 2010

Casual Male Retail Group, Inc.
555 Turnpike Street
Canton, MA 02021

Re: **Shares to be Issued Under the Casual Male Retail Group, Inc.
Fiscal 2010 Non-Employee Director Stock Purchase Plan**

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 250,000 shares (the "Shares") of common stock, \$0.01 par value per share (the "Common Stock"), of Casual Male Retail Group, Inc., a Delaware corporation (the "Company"), that may be issued under the Casual Male Retail Group, Inc. Fiscal 2010 Non-Employee Director Stock Purchase Plan (the "Plan").

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "Blue Sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Greenberg Traurig, LLP
Greenberg Traurig, LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Casual Male Retail Group, Inc. Fiscal 2010 Non-Employee Director Stock Purchase Plan to register 250,000 shares of common stock, of our reports dated March 18, 2009, with respect to the consolidated financial statements of Casual Male Retail Group, Inc. included in its Annual Report (Form 10-K) for the year ended January 31, 2009, and the effectiveness of internal control over financial reporting of Casual Male Retail Group, Inc. filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
February 1, 2010