
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 18, 1996

MOTHERS WORK, INC.
(Exact name of registrant as specified in its charter)

Delaware	0-21196	13-3045573
(State or other jurisdiction of incorporation or organizational)	(Commission File Number)	(I.R.S. Employer Identification No.)

456 North 5th Street, Philadelphia, PA	19123
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 215-873-2200

Item 5. Other Events.

On May 31, 1996, the Company consummated a private placement of an aggregate of 200,000 shares of its common stock to a number of institutional investors. The purchase price for the shares was \$22.25 per share, and the net proceeds to the Company, after deducting an aggregate commission of \$50,000, were \$4.4 million. The Company is using the proceeds of the offering (i) to pay the cash portion of the purchase price for the Episode Assets referenced above; (ii) to finance the opening of additional stores and (iii) for general working capital purposes.

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.

MOTHERS WORK, INC.

Date: June 18, 1996

By: /s/ Thomas Frank

Thomas Frank
Vice President - Finance and
Chief Accounting Officer, the
principal financial officer