

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-3

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

MOTHERS WORK, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or
Organization)

13-3045573
(I.R.S. Employer
Identification
Number)

456 North 5th Street
Philadelphia, Pennsylvania 19103
(215) 873-2200
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

Rebecca C. Matthias, President
456 North 5th Street
Philadelphia, Pennsylvania 19103
(215) 873-2200
(Name and address, including zip code, and telephone number,
including area code, of agent for service)

Approximate date of commencement of proposed sale to public: As soon as practicable after the effectiveness of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement

for the same offering. |_|

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. |_|

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock	200,000	\$15.00	\$3,000,000.00	\$1035.00

(1) Estimated pursuant to Rule 457(c) under the Securities Act of 1933 solely for the purpose of calculating the registration fee.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Information contained herein is subject to completion or amendment. A Registration Statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the Registration Statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

SUBJECT TO COMPLETION, DATED SEPTEMBER 19, 1996

PROSPECTUS

MOTHERS WORK, INC.

This Prospectus relates to the resale by the Selling Shareholders of a total of 200,000 shares of Common Stock, \$.01 par value per share (the "Common Stock") of Mothers Work, Inc. (the "Company").

The Company will not receive any proceeds from the sale of shares of Common Stock by Selling Shareholders. See "Selling Shareholders."

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PROSPECTIVE PURCHASERS SHOULD CONSIDER THE RISKS SET FORTH UNDER "RISK FACTORS" COMMENCING ON PAGE 2.

The shares offered by the Selling Shareholders hereby will be sold at market prices on The Nasdaq Stock Market ("Nasdaq") or in private sales at prevailing market prices or negotiated prices. Selling Shareholders may pay commissions or other compensation to broker-dealers in connection with such sales, which may be in excess of customary commissions charged for Nasdaq transactions. See "Selling Shareholders."

The Common Stock is traded on Nasdaq under the symbol MWRK. On September 16, 1996, the closing sales price of the Common Stock, as reported by Nasdaq, was \$15.00.

The date of this Prospectus is September ____, 1996

RISK FACTORS

In addition to the other information contained in this Prospectus, the following factors should be considered carefully in evaluating an investment in the Common Stock offered by this Prospectus.

Acquisition of New Business Line

Prior to the acquisition of Episode U.S.A., Inc. ("Episode") on May 30, 1996, the Company's sole business was as a specialty retailer of maternity clothing. The Company has only been involved in the marketing and retailing of bridge women's apparel and accessories since the acquisition of Episode. The operations of the bridge women's apparel and accessories business will be subject to numerous risks, unanticipated operating problems and lack of experience. As a result of this limited experience in the bridge women's apparel business, there can be no assurance that its intended activities will be successful or result in profitable operations. In addition, the integration of Episode will require substantial management time and other resources.

Leverage and Liquidity

The Company became highly leveraged after completion of the offering of 12 5/8% Senior Unsecured Notes (the "Notes") in 1995. As of June 30, 1996, the Company's total indebtedness was approximately \$99,097,830, its shareholders' equity was approximately \$37,007,219 and the Company's total assets were approximately \$162,601,587, of which approximately \$48,229,444 would have been intangible assets. As of June 30, 1996, the Company's consolidated EBITDA was approximately \$21,943,302; earnings available to cover fixed charges exceeded fixed charges by approximately \$5,219,486 and the ratio of EBITDA to interest expense, net was 1.33.

Concurrent with the Episode acquisition, and in order to provide the Company with additional borrowing capacity under its working capital revolving line of credit facility with Meridian Bank ("Working Capital Facility"), the Working Capital Facility was increased from \$15.0 million to \$20.0 million. The Working Capital Facility expires in August 1998 and provides for a revolving credit and letter of credit facility and for an additional \$4.0 million letter of credit to collateralize an Industrial Revenue Bond. The Company had \$1.5 million in borrowings and \$6.8 million in additional letters of credit issued

under the Working Capital Facility at June 30, 1996.

The Company's ability to satisfy its obligations will be dependent upon its future performance, which is subject to general economic conditions and to financial, business and other factors, including factors beyond the Company's control. There can be no assurance that the combination of the net proceeds from the offering of Notes, internally generated funds, trade credit, and the borrowing capacity under the Working Capital Facility will provide sufficient capital resources to finance the Company's operations in the future, or that, if there is a need for additional borrowings, that alternative sources of financing would be available.

Dependence on Key Personnel

The success of the Company's business will continue to be dependent upon Dan and Rebecca Matthias, the Chairman and Chief Executive Officer and the President and Chief Operating Officer of the Company, respectively, and on other key personnel. The Company believes that to succeed in the future it must continue to attract, retain and motivate additional highly skilled

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management personnel and store managers. The loss of key personnel or the inability to attract and retain key employees in the future could have a material adverse effect on the Company.

Competition

The maternity apparel industry and women's bridge apparel industry are highly competitive with respect to price, quality and style of merchandise and store location. The Company faces competition for customers and store locations from various full-price maternity clothing chains, a number of off-price specialty retailers and catalog retailers, as well as from local, regional and national department stores and women's and, to some extent, men's clothing stores, many of which have significantly greater financial and other resources than the Company. The retailing business is affected by changes in consumer tastes, demographic trends and the type, number and location of competing stores. Additionally, since there are few barriers to entry into the retail clothing business, the Company may face future competition from participants not currently in the maternity market, such as certain large national specialty stores and department store chains.

Fashion Risk

The women's apparel business (both maternity and bridge apparel) is affected by changes in consumer tastes requiring the Company to keep up to date on, and to some extent anticipate, emerging fashion trends. The failure to do so may adversely affect the Company's operating results. With respect to maternity apparel, the regular women's apparel market occasionally shifts toward looser-fitting styles. During these times, pregnant women have a greater opportunity to substitute regular market apparel for maternity wear. Such a shift may adversely affect the Company's operating results.

Other Business Factors

The Company's future performance will be subject to a number of factors beyond its control, including economic downturns and demographic changes. The Company's business depends upon sustained demand for upscale maternity clothing. In the event that such demand were to decline for any reason, such as a decrease in the number of pregnancies among women in the Company's customer base, the Company's operating results could be adversely affected.

USE OF PROCEEDS

The Company will receive no proceeds from any sales of Common Stock hereunder by the Selling Shareholders.

THE COMPANY

Mothers Work, Inc. together with its subsidiaries is the largest specialty retailer of maternity clothing in the United States. The Company operates 440 retail locations under the Mothers Work(R), A Pea in the Pod(R), Maternity Works(R), Mimi Maternity(R), Maternite by Mothers Work(R) and

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Motherhood(R) concepts offering a full range of career, casual and special occasion maternity wear. The Company situates its stores primarily in regional shopping malls and, to a lesser extent, in central business districts within major metropolitan areas, and in factory-direct outlet centers. The Company is vertically-integrated, performing design, manufacturing, distribution and sales functions in-house.

The Company currently operates maternity retail stores under five store concepts which, although having different merchandising and marketing strategies, all sell clothing that is designed to meet an expecting mother's entire lifestyle needs including her career requirements, as well as her casual and special occasion needs. Mothers Work, the Company's original concept, markets conservative yet fashionable clothing. Mimi Maternity, which was developed in 1990, is designed to meet the needs of fashion forward women who are willing to spend more to make a fashion statement. A Pea in the Pod markets the most upscale of the Company's fashions including a premium or "bridge" merchandise selection manufactured by the Company, including the Company's Mimi Maternity line of clothing, and certain designer labels. Motherhood, the Company's newest concept, markets a moderately-priced line of maternity clothing in regional malls and department stores. Finally, Maternity Works, a chain of factory-direct outlet stores, serves the woman who seeks upscale apparel during her pregnancy but cannot or will not purchase at full retail prices.

Recently, the Company entered into a new line of business involving bridge women's apparel and accessories. On May 31, 1996, the Company acquired Episode U.S.A., Inc., a company involved in the bridge women's apparel and accessory retail business. The Company currently operates 25 retail locations under the Episode concept.

The principal executive office of the Company is located at 456 North 5th Street, Philadelphia, Pennsylvania 19103 and its telephone number is (215) 873-2200.

AVAILABLE INFORMATION

The Company has filed a Registration Statement on Form S-3 with the Securities and Exchange Commission (the "Commission") relating to the shares of Common Stock offered hereby. This Prospectus does not contain all the information set forth in the Registration Statement, certain portions of which have been omitted pursuant to the rules and regulations of the Commission. Reference is hereby made to the Registration Statement and to the exhibits relating thereto for further information with respect to the Company and the securities offered hereby.

The Company is subject to the informational requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and, in accordance therewith, files reports and other information with the Commission. Proxy statements concerning the Company, reports and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, and at the Commission's regional offices in New York (7 World Trade Center, Suite 1300, New York, New York 10048) and Chicago (Citicorp Center, 500 W. Madison St., Suite 1400, Chicago, Illinois 60661-2511). Copies of such material can be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. In addition, registration statements and certain other filings made with the Commission through its Electronic Data Gathering, Analysis and Retrieval ("EDGAR") system are publicly available through the Commission's site on the Internet's World Wide Web located at <http://www.sec.gov>. This Registration Statement, including all exhibits thereto and amendments thereof, has been filed with the Commission through EDGAR.

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The Company will furnish, without charge, to any person to whom a copy of this Prospectus is delivered, upon such person's written or oral request, a copy of any and all of the documents that have been incorporated by reference in the Registration Statement and herein (not including exhibits to such documents, unless such exhibits are specifically incorporated by reference into such documents). Any such request should be directed to the Vice President - Finance, Mothers Work, Inc., 456 North 5th Street, Philadelphia, Pennsylvania 19103, phone number: (215) 873-2200.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Commission are incorporated in this Prospectus by reference:

(a) The Company's Annual Report on Form 10-K for the year ended September 30, 1995.

(b) The Company's Quarterly Reports on Form 10-Q for the quarters ended December 31, 1995, March 31, 1996 and June 30, 1996, and the Company's Current Report or Form 8-K filed on June 17, 1996, and the amendments thereto, filed on June 18, 1996 and August 14, 1996.

(c) The description of the Common Stock contained in the Company's Registration Statement on Form 8-A filed with the Commission, including any amendments or reports filed for the purpose of updating such description.

(d) In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of the offering shall be deemed to be incorporated by reference herein from their respective dates of filing.

Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

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SELLING SHAREHOLDERS

The following table sets forth the names of the Selling Shareholders and certain information regarding the beneficial ownership of the Company's Common Stock by the Selling Shareholders as of September 17, 1996, and as adjusted to reflect the sale of the shares offered by this Prospectus:

Name ----	Number of Shares Beneficially Owned Prior To Offering -----	Number of Shares Offered -----	Beneficial Ownership After Offering -----	
	Number of Shares -----		Percentage (if greater than 1%) -----	
Strathclyde Pension Fund - Smaller Overseas Portfolio	8,600	7,400	1,200	---
Fleming American Investment Trust PLC	32,200	26,400	5,800	---
Fleming Fledgling Investment Trust PLC	6,500	5,600	900	---
Fleming Overseas Investment Trust PLC	15,800	13,700	2,100	---
Fleming Select American Smaller Companies Fund	7,000	6,100	900	---
S&P American Smaller Companies Fund	57,500	50,700	6,800	---
FFF American Fledgling Fund	80,300	69,500	10,800	---
FFF US Discovery Fund	163,600	20,600	143,000	4.0%

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PLAN OF DISTRIBUTION

The Selling Shareholders or their pledgees, donees, transferees or other successors in interest, may sell all, a portion or none of the securities offered by them hereby from time to time. Any such sales may be in one or more transactions on Nasdaq at prices prevailing at the times of such sales or in private sales of the securities at prices related to the prevailing market prices or at negotiated prices. The sales may involve (a) a block transaction in which the broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction, (b) a purchase by a broker or dealer as principal and resale by such broker or dealer for its account pursuant to this Prospectus, or (c) ordinary brokerage transactions in which the broker solicits purchasers. Broker-dealers may receive compensation in the form of underwriting discounts, concessions or commissions (which compensation may be in excess of customary commissions). The Selling Shareholders and any broker-dealers that participate in the distribution of the shares may be deemed to be underwriters and any commissions received by them and any profit on the resale positioned by them might be deemed to be underwriting discounts and commissions under the Securities Act of 1933, as amended (the "Act").

There can be no assurance that the Selling Shareholders will sell any or all of their shares of Common Stock offered hereby. The Company will receive no proceeds from any sales of Common Stock hereunder by the Selling Shareholders.

The Registration Statement of which this Prospectus is a part has been filed with the Commission by the Company in accordance with certain subscription agreements between the Company and certain of the Selling Shareholders, pursuant to which the Company has agreed to pay the filing fees, costs and expenses associated with such Registration Statement. The Company has also agreed to indemnify such Selling Shareholders for certain civil liabilities in connection with such Registration Statement and the securities offered hereby, including liabilities under the Act.

LEGAL MATTERS

The validity of the Common Stock offered hereby has been passed upon for the Company by Pepper, Hamilton & Scheetz, 3000 Two Logan Square, Philadelphia, PA 19103. Elam M. Hitchner, III, a partner of Pepper, Hamilton & Scheetz, and a member of the Company's Board of Directors, owns options to purchase 6,000 shares of Common Stock.

EXPERTS

The consolidated financial statements of Mothers Work, Inc. included in Mothers Work, Inc.'s Annual Report (Form 10-K) for the year ended September 30, 1995, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and incorporated by reference herein in reliance upon the authority of said firm as experts in accounting and auditing in giving said reports.

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No dealer, salesman or other person has been authorized to give any information or to make any representations other than those contained in this Prospectus in connection with the offer made hereby, and, if given or made, such information or representations must not be relied upon as having been authorized by the Company. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, the securities offered hereby to any person in any state or other jurisdiction in which such offer or solicitation is unlawful. The delivery of this Prospectus at any time does not imply that information contained herein is correct as of any time subsequent to its date.

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MOTHERS WORK, INC.

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PROSPECTUS

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September __, 1996

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PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

SEC registration fee.....	\$ 1,035.00 *
Accounting fees and expenses.....	\$ 4,000.00**
Legal fees and expenses.....	\$ 5,000.00**
Miscellaneous.....	\$ 250.00**

Total.....	\$10,285.00**
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* Actual

** Estimated

Item 15. Indemnification of Directors and Officers

Section 145 of the General Corporation Law of the State of Delaware empowers a Delaware corporation to 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 such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation 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 him in connection with such action, suit or proceeding if such person acted in good faith and in a manner 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 his conduct was unlawful. In the case of an action other than an action by or in the right of the corporation, the termination of such action by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he 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 reasonable cause to believe that his conduct was unlawful.

In the case of an action by or in the right of the corporation, Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action in any of the capacities set forth above against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, except that indemnification is not permitted in respect of any claim, issue or matter as to which such person is adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery, or the court in which such action or suit was brought determines

upon application 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 the Court of Chancery or such other court deems proper.

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Section 145 further provides: that a Delaware corporation is required to indemnify a director, officer, employee or agent against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with any action, suit or proceeding or in defense of any claim, issue or matter therein as to which such person has been successful on the merits or otherwise; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; that indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators; and empowers the corporation to purchase and maintain insurance on behalf of a director or officer against any such liability asserted against him in any such capacity or arising out of his status as such whether or not the corporation would have the power to indemnify him against liability under Section 145. A Delaware corporation may provide indemnification only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct. Such determination is to be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not party to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (iii) by stockholders.

Article Twelve of the Company's Certificate of Incorporation provides that the Company shall, to the full extent permitted by the Delaware General Corporation Law, as amended from time to time, indemnify all persons which it has the power to indemnify pursuant thereto. In addition, Article V, Section 1 of the Company's By-Laws provides that each 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 he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another Company or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Company to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights that said law permitted the Company to provide prior to such amendment), against all expenses (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. Article V, Section 5 of the By-Laws provides that expenses incurred by an officer or director in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Company in advance of final disposition upon receipt of an undertaking by or on behalf of such person to repay such amount if it ultimately is determined that he is not entitled to be indemnified by the Company. The Company may, by action of its Board of Directors, provide indemnification to employees and agents of the Company with the same scope and effect as the foregoing indemnification of directors and officers. The foregoing right to indemnification and advancement of expenses is not exclusive.

The directors and officers of the Company and its subsidiaries are covered by policies of insurance under which they are insured, within limits

and subject to certain limitations, against certain expenses in connection with the defense of actions, suits or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, in which they are parties by reason of being or having been directors or officers; the Company is similarly insured, with respect to certain payments it might be required to make to its directors or officers under the applicable statutes and its charter provisions.

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Additionally, Article Thirteen of the Company's Certificate of Incorporation limits the liability of the Company's directors under certain circumstances. Article Thirteen states that a director of the company shall have no personal liability to the Company or its stockholders for monetary damages for breach of his fiduciary duty as a director, provided, however, that Article Thirteen does not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Company or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of a law; (iii) for the unlawful payment of dividends or unlawful stock repurchases under Section 174 of the General Corporation Law of the State of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

For the undertakings with respect to indemnification, see Item 17 herein.

Item 16. Exhibits

- 5 Opinion of Pepper, Hamilton & Scheetz
 - 23.1 Consent of Arthur Andersen LLP (included on page II-5).
 - 23.2 Consent of Pepper, Hamilton & Scheetz (to be included in Exhibit 5).
 - 24 Power of Attorney (included on pages II-6 and II-7).
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Item 17. Undertakings.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the Company pursuant to the provisions discussed in Item 15 of this Registration Statement, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person with the securities being registered, the Company 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 Act and will be governed by the final adjudication of such issue.

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 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 (notwithstanding the foregoing, any increase or decrease in volume of Securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement); and (iii) to include any material

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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 clauses (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement; (2) that, for the purpose of determining any liability under the 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; and (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.

The Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 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.

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CONSENT OF INDEPENDENT AUDITORS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-3 of our report dated November 14, 1995 included in Mothers Work, Inc.'s Form 10-K for the year ended September 30, 1995 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Philadelphia, Pa.
September 13, 1996

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Philadelphia, Pennsylvania, on September 19, 1996.

MOTHERS WORK, INC.

By: /s/ DAN W. MATTHIAS

Dan W. Matthias, Chairman of
the Board and Chief Executive
Officer (the principal executive
officer)

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dan W. Matthias and Rebecca C. Matthias, and each or any of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, or any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on September 19, 1996 in the capacities indicated.

/s/ DAN W. MATTHIAS

Dan W. Matthias, Chairman of
the Board and Chief Executive
Officer (the principal
executive officer)

/s/ REBECCA C. MATTHIAS

Rebecca C. Matthias, President,
Chief Operating Officer and Director

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/s/ THOMAS FRANK

Thomas Frank, Vice President
Finance and Chief Accounting
Officer (the principal
financial officer and the
principal accounting
officer)

/s/ VERNA K. GIBSON

Verna K. Gibson, Director

/s/ JOSEPH A. GOLDBLUM

Joseph A. Goldblum, Director

/s/ ELAM M. HITCHNER, III

Elam M. Hitchner, III, Director

/s/ WALTER F. LOEB

Walter F. Loeb, Director

/s/ MARSHA R. PERELMAN

Marsha R. Perelman, Director

/s/ WILLIAM L. RULON-MILLER

William L. Rulon-Miller, Director

II-7

September 19, 1996

Mothers Work, Inc.
456 N. 5th Street
Philadelphia, PA 19103

Gentlemen:

We have acted as special counsel to Mothers Work, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a registration statement (the "Registration Statement") of the Company on Form S-3 under the Securities Act of 1933, as amended (the "Act"). The Registration Statement registers the proposed offer and sale by certain shareholders of the Company (the "Selling Shareholders") of 200,000 shares (the "Shares") of the Company's Common Stock, par value \$.01 per share (the "Common Stock").

In connection with our representation of the Company, we have examined the Registration Statement, including the exhibits thereto, the originals or copies, certified or otherwise identified to our satisfaction, of the Certificate of Incorporation and the By-Laws of the Company, as amended to date, resolutions of the Company's Board of Directors and such other documents and corporate records relating to the Company and the initial issuance and sale of the Shares as we have deemed appropriate. In the foregoing examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as copies of originals. The opinion expressed herein is based exclusively on the applicable provisions of the laws of the United States of America and the Delaware General Corporation Law as in effect on the date hereof.

On the basis of the foregoing, we are of the opinion that the Shares have been validly issued and are fully paid and nonassessable.

We hereby consent to the reference to our firm under the caption "Legal Matters" in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. Such consent does not constitute a consent under Section 7 of the Act, since we have not certified any part of such Registration Statement and do not otherwise come within the categories of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

PEPPER, HAMILTON & SCHEETZ