

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

Mothers Work, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

61990310

(CUSIP Number)

Check the following box if a fee is being paid with this / / statement. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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SEC 1745 (10-85)

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CUSIP NO. 61990310

PAGE 2 OF 5 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Massachusetts Financial Services Company ("MFS")
I.R.S. Identification No.: 04-2747644

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 290,700 shares of common stock
BENEFICIALLY
OWNED BY 6 SHARED VOTING POWER

EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 316,500 shares of common stock

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 316,500 shares of common stock, of which 211,500 shares are owned beneficially by MFS Series Trust II -- MFS Emerging Growth Fund as well as MFS (see page 3) and 105,000 shares are beneficially owned by certain other non-reporting entities as well as MFS

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.1%

12 TYPE OF REPORTING PERSON* IA

*SEE INSTRUCTION BEFORE FILLING OUT!

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PAGE 3 OF 5 PAGES

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON MFS Series Trust II -- MFS Emerging Growth Fund ("MEG") I.R.S. Identification No.: 04-6551722

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER 6 SHARED VOTING POWER 7 SOLE DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 211,500 shares of common stock which are also beneficially owned by MFS as well as MEG (see page 2).

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.8%

12 TYPE OF REPORTING PERSON* IV

*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1: (a) Name of Issuer: Mothers Work, Inc. (b) Address of Issuer's Principal Executive Offices: 1309 Noble St. Philadelphia, PA 19123

Item 2: (a) Name of Person Filing: Massachusetts Financial Services Company ("MFS")*

- (b) Address of Principal Business Office or, if none, Residence:
For MFS and MEG:
500 Boylston Street
Boston, MA 02116
- (c) Citizenship:
For MFS, see Item 4 on page 2; for MEG, see Item 4 on Page 3
- (d) Title of Class of Securities:
Common Stock
- (e) CUSIP Number:
61990310

- Item 3: For MFS, see Item 12 on page 2; for MEG, see Item 12 on page 3
- Item 4: (a) Amount Beneficially Owned:
For MFS, see Item 9 on page 2; for MEG, see Item 9 on page 3
- (b) Percent of Class:
For MFS, see Item 11 on page 2; for MEG, see Item 11 on page 3
- (c) Number of shares as to which such person has:
For MFS, see Items 5 and 7 on page 2

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 * This Schedule 13G is filed pursuant to Rule 13d-1(f) on behalf of MFS Series Trust II -- MFS Emerging Growth Fund ("MEG") (see page 3 and Exhibit 1 attached hereto).

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- Item 5: Ownership of Five Percent or Less of a Class:
INAPPLICABLE
- Item 6: Ownership of More than Five Percent on Behalf of Another Person:
INAPPLICABLE
- Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:
INAPPLICABLE
- Item 8: Identification and Classification of Members of the Group:
INAPPLICABLE
- Item 9: Notice of Dissolution of Group:
INAPPLICABLE
- Item 10: Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 1995

Massachusetts Financial Services Company

ARNOLD D. SCOTT

By:
 - - - - -

Arnold D. Scott
 Senior Executive Vice President,
 Secretary and Director

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EXHIBIT 1

MFS EMERGING GROWTH FUND, A SERIES OF
MFS SERIES TRUST II
500 BOYLSTON STREET - BOSTON - MASSACHUSETTS 02116
617 - 954-5000

February 8, 1994

Massachusetts Financial Services Company
500 Boylston Street
Boston, MA 02116

Re: Rule 13d-1

Gentlemen:

This letter is to memorialize our agreement that you shall file all statements on Schedule 13G required to be filed on behalf of MFS Emerging Growth Fund, a series of MFS Series Trust II, pursuant to Rule 13d-1 under the Securities Exchange Act of 1934. If the foregoing is acceptable to you, please sign and return to us the enclosed copy of this letter.

Very truly yours,

W. THOMAS LONDON

W. Thomas London
Treasurer

The foregoing is acceptable.

MASSACHUSETTS FINANCIAL SERVICES COMPANY

By: ARNOLD D. SCOTT

Arnold D. Scott
Senior Executive Vice
President,
Secretary and Director