

MOTHERS WORK INC

Form 3

January 14, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â ROSENFELD ERIC

(Last) (First) (Middle)

C/O CRESCENDO PARTNERS
II, L.P., Â 825 THIRD AVENUE,
40TH FLOOR

(Street)

NEW YORK, Â NY Â 10022

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/09/2008

3. Issuer Name **and** Ticker or Trading Symbol
MOTHERS WORK INC [MWRK]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock, \$0.01 par value ⁽¹⁾534,034 ⁽¹⁾

I

By Crescendo Partners II, L.P.,
Series K ⁽²⁾Common Stock, \$0.01 par value ⁽¹⁾78,948 ⁽¹⁾

I

Crescendo Partners III, L.P. ⁽³⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENFELD ERIC C/O CRESCENDO PARTNERS II, L.P. 825 THIRD AVENUE, 40TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
CRESCENDO INVESTMENTS II LLC 825 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022	Â	Â	Â	See Explanation of Responses
CRESCENDO INVESTMENTS III LLC 825 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022	Â	Â	Â	See Explanation of Responses
CRESCENDO PARTNERS II LP 825 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022	Â	Â	Â	See Explanation of Responses
CRESCENDO PARTNERS III LP 825 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022	Â	Â	Â	See Explanation of Responses

Signatures

By: /s/ Eric Rosenfeld	01/14/2008
**Signature of Reporting Person	Date
By: Crescendo Investments II, LLC, By: /s/ Eric Rosenfeld, Managing Member	01/14/2008
**Signature of Reporting Person	Date
By: Crescendo Investments III, LLC, By: /s/ Eric Rosenfeld, Managing Member	01/14/2008
**Signature of Reporting Person	Date
By: Crescendo Partners II, L.P., Series K, By: Crescendo Investments II, LLC, General Partner, By: /s/ Eric Rosenfeld, Managing Member	01/14/2008
**Signature of Reporting Person	Date
	01/14/2008

By: Crescendo Partners III, L.P., By: Crescendo Investments III, LLC, General Partner, By: /s/
Eric Rosenfeld, Managing Member

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 3 is filed jointly by Crescendo Partners II, L.P., Series K ("Crescendo Partners II"), Crescendo Investments II, LLC, ("Crescendo Investments II"), Crescendo Partners III, L.P., ("Crescendo Partners III"), Crescendo Investments III, LLC, ("Crescendo Investments III") and Eric Rosenfeld (collectively, the "Reporting Persons"). Crescendo Investments II is the general partner of

- (1) Crescendo Partners II. Crescendo Investments III is the general partner of Crescendo Partners III. The managing member of each of Crescendo Investments II and Crescendo Investments III is Eric Rosenfeld. Each Reporting Person disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Consists of Shares owned by Crescendo Partners II. Crescendo Investments II, as the general partner of Crescendo Partners II, may be deemed to beneficially own the Shares owned by Crescendo Partners II. Mr. Rosenfeld, as the managing member of Crescendo

- (2) Investments II, may be deemed to beneficially own the Shares beneficially owned by Crescendo Partners II. Each of Mr. Rosenfeld and Crescendo Investments II disclaims beneficial ownership of the Shares owned by Crescendo Partners II except to the extent of his or its pecuniary interest therein.

Consists of Shares owned by Crescendo Partners III. Crescendo Investments III, as the general partner of Crescendo Partners III, may be deemed to beneficially own the Shares owned by Crescendo Partners III. Mr. Rosenfeld, as the managing member of Crescendo

- (3) Investments III, may be deemed to beneficially own the Shares beneficially owned by Crescendo Partners III. Each of Mr. Rosenfeld and Crescendo Investments III disclaims beneficial ownership of the Shares owned by Crescendo Partners III except to the extent of his or its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.