

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1996-12-30**
SEC Accession No. **0001005477-96-000697**

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SUBJECT COMPANY

MOTHERS WORK INC

CIK: **896985** | IRS No.: **133045573** | State of Incorpor.: **DE** | Fiscal Year End: **0930**
Type: **SC 13D/A** | Act: **34** | File No.: **005-43965** | Film No.: **96688348**
SIC: **5621** Women's clothing stores

Business Address
456 N 5TH ST
PHILADELPHIA PA 19123
2158732200

FILED BY

EPISODE USA INC

CIK: **1019262** | IRS No.: **112750441** | State of Incorpor.: **DE** | Fiscal Year End: **0129**
Type: **SC 13D/A**

Mailing Address
1040 6TH AVE 18TH FLOOR
NEW YORK NY 10018

Business Address
EPISODE USA INC
1040 6TH AVE 18TH FLOOR
NEW YORK NY 10018
2125960100

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1) (1)

Mothers Work, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

619903107

(Cusip Number)

Lita Chow
c/o Episode USA, Inc.
1040 6th Avenue
New York, New York 10018

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 11, 1996

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d- 1(b) (3) or (4), check the following box [] .

Note: Six copies of this statement, including all exhibits, should be filed with the commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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

The information required on 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.).

SCHEDULE 13D

CUSIP No. 61990317

Page 2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Episode USA, Inc. Employer I.D.# 11-2750441

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

7 SOLE VOTING POWER
NUMBER OF
SHARES 0

8 SHARED VOTING POWER
BENEFICIALLY 0
OWNED BY
EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0
PERSON 10 SHARED DISPOSITIVE POWER
WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 619903107

Page 3

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SC Fang & Sons (Holdings) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Hong Kong

7 SOLE VOTING POWER
NUMBER OF
SHARES 0

	8	SHARED VOTING POWER	
BENEFICIALLY			0
OWNED BY	-----		
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON	-----		
WITH	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 1 is filed pursuant to Rule 13d-2(a) promulgated under the Securities Exchange Act of 1934 and amends the Schedule 13D previously filed with the Securities and Exchange Commission by the reporting persons on July 22, 1996.

Item 1. Security and Issuer.

No changes.

Item 2. Identity and Background.

No changes.

Item 3. Source and Amount of Funds or Other Consideration.

Episode USA, Inc. ("Episode"), a Delaware corporation and a subsidiary of SC Fang & Sons (Holdings) Limited, a Hong Kong company ("SC Fang"), entered into

an agreement (the "Agreement") as of November 18, 1996 with Topy International Ltd., a Hong Kong corporation ("Topy"), pursuant to which Episode, on December 11, 1996, sold to Topy (the "Sale") all of Episode's 217,365 shares of common stock, par value \$.01 per share, of Mothers Work, Inc. (the "Common Stock") at a per share price of \$12.00 and an aggregate sale price of \$2,603,380.

Item 4. Purpose of Transaction.

Episode is a debtor-in-possession in a chapter 11 case currently before the United States Bankruptcy Court for the Southern District of New York, Case No. 96-B-40371(JLG). On August 20, 1996, Episode filed a Plan of Reorganization (the "Plan") with the bankruptcy court in its chapter 11 case. The Sale was effected as part of and pursuant to the Plan.

Item 5. Interest in Securities of the Issuer.

(a) & (b) As a result of the Sale, neither Episode nor SC Fang directly or beneficially own any securities of the Issuer.

(c) Not applicable.

(d) As a result of the Sale, Topy beneficially owns and has the sole power to vote and dispose of 217,365 shares of Common Stock.

(e) As of December 11, 1996, Episode and SC Fang ceased to be the beneficial owners of more than five percent of the Common Stock.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

See Item 3 for a brief description of the Agreement and Item 4 for a brief description of the Plan.

Item 7. Material to be Filed as Exhibits.

Exhibit 1: Joint Filing Agreement

Exhibit 2: Agreement, dated as of November 18, 1996, between Episode USA, Inc. and Topy International Ltd.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this instrument is true, complete and correct.

Dated: Dated December 23, 1996

EPISODE USA, INC.

SC FANG & SONS (HOLDINGS)
LIMITED

By: /s/ Lita Chow

By: /s/ Kenneth Fang

Name: Lita Chow
Title: President

Name: Kenneth Fang
Title: Director

JOINT FILING AGREEMENT

The undersigned hereby agree that the statements to the Amendment No.1 to Schedule 13D with respect to the shares of common stock, \$.01 par value per share, of Mothers Work, Inc., dated December 23, 1996, is, and any further amendments to such Schedule 13D signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

Dated: December 23, 1996

EPISODE USA, INC.

SC FANG & SONS (HOLDINGS)
LIMITED

By: /s/ Lita Chow

By: /s/ Kenneth Fang

Name: Lita Chow
Title: President

Name: Kenneth Fang
Title: Director

AGREEMENT

This Agreement is entered into as of the 18th day of November 1996 by and between EPISODE USA, INC., debtor and debtor-in-possession, a Delaware corporation ("Episode") and TOPPY INTERNATIONAL LTD., a Hong Kong Corporation ("Topy").

R E C I T A L S:

A. Episode is the owner of \$217,365 shares of common stock par value \$.01 of Mothers Work, Inc. (the "Mothers Work Stock").

B. Episode is a debtor-in-possession in a chapter 11 case currently before the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Case No. 96-B-40371(JLG) (the "Chapter 11 Case").

C. Topy desires to purchase the Mothers Work Stock on the terms and conditions set forth herein.

D. Episode has filed a Plan of Reorganization dated August 20, 1996 (the "Plan") in its Chapter 11 Case, which provides, inter alia, for the sale of the Mothers Work Stock to Topy.

E. Episode desires to borrow funds from Topy in order to fulfill its obligations under the Plan in the event and to the extent that Episode has insufficient funds available from other sources to fulfill such obligations.

F. Topy has agreed to advance the funds required by Episode to fulfill its obligations under the Plan in the event and to the extent such funds are unavailable from other sources.

AGREEMENT

1. On the Effective Date of the Plan (as defined in the Plan), Topy shall acquire Mothers Work Stock from Episode for a purchase price of \$2,608,380 based on a purchase price of \$12.00 per share.

2. \$1.5 million of the purchase price shall be placed in escrow with Rosenman & Colin LLP, Episode's attorneys, prior to the hearing on confirmation of the Plan scheduled for November 19, 1996. If the Plan is not confirmed for any reason on or before December 15, 1996, such funds shall be returned to Topy.

3. Topy will advance to Episode up to \$1.5 million to be used by Episode to meet its obligations under the Plan (the "Advances"). The Advances shall be

made from time to time as required by Episode. The Advances shall be repaid by Episode from available assets including the Trademark License Payments (as defined in the Plan) with interest at the rate of 9% as such payments are received by Episode from funds otherwise payable under the Plan to Class 4 creditors. Any balance remaining due together with accrued interest shall be paid on or before December 31, 1999. As security for the repayment of all advances together with accrued interest, Episode hereby grants a lien to Topy on all its assets including but not limited to the Trademark License Payments subordinate only to Episode's

obligations under the Plan to all creditors other than Class 4 creditors.

4. This Agreement shall be incorporated into the Plan and shall be subject to confirmation of the Plan by the Bankruptcy Court in the Chapter 11 Case.

IN WITNESS WHEREOF, Episode and toppy have executed and delivered this Agreement on the date first above written.

EPISODE USA, INC.

By: /s/ Lita Chow

TOPPY INTERNATIONAL LTD.

By: /s/ Alan Wong
