

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2

TO

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

THE CHILDREN'S PLACE RETAIL STORES, INC.

(Exact name of the Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

31-1241495
(I.R.S. Employer
Identification No.)

ONE DODGE DRIVE, WEST CALDWELL, NEW JERSEY 07006
(Address of principal executive offices) (Zip Code)

If this Form relates to the registration of a class of securities and pursuant to Section 12(b) of the Exchange Act is effective pursuant to General Instruction A(c), check the following box. []

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box. []

Securities Act registration statement file number to which this form relates (if applicable): 333-31535

Securities to be registered pursuant to Section 12(b) of the Act:

Title Of Each Class to be so Registered	Name Of Each Exchange on Which Each Class is to be Registered
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NONE

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.10 per share

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The Registrant incorporates by reference herein the description of the Registrant's Common Stock appearing under the caption "Description of Capital Stock" in the Registrant's preliminary prospectus, dated September 18, 1997, included in Amendment No. 2 to the Registrant's registration statement on Form S-1 (No. 333-31535) (the "Registration Statement") as filed with the Securities and Exchange Commission (the "SEC") on September 18, 1997, as such description may be amended in any preliminary or final prospectus included or deemed to be included in an amendment to the Registration Statement subsequently filed with the SEC. The Registration Statement will be declared effective prior to or concurrently with this Form 8-A.

ITEM 2. EXHIBITS.

The following exhibits are filed herewith:

- 3.1 Amended and Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registration Statement and incorporated herein by reference).
- 3.2 Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.2 to the Registration Statement and incorporated herein by reference).
- 4.1 Form of Certificate for Common Stock, par value \$.10 per share, of the Registrant (filed as Exhibit 4.1 to the Registration Statement and incorporated herein by reference).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

The Children's Place Retail Stores, Inc.

Date: September 18, 1997

By: /S/ STEVEN BALASIANO
Steven Balasiano
Vice President, Secretary
and General Counsel