

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

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

Polo Ralph Lauren Corporation

(Exact name of registrant as specified in its charter)

Delaware

13-2622036

(State of incorporation
or organization)

(I.R.S. Employer
Identification No.)

650 Madison Avenue, New York, New York

10022

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box. []

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box. []

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

Class A Common Stock,
\$0.01 Par Value

New York Stock Exchange

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Not Applicable

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

For description of the Class A Common Stock, par value \$0.01 per share, of Polo Ralph Lauren Corporation (the "Company"), see "Description of Capital Stock" in the Company's Registration Statement on Form S-1 (No. 333-24733) filed with the Securities and Exchange Commission, which information is hereby incorporated herein by reference.

Item 2. Exhibits.

The following exhibits have been or will be filed with the New York Stock Exchange, Inc. as part of the Company's Listing Application:

1. Registration Statement on Form S-1 (Registration No. 333-24733).
2. Amended and Restated Certificate of Incorporation of the Company.
3. Amended and Restated Bylaws of the Company.
4. Form of Stock Certificate of the Class A Common Stock of the Company.

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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, thereunto duly authorized.

Dated: June 4, 1997

POLO RALPH LAUREN CORPORATION

(Registrant)

By: /s/ Victor Cohen

Name: Victor Cohen
Title: Senior Vice President,
General Counsel & Secretary