

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

Preliminary proxy statement

Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy statement

Definitive additional materials

Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

DESIGNS, INC.
(Name of Registrant as Specified in its Charter)

JEWELCOR MANAGEMENT, INC.
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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Wilkes-Barre, Pennsylvania, September 29, 1999...Jewelcor Management, Inc. ("JMI"), released the following:

Jewelcor Management, Inc. ("JMI"), a 9.9% shareholder of Designs, Inc. (Nasdaq: DESI) ("Designs"), said today that it was gratified to see many of the statements made by Institutional Shareholder Services ("ISS") criticizing the performance of Designs' management. JMI wholeheartedly concurs with ISS's statement that, "From a governance perspective, the Board has performed as badly as the management it oversees."

The ultimate voting recommendation by ISS with respect to the pending Designs' Annual Meeting of Stockholders was to support JMI's proposal to rescind Designs' poison pill, and to vote against JMI's nominees. James R. Verano, CFO of JMI, stated, "It is almost inconceivable that the Board of Directors did not make any changes in senior management after what we believe was their inexcusable, atrocious performance."

ISS further stated, "One thing that is clear, however, is the company's dismal performance since Mr. Reichman was handed the corporate reins." (Joel Reichman is the president and chief executive officer of Designs, Inc.) ... "The company's sales have slid every year for the last three years. For the year ended Jan. 28, 1995, the company's net income was \$16.9 million, and it has decreased every year over the next three years, culminating in a \$29 million loss in fiscal 1997 and a \$18.5 million loss for fiscal 1998." ... "How have shareholders fared? Since Dec. 31, 1994, the company's stock price has decreased by over 80 percent, shrinking the company's market capitalization to approximately to [sic] \$22 million from \$110.3 million."

Joel Reichman's proclaimed one month turn around miracle could just as well have been proclaimed in the first few months of this year when Designs had a positive sales trend, except that it was very short lived. Verano said, "In our opinion, shareholders should look at the long term trend in reviewing the Company's financial performance. We believe that management has a lot of latitude as to a single month's profitability."

As a further concern to Joel Reichman's one month miraculous "turn around", shareholders should be reminded of the fourth quarter of last year when the Company reported a \$2.9 million income. Designs then stated that this income was due to an over accrual of reserves for store closings. Was that a turn around? JMI is obviously greatly concerned that the Company may not have disclosed recent adjustments to that reserve account.

ISS also criticizes the Board for borrowing \$2.3 million (amounting to \$.15 per share or about 10% of the Company's capitalization) to fund a trust for the benefit of Joel Reichman and other members of senior management.

Joel Reichman would like shareholders to believe that paying interest on the \$2.3 million borrowed to fund the trust is a non-event. The Board stated that they needed to create the trust in order to retain management. Verano said, "My only reply is nonsense! Our question is, who needs to retain management that has this dismal record? We believe that this was a clear opportunity for the Board to get out of management's onerous 'golden parachutes'. In our opinion, this was a missed opportunity to replace management without cost."

Although management has continued to use scare tactics to create a concern about Designs' relationship with Levi Strauss & Co., even ISS recognizes that, "Levi's did not say that it would terminate the agreement if the dissident nominees were elected."

Verano said, "We believe that Designs has spent between \$500,000-\$1,000,000 in their proxy efforts to discourage shareholders from voting for JMI's distinguished, independent slates of directors. The company has had postponements, has set three different dates for the Annual Meeting, and to date, has had five proxy mailings to shareholders. Should the company's slate of directors be defeated at the meeting on October 4th, it wouldn't surprise me if additional delays occur and costly dilatory tactics are employed."

JMI hopes that shareholders will note the criticisms expressed by ISS regarding Designs' management and not let themselves be distracted from the serious issues facing the Company by the efforts of management's single strategy of scare tactics.

JMI also hopes that shareholders will agree with ISS that "poison pills amount to major de facto shifts of voting rights away from shareholders" and "shareholders should be asked whether they want to relinquish such power before poison pills are implemented."

"In light of the Company's poor corporate governance and the fact that the poison pill was never submitted to a shareholder vote", ISS has recommended a vote for JMI's proposal to rescind the Designs' poison pill. Shareholders should ask themselves why the Company never submitted the poison pill to a shareholder vote.

In summary, Mr. Verano stated, "I hope that the Board of Directors of Designs acts responsibly so this matter can be brought to closure without wasting anymore of the shareholders' money."