

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

SCHEDULE 13D
(AMENDMENT NO. 9)*

Under the Securities Exchange Act of 1934

DESIGNS INC
(Name of Issuer)

Common Stock
(Title of Class of Securities)

25057L10
(CUSIP Number)

Seymour Holtzman
c/o Jewelcor Companies
100 N. Wilkes-Barre Blvd.
Wilkes-Barre, Pennsylvania 18702
(570) 822-6277
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

JUNE 24, 1999
(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 subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) or (4), check the following box.

* The remainder of this cover page shall be filled out for a reporting person'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).

(Continued on following pages)

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Index to Exhibits on Page

SCHEDULE 13D

CUSIP No. 25057L10

Page 2 of Pages

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

Seymour Holtzman

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

SEE ITEM 3

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

7 SOLE VOTING POWER
- 0 -

NUMBER OF 8 SHARED VOTING POWER
SHARES - 0 -

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 - SEE ITEM 5

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

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

"INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7"
"(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION."

SCHEDULE 13D

CUSIP No. 25057L10

Page 3 of Pages

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

Evelyn Holtzman

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

SEE ITEM 3

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

7 SOLE VOTING POWER

- 0 -

NUMBER OF 8 SHARED VOTING POWER
SHARES

- 0 -

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER
EACH

- 0 -

REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 - SEE ITEM 5

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

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

14 TYPE OF REPORTING PERSON*

IN

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SCHEDULE 13D

CUSIP No. 25057L10

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

"Jewelcor Management, Inc."
Federal Identification No. 23-2331228
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

See Item 3
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Nevada
- | | | |
|--------------|----|-------------------------------------|
| | 7 | SOLE VOTING POWER
1,570,200 |
| NUMBER OF | 8 | SHARED VOTING POWER
- 0 - |
| SHARES | | |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER
1,570,200 |
| OWNED BY | | |
| EACH | 10 | SHARED DISPOSITIVE POWER
- 0 - |
| REPORTING | | |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,570,200
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9%
- 14 TYPE OF REPORTING PERSON*

CO

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SCHEDULE 13D

CUSIP No. 25057L10

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

S.H. Holdings, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

See Item 3
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Delaware
- | | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | - 0 - |
| NUMBER OF | 8 | SHARED VOTING POWER |
| SHARES | | - 0 - |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | | - 0 - |
| EACH | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | | - 0 - |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 - SEE ITEM 5
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
- 14 TYPE OF REPORTING PERSON*

CO

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SCHEDULE 13D

CUSIP No. 25057L10

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

Jewelcor Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

See Item 3
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Pennsylvania
- | | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | - 0 - |
| NUMBER OF | 8 | SHARED VOTING POWER |
| SHARES | | - 0 - |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | | - 0 - |
| EACH | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | | - 0 - |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 - SEE ITEM 5
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
- 14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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"(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION."

Item 1. Security and Issuer.

This Statement on Schedule 13D ("Schedule 13D") relates to the common stock (the "Common Stock") of Designs, Inc. ("Designs"). The principal executive offices of Designs are located at 66 B Street, Needham, Massachusetts 02194.

Item 2. Identity and Background.

NO AMENDMENT

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

NO AMENDMENT

Item 4. Purpose of Transaction

Item 4 is hereby supplementally amended as follows:

On June 24, 1999, Jewelcor Management, Inc. ("JMI") sent a letter to James Groninger, Chairman of the Special Committee of the Board of Directors of Designs, a copy of which is attached hereto as Exhibit A and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

NO AMENDMENT

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

Item 7. Material to be Filed as Exhibits.

NO AMENDMENT

SIGNATURES

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

Dated: JUNE 24, 1999

/s/ Seymour Holtzman
Seymour Holtzman

/s/ Evelyn Holtzman
Evelyn Holtzman

JEWELCOR MANAGEMENT, INC.

By: /s/ Seymour Holtzman
Name: Seymour Holtzman
Title: President

JEWELCOR INC.

By: /s/ Seymour Holtzman
Name: Seymour Holtzman
Title: President

S.H. HOLDINGS, INC.

By: /s/ Seymour Holtzman
Name: Seymour Holtzman
Title: President

June 24, 1999

Mr. James G. Groninger
Chairman
Special Committee of the
Board of Directors
Designs, Inc.
66 B Street
Needham, MA 02494

Dear Mr. Groninger:

Your letter of June 11, 1999 is full of inaccuracies, material misrepresentations, and mischaracterizations as to what really occurred over the past few months. The statement that the company has "promptly and diligently" provided us with the information necessary to satisfy the conditions in our April 28, 1999 proposal is preposterous. In my opinion, the intention of your letter is to mislead the shareholders to give them the impression that you have provided us with everything we required, and have done so on a timely basis. That is clearly not the case.

The company has not met the conditions contained in my April 28, 1999 proposal in which we requested permission to speak with the existing shareholders of the company, including Stanley Berger, to discuss their possible interest in this proposed transaction. Designs denied this request, with the limited exception of allowing Stanley Berger to speak to Levi Strauss on our behalf. The only thing that you have essentially granted us is to use Mr. Berger as a reference, which is not what we requested. It makes no sense to us to go forward (and incur even more fees and expenses) unless we have a clear indication from Designs' other large shareholders of whether the terms of our proposal would be well received, and whether we can work with these shareholders.

The following are additional instances where the company has denied or delayed providing us the information necessary to fully conduct our due diligence:

\$5 Million Tax Assessment: Despite numerous requests, it took us almost three months to get the information regarding the IRS \$5 million tax assessment and we still have not been allowed to speak with Coopers & Lybrand, the accountants that prepared the tax return.

\$2.3 Million Trust Agreement: The company reported that it established a \$2.3 million trust for the purpose of funding "golden parachutes" for Messrs. Reichman and Semel and Ms. Faulkner. I presume the company had to borrow the money to fund this trust, and consequently, the shareholders are burdened by this significant interest expense. How can the company justify this needless substantial expense when the company lost approximately \$76 million over the past 2 years. We have made numerous requests to the company for a copy of this document, but it has not been produced. Why?

Shields & Company, Inc. Engagement Letter: We have made numerous requests for the engagement letter between Designs, Inc. and Shields & Company, but the company has not given us a copy. The amount of the fee payable to Shields & Company could be a substantial expense in this transaction. Why?

Audit Work Papers: We have repeatedly asked the company for permission to review the current auditor's (Arthur Andersen) work papers, but they have not been provided to us. Why?

Inventory Appraisal: The proposals we received for financing require an inventory appraisal. The professional inventory evaluator that we hired at great expense was delayed access to the stores and other relevant information by the company, which caused additional delays of approximately four weeks.

Other Requests Which Were Denied or Delayed:

- Corporate Minutes
- Store Sales Data
- Corporate Contracts and Agreements
- Explanation of Certain Items on the Company's Balance Sheet
- Executive Benefits

Your refusal to allow us to speak with existing shareholders, and your failure to provide the above information on a timely basis has prevented me from concluding financing arrangements. Although we have several proposals for financing, the fees for obtaining a financing commitment in this proposed transaction would amount to in excess of \$300,000, and the company would like

me to incur that additional expense without knowing whether we have a deal.

We have already spent approximately \$500,000 in time and money in an attempt to move this process forward for the benefit of all shareholders, and the inference that we are less than sincere is appalling. It is clear to me that the company's agenda is to maintain the status quo, and not to sell the company as previously promised. The company's dilatory tactics have frustrated us and caused us to needlessly waste time and money, and any suggestion that you have been cooperative is ludicrous.

We believe that your correspondence and the recent 10-Q filing are false and misleading and may have violated securities laws, and we demand that you issue a curative statement. I had hoped that the management and Board of Directors of the company would have acted more responsibly in carrying out their fiduciary duty to the shareholders.

Our efforts have been continually thwarted by the fact that Designs failed to respond to our requests on a timely basis, failed to provide all of the information we requested, provided us with inaccurate and incomplete information, and made material misrepresentations concerning the company and its business. And most importantly, you refused to satisfy all of the conditions of our proposal.

In view of these circumstances, we are withdrawing our proposal. We believe that it is in everyone's best interest to let the shareholders decide the future of the company at the Annual Meeting.

Sincerely,

/s/ Seymour Holtzman
Seymour Holtzman
Chairman and Chief Executive Officer