

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A

AMENDMENT TO REGISTRATION STATEMENT
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

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

Delaware (State or Other Jurisdiction of Incorporation)	0-15898 (Commission File Number)	04-2623104 (IRS Employer Identification No.)
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66 B Street, Needham, Massachusetts (Address of Principal Executive Offices)	02494 (Zip Code)
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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 -----
None	None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and 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 [X]

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

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

Preferred Stock Purchase Rights

(Title of Class)

AMENDMENT NO. 2

INFORMATION REQUIRED IN REGISTRATION STATEMENT

The undersigned registrant hereby amends its Registration Statement on Form 8-A dated as of May 1, 1995 and amended by Form 8-A/A dated as of October 9, 1997, as follows:

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

On May 19, 1999, Designs, Inc. (the "Company") amended (the "Second Amendment") the Company's Shareholder Rights Agreement dated as of May 1, 1995, and amended by a First Amendment dated as of October 6, 1997 (the "Rights Agreement"). Hereinafter, "Rights Agreement" shall include both the Second Amendment and the Rights Agreement.

The Second Amendment amends the definition of "Acquiring Person" in connection with the proposal by Jewelcor Management, Inc. ("Jewelcor") to explore the purchase of all of the issued and outstanding capital stock of the Company. The definition of "Acquiring Person" permits Stanley I. Berger and Jewelcor through its officers to act in concert to take actions through July 1, 1999 reasonably necessary or appropriate to seek consent from Levi Strauss & Co. to the assignment, sublicense or transfer of the

Company's rights and obligations under the Amended and Restated Trademark License Agreement made as of October 31, 1998, by and between the Company and Levi Strauss & Co., to Jewelcor or its affiliates. Mr. Berger and Jewelcor or its officers, individually or collectively, will not be deemed to be an "Acquiring Person" as the result of such actions.

In addition, the Second Amendment modifies the Company's ability to appoint a "Co-Rights Agent" by requiring that the Company give ten days prior written notice to the "Rights Agent" prior to appointing a "Co-Rights Agent."

The foregoing description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement and the Second Amendment.

A description of the Preferred Stock Purchase Rights is incorporated herein by reference to the Company's Amendment to Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission as of October 10, 1997.

ITEM 2. EXHIBITS.

Exhibit 4.1 Second Amendment dated as of May 19, 1999 to Shareholder Rights Agreement dated as of May 1, 1995, amended as of October 6, 1997, by and between Designs, Inc. and BankBoston, N.A. (formerly known as The First National Bank of Boston, N.A.) as Rights Agent.

SIGNATURE

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

Date: May 25, 1999 DESIGNS, INC.

By: /s/ Carolyn R. Faulkner

Name: Carolyn R. Faulkner
Title: President, Chief Financial
Officer and Treasurer

SECOND AMENDMENT TO SHAREHOLDER RIGHTS AGREEMENT

This Second Amendment to the Shareholder Rights Agreement (this "Amendment") entered into as of this 19th day of May, 1999, by and between Designs, Inc., a Delaware corporation (the "Company"), and BankBoston, N.A. (formerly known as The First National Bank of Boston, N.A.), a national banking association, as Rights Agent (the "Rights Agent").

WHEREAS, the Company entered into a Shareholder Rights Agreement with the Rights Agent, dated as of May 1, 1995 and amended by a First Amendment to Shareholder Rights Agreement (the "First Amendment") dated as of October 6, 1997 (as so amended, the "Rights Agreement"); and

WHEREAS, the parties desire to further amend the Rights Agreement in accordance with Section 27 of the Rights Agreement in the manner described herein;

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and the Rights Agent hereby agree as follows:

1. Section 1(a) of the Rights Agreement is hereby amended by inserting after the first paragraph of subsection (a) the following sentence:

Notwithstanding the foregoing, in connection with a proposed acquisition of the Company, as contemplated by the letter dated April 28, 1999, from Jewelcor Management, Inc. ("Jewelcor") to the Company, Stanley I. Berger and Jewelcor through its officers may act in concert to take actions through July 1, 1999 reasonably necessary or appropriate to seek consent from Levi Strauss & Co. to the assignment, sublicense or transfer of the Company's rights and obligations under the Amended and Restated Trademark License Agreement made as of October 31, 1998, by and between Levi Strauss & Co. and the Company, to Jewelcor or its affiliates, and neither Stanley I. Berger nor Jewelcor nor its officers, individually or collectively, will be deemed to be an Acquiring Person as a result of such actions.

2. Section 2 of the Rights Agreement is hereby amended by inserting the following language after the word "desirable" in the third sentence:

, upon ten (10) days' prior written notice to the Rights Agent. The Rights Agent shall have no duty to supervise and shall in no event be liable for the acts or omissions of any such co-Rights Agent.

3. Section 26 of the Rights Agreement is hereby amended by replacing the address of Rights Agent with the following address:

BankBoston, N.A.
c/o Equiserve Limited Partnership
150 Royall Street
Canton, Massachusetts 02021
Attention: Client Administration

4. The term "Agreement" as used in the Rights Agreement shall be deemed to refer to the Rights Agreement as amended hereby, and all other references to the Rights Agreement shall be deemed to include this Amendment.
5. This Amendment shall be effective as of the date first written above, and except as set forth herein, the Rights Agreement shall remain in full force and effect and otherwise shall be unaffected hereby.
6. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and attested under seal as of the date first written above.

Attest:

DESIGNS, INC.

/s/ Scott N. Semel

/s/ Joel H. Reichman

Name: Scott N. Semel
Title: General Counsel

Name: Joel H. Reichman
Title: President and Chief Executive
Officer

Attest:

BANKBOSTON, N.A.

/s/ Patricia DeLuca

/s/ Tyler Haynes

Name: Patricia DeLuca
Title: Senior Account
Administrator

Name: Tyler Haynes
Title: Managing Director