

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

SCHEDULE 13D
(AMENDMENT NO. 1)*

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
(717) 822-6277
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

NOVEMBER 30, 1998
(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)
Page 1 of pages
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

- 0 -

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER

- 0 -

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

- 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 |
| SHARES | | - 0 - |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | | 1,570,200 |
| EACH | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | | - 0 - |
| 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

Page 5 of Pages

- 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

Page 6 of Pages

- 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
- 0 - |
| SHARES | | |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER
- 0 - |
| OWNED BY | | |
| EACH | | |
| 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*

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.

Item 3 is hereby supplementally amended as follows:

On November 30, 1998, Jewelcor Management, Inc. ("JMI") purchased 528,500 shares of Designs at a total cost (including fees) of \$340,897.50 from funds borrowed by JMI against its margin account with Bear Stearns Securities.

Item 4. Purpose of Transaction

NO AMENDMENT

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby supplementally amended as follows:

As of November 30, 1998, JMI beneficially owns an aggregate of 1,570,200 shares of Common Stock. Based upon Designs' Form 10-Q filed September 15, 1998, which reports the number of outstanding shares of the Company to be 15,864,000, JMI beneficially owns approximately 9.9% of said outstanding shares.

By virtue of Mr. and Mrs. Holtzman's ownership interest in S.H. Holdings, Inc. and the relationships among S.H. Holdings, Inc., Jewelcor, Inc. and JMI, each of the Reporting Persons may be deemed to be the beneficial owners of the securities held by JMI.

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

Item 7. Material to be Filed as Exhibits.

1. A listing of the shares of Common Stock that were acquired by the Reporting Persons in the sixty days prior to November 30, 1998 is filed herewith as Exhibit A.

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: December 1, 1998

/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

Exhibit A

LIST OF TRANSACTIONS

DATE PURCHASED	PURCHASED/SOLD THROUGH	NUMBER OF SHARES PURCHASED/	TOTAL COST/ INCLUDING FEES
-----	-----	-----	-----
	JEWELCOR MGT. INC.		
10/26/98		50,000	36,765.00
11/09/98		225,000	164,265.00
11/10/98		166,700	105,036.00
11/17/98		600,000	330,015.00
11/30/98		528,500	340,897.50
		-----	-----
	TOTAL SHARES:	1,570,200	