

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(FINAL AMENDMENT)  
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DESIGNS, INC.  
(Name of Subject Company (Issuer))  
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DESIGNS, INC. (Offeror/Issuer)  
(Name of Filing Persons (Identifying Status as Offeror, Issuer or Other  
Person))

Common Stock, Par Value \$0.01 Per Share  
(Title of Class of Securities)

25057L10  
(CUSIP Number of Class of Securities)

Dennis Hernreich  
c/o Designs, Inc.  
66 B Street  
Needham, Massachusetts 02494  
(781) 444-7222  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

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Copy to:

Peter G. Smith, Esq.  
Kramer Levin Naftalis & Frankel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 715-9100  
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Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the  
statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results  
of the tender offer:

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This Final Amendment to Schedule T0 amends and supplements the Tender Offer Statement on Schedule T0, as previously amended, originally filed by Designs, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "SEC") on November 15, 2000. This Schedule T0 relates to the tender offer by the Company to purchase shares of its common stock, par value \$0.01 per share, at a price not greater than \$3.00 nor less than \$2.50 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 14, 2000 and the related Letter of Transmittal, which, as amended or supplemented from time to time, constitute the offer.

The offer, as extended, expired at 5:00 p.m., Eastern time, on Friday, December 22, 2000. On December 28, 2000, the Company was advised by the depository for the offer, that the depository's final count indicated that a total of 1,758,019 shares of common stock were properly tendered at \$2.50 per share, in excess of the 1,500,000 shares the Company had offered to purchase. As permitted by applicable SEC regulations, as set forth in the offer to purchase, the Company determined to purchase an additional 258,019 shares in the offer. Accordingly, the Company has purchased all of the 1,758,019 shares which were tendered at \$2.50 per share. The remainder of the total of approximately 3,652,784 shares tendered will not be purchased. The shares purchased constitute approximately 11% of the total number of shares outstanding prior to the offer.

Item 12. Exhibits.

Item 12 is amended by adding the following exhibit:

99.1 Press Release of Designs, Inc. dated December 28, 2000

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 29, 2000

DESIGNS, INC.

By: /s/ DENNIS HERNREICH

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Name: Dennis Hernreich  
Title: Senior Vice President and Chief  
Financial Officer

For Information, Contact:

Seymour Holtzman, Chairman of the Board  
Jeff Unger, Investor Relations  
Designs, Inc.  
(781) 444-7222

RJ Falkner & Company, Inc.  
Investor Relations Counsel  
(800) 377-9893  
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DESIGNS, INC. ANNOUNCES RESULTS OF DUTCH AUCTION TENDER OFFER

(NEEDHAM, MA, December 28, 2000) -- Designs, Inc. (NASDAQ/NMS: "DESI"), operator of Levi's(R) and Dockers(R) Outlet By Designs stores, today announced the results of its "Dutch Auction" tender offer, which expired at 5:00pm EST on December 22, 2000. The "Dutch Auction" tender offer commenced on November 15, 2000, as supplemented on December 18, 2000 and was for up to 1.5 million shares of the Company's Common Stock, while reserving the option to purchase up to an additional 1 million shares, at a price between \$2.50 and \$3.00 per share.

Based on the final count by the depository for the tender offer, 1,758,019 shares of common stock were properly tendered at \$2.50 per share, and not withdrawn. This is in excess of the 1,500,000 shares the Company had offered to purchase. As permitted by applicable SEC regulations, as set forth in the offer to purchase, the Company has determined to purchase an additional 258,019 shares in the offer. Accordingly, the Company will purchase all of the 1,758,019 shares which were tendered at \$2.50 per share. The remainder of the total of approximately 3,652,784 shares tendered will not be purchased.

The settlement date for these tendered shares is Thursday, December 28, 2000. Designs will promptly pay after final confirmation for those shares validly tendered, accepted and properly delivered promptly.

Designs Inc. currently has approximately 15.8 million shares issued and outstanding. The Company expects to have approximately 14.1 million shares outstanding immediately following payment for the tendered shares. D.F. King and Co., Inc. acted as Information Agent in the tender offer.

The discussion of forward-looking information requires management of the Company to make certain estimates and assumptions regarding the Company's strategic direction and the effect of such plans on the Company's financial results. The Company's actual results and the implementation of its plans and operations may differ materially from forward-looking statements made by the Company. The Company encourages readers of forwarding-looking information concerning the Company to refer to its prior filings with the Securities and Exchange Commission that set forth certain risks and uncertainties that may have an impact on future results and direction of the Company.

Designs, Inc. operates 105 Levi's(R)Outlet by Designs and Dockers(R)Outlet by Designs stores. These stores are located in outlet parks and malls throughout the eastern United States and Puerto Rico.