

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
Amendment to Quarterly Report Under Section 13
or 15(d) of the Securities Exchange Act of 1934

Quarter Ended May 1, 1999

Commission File Number 0-15898

DESIGNS, INC.
(Exact name of registrant as
specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-2623104
(IRS Employer Identification No.)

66 B Street, Needham, MA
(Address of principal executive offices)

02494
(Zip Code)

(781) 444-7222
(Registrant's telephone
number, including area code)

Indicate by "X" whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No
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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of May 1, 1999
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Common	15,930,000 shares

AMENDMENT NO 1

The undersigned registrant hereby amends its Quarterly Report on Form 10-Q for the quarter ended May 1, 1999 by deleting in its entirety the Consolidated Statements of Cash Flows for the three months ended May 1, 1999 and May 2, 1998 set forth therein and inserting in place thereof the Consolidated Statements of Cash Flows set forth below.

DESIGNS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

Three months ended	
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May 1, 1999	May 2, 1998
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Cash flows from operating activities:
Net loss

\$ (863)

\$ (3,052)

Adjustments to reconcile to net cash provided by operating activities:		
Depreciation and amortization	1,726	2,491
Deferred taxes	114	-
Minority interest	-	(226)
Loss from disposal of property and equipment	112	130
Changes in operating assets and liabilities:		
Accounts receivable	(302)	(100)
Inventories	5,445	(1,954)
Prepaid expenses	(2,120)	(327)
Other assets	(39)	(146)
Reserve for severance and store closings	(774)	(1,308)
Income taxes	(530)	11,097
Accounts payable	(3,273)	3,771
Accrued expenses and other current liabilities	2,327	544
Accrued rent	(25)	241
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Net cash provided by operating activities	1,798	11,161
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Cash flows from investing activities:		
Additions to property and equipment	(1,131)	(151)
Proceeds from disposal of property and equipment	73	87
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Net cash used for investing activities	(1,058)	(64)
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Cash flows from financing activities:		
Net borrowings (repayments) under credit facility	(996)	(8,828)
Issuance of common stock to Board of Directors	103	-
Issuance of common stock under option program (1)	-	16
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Net cash used for financing activities	(893)	(8,812)
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Net (decrease) increase in cash and cash equivalents	(153)	2,285
Cash and cash equivalents:		
Beginning of the period	153	1,473
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End of the period	-	\$3,758
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(1)Net of related tax effect.

The accompanying notes are an intergral part of the consolidated financial statements.

SIGNATURES

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

DESIGNS, INC.

Date: June 24, 1999

By: /s/ Joel H. Reichman

Joel H. Reichman, President and
Chief Executive Officer