

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

FILED BY THE REGISTRANT [X] FILED BY A PARTY OTHER THAN THE REGISTRANT []

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to sec.240.14a-11(c) or sec.240.14a-12
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

DESIGNS, INC
(Name of Registrant as Specified In Its Charter)

DESIGNS, INC
(Name of Person(s) Filing Proxy Statement)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

September 28, 1999

Dear Fellow Stockholder:

The Special Committee has completed a review of the Company's recent performance, current sales trends and plans for the balance of fiscal 1999. Based on this review, we reaffirm our belief that EARNINGS FOR THIS YEAR WILL MEET OR EXCEED THE PROJECTED \$.33 PER SHARE.

Your Company is on the right track. Let's not lose the momentum we have generated.

DON'T RISK THE LEVI STRAUSS RELATIONSHIP AND THE FUTURE OF YOUR COMPANY. The stockholders' meeting is this coming Monday, October 4, 1999. Return the BLUE card today. If your stock is held in street name, call your bank or broker and ask them to vote the BLUE proxy card on your behalf in favor of the director's recommended by management and against the proposal to eliminate the shareholder rights plan.

Thank you very much for your continued support.

Sincerely,

James G. Groninger
Chairman of the Special Committee

If you have any questions or need assistance in voting your shares, please contact the firm assisting us in the solicitation of proxies:

INNISFREE M&A INCORPORATED
TOLL-FREE: (888) 750-5834
BANKS AND BROKERS CALL COLLECT: (212) 750-5833