

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

SCHEDULE 13D
(AMENDMENT NO. 6)*

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
(570) 822-6277

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

APRIL 28, 1999
(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)
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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
SHARES		- 0 -
BENEFICIALLY		
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		- 0 -
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		
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		1,570,200
REPORTING		
PERSON WITH	10	SHARED DISPOSITIVE POWER
		- 0 -

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

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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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

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 OWNED BY 9 SOLE DISPOSITIVE POWER
EACH - 0 -
- 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

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SCHEDULE 13D

CUSIP No. 25057110

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
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 8 | SHARED VOTING POWER
- 0 - |
| | 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*

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.

NO AMENDMENT

Item 4. Purpose of Transaction

Item 4 is hereby supplementally amended as follows:

By letter dated April 28, 1999, Jewelcor Management, Inc. ("JMI") submitted a proposal to Designs, subject to certain express terms and conditions, under which JMI will explore the purchase of all of the issued and outstanding capital stock of Designs.

The above summary is qualified by reference to the entirety of JMI's letter, a copy of which is attached hereto as Exhibit A and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

NO AMENDMENT

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

Item 7. Material to be Filed as Exhibits.

NO AMENDMENT

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: APRIL 29, 1999

/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

VIA FEDERAL EXPRESS

April 28, 1999

The Board of Directors
Designs, Inc.
66 B Street
Needham, MA 02194
Attn: Mr. Joel Reichman,
President and Chief Executive Officer

Gentlemen:

Subject to the terms and conditions hereof, Jewelcor Management, Inc. ("JMI") is pleased to submit the following proposal pursuant to which JMI and Designs, Inc. ("Designs") will explore the purchase by JMI of all of the issued and outstanding capital stock of Designs.

1. Consideration: JMI is prepared to pay \$3.65 for each share of Designs' common stock. The per share consideration represents a significant premium over the recent trading range for Designs' common stock and delivers significant current value to Designs' shareholders.
2. Structure: JMI (or its affiliates) will acquire Designs in a cash tender offer for all of the outstanding common stock of Designs at \$3.65 per share (the "Tender Offer"), subject to the condition that not less than 51% of the outstanding common stock is tendered. We will commit to a merger (the "Merger") between Designs and a newly formed affiliate of JMI as promptly as practical following completion of the Tender Offer, in which any shares of Designs common stock not tendered will be exchanged for \$3.65 in cash. This proposal does not constitute a binding commitment and does not reflect all matters upon which agreement must be reached in order to complete this transaction. The Tender Offer and the Merger would be accomplished through an appropriate merger agreement containing customary representations and warranties, conditions and other terms, including a customary termination fee.
3. Conditions: The proposed acquisition would be funded, in part, by new financing of approximately \$20 million of equity and \$40 million of debt. The equity portion would be funded by JMI or its affiliates and other investors (including any existing shareholders of Designs that may join with JMI in consummating the proposed acquisition). In regard to the debt financing, we have had significant discussions with several lenders and are currently reviewing several financing proposals. We are highly confident that the debt financing required for this transaction is available and that we can speedily and efficiently complete a transaction to the satisfaction of the Designs' Board of Directors and shareholders. Our proposal is subject to i) the completion of a satisfactory inventory appraisal by JMI's independent appraisal expert, which could impact the financing required by JMI for this transaction, ii) the satisfactory resolution of the \$5 million tax assessment by the Internal Revenue Service for the year ending 1992 referred to in the Designs' 1997 Annual Report, iii) Levi Strauss & Co.'s prior written consent to the assignment, sublicense, or transfer of Designs' rights and obligations under the Amended and Restated Trademark License Agreement ("Agreement") made as of October 31, 1998 by and between Levi Strauss & Co and Designs, Inc, to JMI or its affiliates as set forth in paragraph 19 of the Agreement, and iv) an amendment by the Board of Directors of Designs to the Shareholder Rights Agreement ("Rights Agreement") dated May 1, 1995 providing that the Rights Agreement is not applicable to this proposed transaction (including any transaction where existing shareholders of Designs join with JMI in submitting a bid for the purchase of all of the outstanding shares of Designs' common stock). The consummation of the transaction would also be subject to the expiration of the waiting period under the Hart-Scott-Radino Antitrust Improvements Act.
4. Timing: We believe an acquisition agreement could be fully negotiated and executed within 10 to 14 days from the date your Board authorizes you to proceed with this proposal.
5. Exclusivity: During the period commencing from your acceptance of this proposal and ending 14 days thereafter or such earlier date as JMI and Designs mutually agree to discontinue discussions, Designs hereby agrees that it will not, directly or indirectly, through any officer, director, employee, affiliate or agent or otherwise, take any action to solicit, initiate, entertain,

encourage or support any inquiry, proposal or offer from, furnish any information to, or participate in any negotiations with, any third party regarding any acquisition of Designs, any merger or consolidation with or involving Designs or any acquisition of any material portion of the stock or assets of Designs. Designs agrees that any such negotiations in progress immediately prior to its acceptance of this proposal will be suspended during such period and that Designs will not accept or enter into any agreement, arrangement or understanding regarding any such third party acquisition transaction during such period.

Our proposal will be void and shall be considered withdrawn if it is not accepted by 5:00 p.m. E.D.T. on May 7, 1999.

We look forward to working with you and to the successful completion of this transaction. If you have any questions regarding this proposal, please do not hesitate to call Jeff Unger at (561) 447-4713.

Sincerely,

Seymour Holtzman
Chairman and Chief Executive Officer

AGREED AND ACCEPTED AS OF MAY _____, 1999

DESIGNS, INC.