

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

SCHEDULE 13D  
(AMENDMENT NO. 2)\*

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)

DECEMBER 7, 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)  
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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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SCHEDULE 13D

CUSIP No. 25057L10

Page 4 of Pages

- 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<br>1,570,200      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 8  | SHARED VOTING POWER<br>- 0 -        |
|   | 9  | SOLE DISPOSITIVE POWER<br>1,570,200 |
|   | 10 | SHARED DISPOSITIVE POWER<br>- 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

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SCHEDULE 13D

CUSIP No. 25057L10

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- 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

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- 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<br>- 0 -        |
| NUMBER OF    | 8  | SHARED VOTING POWER<br>- 0 -      |
| SHARES       |    |                                   |
| BENEFICIALLY | 9  | SOLE DISPOSITIVE POWER<br>- 0 -   |
| OWNED BY     |    |                                   |
| EACH         |    |                                   |
| REPORTING    | 10 | SHARED DISPOSITIVE POWER<br>- 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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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:

On December 7, 1998, Jewelcor Management, Inc. ("JMI") filed with the Securities and Exchange Commission a preliminary Consent Statement on Schedule 14A and preliminary form of Consent of Stockholders to Action without a Meeting with respect to the solicitation by JMI of written consents from the holders of common stock, \$0.01 par value per share, of Designs, Inc. (the "Company"), to take the following actions without a meeting of the Company's stockholders, as permitted by Delaware law:

1. Remove (i) all current members of the Company's Board of Directors (the "Board of Directors") other than Stanley I. Berger and (ii) any other person or persons (other than the persons elected pursuant to this consent) elected or appointed to the Board of Directors prior to the effective time of this stockholder action in addition to or in lieu of any of such current members (including any persons elected or appointed in lieu of Stanley I. Berger) to fill any newly created directorship or vacancy on the Board of Directors or otherwise;

2. Elect Jesse H. Choper, Seymour Holtzman, Peter R. McMullin, Deborah M. Rhem-Jackson and Steve R. Tomasi as directors of the Company to serve until their respective successors are duly elected and qualified;

3. Amend Section 4.1 of the By-Laws of the Company (the "By-Laws") to set the number of directors on the Board of Directors at six;

4. Amend Section 4.16 of the By-Laws to clarify that a stockholder seeking to nominate candidates for election to the Board of Directors pursuant to a stockholder action by written consent need not comply with the advance notification provisions of the By-Laws applicable to the nomination of candidates in connection with meetings of the stockholders;

5. Repeal any By-Laws adopted by the Board of Directors subsequent to December 11, 1995, the effective date of the Company's By-laws most recently filed by the Company with the Securities Exchange Commission, and prior to the effectiveness of the Proposals other than the By-Laws adopted as contemplated by this Consent Statement.

The aforesaid preliminary Consent Statement on Schedule 14A and preliminary form of Consent of Stockholders to Action without a Meeting, as filed with the Securities and Exchange Commission on December 7, 1998, should be referred to for additional information regarding the solicitation.

In connection with the solicitation, JMI has requested, by letter dated December 7, 1998, a list of the stockholders and certain other information from the Company.

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: December 7, 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