

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

SCHEDULE 13D

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)

NOVEMBER 17, 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.

Check the following box if a fee is being paid with the statement. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (see Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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)
Page 1 of pages
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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

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*

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

- 0 -

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER

- 0 -

EACH 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
1,041,700 |
| NUMBER OF | 8 | SHARED VOTING POWER
- 0 - |
| SHARES | | |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER
1,041,700 |
| OWNED BY | | |
| EACH | 10 | SHARED DISPOSITIVE POWER
- 0 - |
| REPORTING | | |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,041,700
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.6%
- 14 TYPE OF REPORTING PERSON*

CO

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SCHEDULE 13D

CUSIP No. 25057L10

Page 5 of Pages

- 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

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	8	SHARED VOTING POWER - 0 -
SHARES		
BENEFICIALLY	9	SOLE DISPOSITIVE POWER - 0 -
OWNED BY		
EACH		
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

*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.

This Statement is being filed on behalf of Jewelcor Management, Inc., a Nevada Corporation ("JMI"), Jewelcor, Inc., a Pennsylvania Corporation, S.H. Holdings, Inc., a Delaware Corporation, Seymour Holtzman and Evelyn Holtzman (collectively, the "Reporting Persons"). JMI is a wholly owned subsidiary of Jewelcor Inc., which is a wholly owned subsidiary of S.H. Holdings, Inc. (each, a "Company" and collectively, the "Companies"). Seymour Holtzman and Evelyn Holtzman, his wife, own, as tenants by the entirety, a controlling interest of S.H. Holdings, Inc.

The principal executive offices of the Companies are located at 100 North Wilkes-Barre Boulevard, Wilkes-Barre, Pa 18702. The principal business of JMI is investment and management services. The principal business of Jewelcor, Inc. is the rental of commercial real estate. S.H. Holdings, Inc. is a holding company.

Mr. Holtzman is the President and Chairman of the Board of Directors of each of the Companies. James Verano is the Vice President, the Treasurer and a Director of each of the Companies. Maria Sciandra is the Secretary and a Director of each of the Companies.

During the five years immediately prior to the date hereof, neither the Reporting Persons nor, to their best knowledge, any of the other persons or entities whose names are set forth above, (i) have been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors), or (ii) have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to judgment, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mr. Holtzman, Mrs. Holtzman and each of the other persons set forth above are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

On October 26, 1998, JMI purchased 50,000 shares of Designs at a total cost (including fees) of \$36,765.00 from funds borrowed by JMI against its margin account with Bear Stearns Securities.

On November 9, 1998, JMI purchased 225,000 shares of Designs at a total cost (including fees) of \$164,265.00 from funds borrowed by JMI against its margin account with Bear Stearns Securities.

On November 10, 1998, JMI purchased 166,700 shares of Designs at a total cost (including fees) of \$105,036.00 from funds borrowed by JMI against its margin account with Bear Stearns Securities.

On November 17, 1998, JMI purchased 600,000 shares of Designs at a total cost (including fees) of \$330,015.00 from funds borrowed by JMI against its margin account with Bear Stearns Securities.

Item 4. Purpose of Transaction

The Reporting Persons have, at this time, acquired their shares of common stock (the "Common Stock") of Designs, Inc. (the "Company") for the purposes of investment.

The Reporting Persons are, however, increasingly concerned with the operation of the Company as a whole, including (i) the declining market prices of the Company's Common Stock, (ii) the 21% decrease in comparable store sales for the nine month year to date period ended October 31, 1998 and (iii) the Company's reported net loss of approximately \$44,000,000 from February 1, 1997 to October 31, 1998. Accordingly, the Reporting Persons have been considering what alternatives are available to the Company to enhance shareholder value.

In order to reach such a determination, the Reporting Persons may decide to contact the Company, third parties and/or other shareholders regarding

possible alternatives for enhancing shareholder value. The Reporting Persons intend to explore whether the value of the Company's equity might best be enhanced through, among other things, a sale or merger of the Company and/or a change in, or the representation on, the Company's Board of Directors or management.

The Reporting Persons are evaluating, and expect to continue to evaluate, its respective perceptions of the investment potential of the Common Stock and, depending on various factors including the results of such evaluation, the Company's business prospects and financial position, other developments concerning the Company, the price level of the Common Stock, available opportunities to acquire or dispose of the Common Stock or realize trading profits, conditions in the securities markets and general economic and industry conditions, reinvestment opportunities and developments relating to its respective businesses, the Reporting Persons may in the future take such actions with respect to such holdings in the Company as they deem appropriate in light of the circumstances existing from time to time. Such actions may include the purchase of additional shares of Common Stock in the open market, through privately negotiated transactions with third parties or otherwise, or the sale at any time, in the open market, through privately negotiated transactions with third parties or otherwise, of all or a portion of the Common Stock now owned or hereafter acquired.

The possible activities of the Reporting Persons are subject to change at any time. The matters set forth above could have the effect or relate to matters described in Paragraphs (a) through (j) of the instructions to Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

As of November 17, 1998, JMI beneficially owns an aggregate of 1,041,700 shares of Common Stock. Based upon Designs' Form 10-Q filed September 15, 1998, which reports the number of outstanding shares of the Company to be 15,864,000, JMI beneficially owns approximately 6.6% of said outstanding shares.

By virtue of Mr. and Mrs. Holtzman's ownership interest in S.H. Holdings, Inc. and the relationships among S.H. Holdings, Inc., Jewelcor, Inc. and JMI, each of the Reporting Persons may be deemed to be the beneficial owners of the securities held by JMI.

The responses of the Reporting Persons to Items (7) through (11) of the cover pages to this Schedule 13D relating to the beneficial ownership of shares of Common Stock of the Issuer are incorporated herein by reference.

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

Item 7. Material to be Filed as Exhibits.

1. An Agreement relating to the filing of a joint statement as required under the Securities Exchange Act of 1934 is filed herewith as Exhibit A.

2. A listing of the shares of Common Stock that were acquired by the Reporting Person in the sixty days prior to November 27, 1998 is filed herewith as Exhibit B.

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: November 27, 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

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common Stock of Designs Inc., dated November 27, 1998, is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13D-1(K) under the Securities Exchange Act of 1934, as amended.

Dated as of: November 27, 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

Exhibit B

LIST OF TRANSACTIONS

DATE PURCHASED -----	PURCHASED/SOLD THROUGH -----	NUMBER OF SHARES PURCHASED/ -----	TOTAL COST/ INCLUDING FEES -----
	JEWEECOR MGT. INC.		
10/26/98		50,000	36,765.00
11/09/98		225,000	164,265.00
11/10/98		166,700	105,036.00
11/17/98		600,000	330,015.00
		-----	-----
	TOTAL SHARES:	1,041,700	