

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 August 3, 1996

Commission File Number 0-15898

DESIGNS, INC.

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(Exact name of registrant as  
specified in its charter)

Delaware

04-2623104

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(State or other jurisdiction of  
incorporation or organization)

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(IRS Employer Identification No.)

66 B Street, Needham, MA

02194

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(Address of principal executive offices)

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(Zip Code)

(617) 444-7222

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(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 August 3, 1996
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Common	15,819,294 shares

AMENDMENT NO 1

The undersigned registrant hereby amends its Quarterly Report on Form 10-Q for the quarter ended August 3, 1996 by adding the following item to such Report:

"ITEM 4. Submission of Matters to a Vote of Security Holders

On June 11, 1996, the Company held its Annual Meeting of Stockholders. At the meeting, stockholders holding at least 14,298,180 shares of the Company's Common Stock, \$0.01 par value, cast votes in favor of the election of each of Stanley I. Berger, Joel H. Reichman, James G. Groninger, Bernard M. Manuel, Melvin I. Shapiro and Peter L. Thigpen as directors of the Company and no more than 556,963 shares were withheld from any one of the foregoing."

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: December 16, 1996

By: /s/ Scott N. Semel

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Scott N. Semel, Executive Vice  
President and Secretary