

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

SCHEDULE 13D  
(AMENDMENT NO. 37)\*

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)

September 26, 2001  
(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).

SCHEDULE 13D

CUSIP No. 25057L10

- 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 23,297
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 23,297
	10	SHARED DISPOSITIVE POWER -0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,297 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) .16%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L10

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 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!

SCHEDULE 13D

CUSIP No. 25057L10

- 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        |  |
|              |    | 3,027,416                |  |
| NUMBER OF    | 8  | SHARED VOTING POWER      |  |
| SHARES       |    | - 0 -                    |  |
| BENEFICIALLY |    |                          |  |
| OWNED BY     | 9  | SOLE DISPOSITIVE POWER   |  |
| EACH         |    | 3,027,416                |  |
| REPORTING    |    |                          |  |
| PERSON WITH  | 10 | SHARED DISPOSITIVE POWER |  |
|              |    | - 0 -                    |  |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
3,027,416
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 21.0%
- 14 TYPE OF REPORTING PERSON\*  
  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L10

- 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

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

### SCHEDULE 13D

CUSIP No. 25057L10

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  
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

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L10

1 NAME OF REPORTING PERSON  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Custodial Account f/b/o Chelsea Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  
(b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

PF

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  
15,000

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER  
- 0 -

9 SOLE DISPOSITIVE POWER  
15,000

10 SHARED DISPOSITIVE POWER  
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .1%

14 TYPE OF REPORTING PERSON\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L10

1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Custodial Account f/b/o Percy Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  
(b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

PF

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  
3,000

NUMBER OF 8 SHARED VOTING POWER  
SHARES - 0 -

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER  
EACH 3,000

REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER  
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .02%

14 TYPE OF REPORTING PERSON\*

00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L10

1 NAME OF REPORTING PERSON  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Custodial Account f/b/o Rivers Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  
(b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

PF

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  
1,000

NUMBER OF 8 SHARED VOTING POWER  
SHARES - 0 -

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 1,000 10 SHARED DISPOSITIVE POWER - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .01%

14 TYPE OF REPORTING PERSON\* 00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L10

1 NAME OF REPORTING PERSON SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Custodial Account f/b/o Temple Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) (b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS\* PF

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 1,000 8 SHARED VOTING POWER - 0 - 9 SOLE DISPOSITIVE POWER 1,000 10 SHARED DISPOSITIVE POWER - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .01%

14 TYPE OF REPORTING PERSON\* 00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L10

- 1 NAME OF REPORTING PERSON  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Custodial Account f/b/o Olivia Garcia
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
  
PF
- 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        |
|              |    | 9,000                    |
| NUMBER OF    | 8  | SHARED VOTING POWER      |
| SHARES       |    | - 0 -                    |
| BENEFICIALLY | 9  | SOLE DISPOSITIVE POWER   |
| OWNED BY     |    | 9,000                    |
| EACH         |    |                          |
| REPORTING    | 10 | SHARED DISPOSITIVE POWER |
| PERSON WITH  |    | - 0 -                    |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
9,000
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .06%
- 14 TYPE OF REPORTING PERSON\*  
  
00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L10

- 1 NAME OF REPORTING PERSON  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Custodial Account f/b/o Sterling Garcia
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
  
PF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED



6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	7	SOLE VOTING POWER 1,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,000
	10	SHARED DISPOSITIVE POWER - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .01%

14 TYPE OF REPORTING PERSON\*

00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

This amendment to the previously filed Statement on Schedule 13D ("Schedule 13D") relates to the common stock (the "Common Stock") of Designs, Inc. (the "Company"). The principal executive offices of the Company 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.

Item 3 is hereby supplementally amended as follows:

On September 21, 2001, Jewelcor Management, Inc. ("JMI") purchased 2,000 shares of Common Stock at a total cost (including fees) of \$4,181.00 from funds borrowed by JMI against its margin account with Bear Stearns Securities.

Item 4. Purpose of Transaction

Item 4 is hereby supplementally amended as follows:

On September 26, 2001, the JMI executed a letter agreement (the "Letter Agreement") whereby the Company and JMI agreed to extend the term of the Consulting Agreement between the parties dated April 29, 2000 (the "Consulting Agreement"). Pursuant to the Letter Agreement, the term of the Consulting Agreement was extended for an additional year commencing on April 29, 2001 and ending on April 28, 2002. During this extended term, JMI will receive consideration from the Company consisting of 61,856 shares of the Company's Common Stock and reimbursement of actual and direct out-of-pocket expenses.

The foregoing summary of the Letter Agreement is qualified by reference to the entirety of the Letter Agreement, a copy of which is attached hereto as Exhibit A and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby supplementally amended as follows:

As of September 26, 2001, JMI beneficially owns an aggregate of 3,027,416 shares of Common Stock. Based upon the Company's Form 10-Q filed on September 18, 2001 which indicates that there are 14,490,809 shares of Common Stock outstanding, JMI beneficially owns approximately 21.0% of said outstanding shares.

As of September 21, 2001, the Reporting Persons own an aggregate of 3,080,713 shares of Common Stock which, based on there being 14,490,809 shares of Common Stock outstanding, represents approximately 21.3% of said outstanding shares.

The responses of the Reporting Person 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.

Information with respect to each of the Reporting Persons is given solely by such Reporting Person and no Reporting Person shall have responsibility for the accuracy or completeness of information supplied by another Reporting Person.

The Reporting Persons are filing this Schedule 13D because such Reporting Persons may be deemed to be members of a group for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Each Reporting Person disclaims beneficial ownership of any Common Stock beneficially owned by any other Reporting Person, except that Mr. Holtzman acknowledges beneficial ownership of the Common Stock owned by JMI.

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

Item 6 is hereby supplementally amended as follows:

On September 26, 2001, the JMI executed a letter agreement (the "Letter Agreement") whereby the Company and JMI agreed to extend the term of the Consulting Agreement between the parties dated April 29, 2000 (the "Consulting Agreement"). See Item 4 above. The foregoing summary of the Letter Agreement is qualified by reference to the entirety of the Letter Agreement, a copy of which is attached hereto as Exhibit A and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby supplementally amended as follows:

Letter Agreement between the Company and JMI, a copy of which is attached hereto as Exhibit A.

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: September 26, 2001

/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

Custodial Account F/B/O Chelsea Holtzman  
/s/ Evelyn Holtzman  
Evelyn Holtzman, Custodian

Custodial Account F/B/O Percy Holtzman  
/s/ Seymour Holtzman  
Seymour Holtzman, Custodian

Custodial Account F/B/O Rivers Holtzman  
/s/ Seymour Holtzman  
Seymour Holtzman, Custodian

Custodial Account F/B/O Temple Holtzman  
/s/ Seymour Holtzman  
Seymour Holtzman, Custodian

Custodial Account F/B/O Olivia Garcia  
/s/ Seymour Holtzman  
Seymour Holtzman, Custodian

Custodial Account F/B/O Sterling Garcia  
/s/ Seymour Holtzman  
Seymour Holtzman, Custodian

As of April 28, 2001

Jewelcor Management, Inc.  
100 North Wilkes-Barre Boulevard  
Wilkes-Barre, PA 18702

Ladies and Gentlemen:

This will confirm the agreement between Jewelcor Management, Inc. (the "Independent Contractor") and Designs, Inc. (the "Corporation") regarding the extension of the term of the Consulting Agreement between the Independent Contractor and the Corporation dated as of April 29, 2000 (the "Agreement").

1. The term of the Agreement shall be extended for an additional period of one (1) year commencing on April 29, 2001 and ending on April 28, 2002. Unless the context otherwise requires, April 28, 2002 shall be the "Expiration Date" of the Agreement as so extended.

2. Subject to the provisions of Section 4 of the Agreement, the consideration to be furnished to the Independent Contractor by the Corporation for the Services rendered by the Independent Contractor under the Agreement during the period from April 29, 2001 through April 28, 2002 shall consist of (a) 61,856 non-forfeitable, fully paid and non-assessable shares of the Corporation's Common Stock (the fair value of which Common Stock on May 25, 2001, the date of the approval of the extension of the Agreement as set forth herein, was \$240,000 or \$3.88 per share) and (b) the reimbursement of actual and direct out-of-pocket expenses incurred by the Independent Contractor in the rendering of Services under the Agreement.

The remaining terms of the Agreement shall remain in full force and effect without change. For the avoidance of doubt, the parties hereby agree and acknowledge that the foregoing extension does not change the compensation or other rights or obligations of the parties originally provided in the Agreement with respect to any prior period.

Very truly yours,

Designs, Inc.

By \_\_\_\_\_

Agreed and Accepted:

Jewelcor Management, Inc.

By /s/ Seymour Holtzman 9/26/2001