

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

SCHEDULE 13D  
(AMENDMENT NO. 7)\*

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)

MAY 12, 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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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 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 May 12, 1999, Jewelcor Management, Inc. ("JMI") sent a letter to James G. Groninger, Chairman of the Special Committee of the Board of Directors of Designs, 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: MAY 12, 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 FACSIMILE AND  
FEDERAL EXPRESS

May 12, 1999

James G. Groninger  
Chairman  
The Special Committee of the Board of Directors  
Designs, Inc.  
66 B Street  
Needham, Massachusetts 02494

Dear Mr. Groninger:

We are in receipt of your letter, dated May 5, 1999, which responds to my letter, dated April 28, 1999, to Designs, Inc. ("Designs").

We are pleased that the Special Committee has determined to pursue our proposal to acquire (either alone or with other participants) Designs. We are most anxious to resolve the remaining due diligence issues. In that regard, we have already been in contact with Designs' representatives regarding the requisite inventory appraisal and review of the relevant information with respect to the \$5 million tax assessment by the Internal Revenue Service for the year ending 1992. We hope that the Special Committee continues to actively assist us in completing these matters and related due diligence.

We are also pleased that the Special Committee concurs with our view regarding the necessity of knowing the position of Levi Strauss & Co. with respect to our proposed acquisition of Designs. In this regard, please confirm that the Special Committee has directed its management or other representatives of Designs to approach Levi Strauss & Co. Since we believe that a positive working relationship with Levi Strauss & Co. is essential to Designs' future success, Jewelcor would welcome the opportunity to participate in any discussions with Levi Strauss & Co.

Although the actions taken thus far by the Special Committee are encouraging, we were most disappointed that you have not agreed to enter into acquisition discussions exclusively with us. We have already expended significant expenses and management time to pursue a possible acquisition of Designs. Obviously, more diligence has to be done and we are proceeding on an expedited basis and incurring additional expenses.

After a potential acquiror has made a substantial proposal which could result in the shareholders receiving a significant premium over the recent trading range for the common stock and has incurred substantial expense to pursue such proposal, we believe it is appropriate and customary for the proposed acquiree to grant exclusivity in order to induce the potential acquiror to enter into a definitive agreement. Regrettably, the Special Committee has made a different choice.

Since the Special Committee has made a determination not to pursue an exclusivity arrangement so long as there exists what it perceives to be significant contingencies, we believe that the most prudent use of our time and resources would be to resolve those contingencies that are within our power. Accordingly, we do not believe that review and comment with respect to your draft agreement is necessary at this time.

In order to assist us in making a definitive proposal that you may find acceptable, we ask that Designs confirm to us in writing that the Rights Agreement shall be inapplicable to Jewelcor or its affiliates in connection with pursuing its proposal to Designs, including any joint actions by Jewelcor, together with any of the five (5) other largest shareholders of Designs.

Thank you for your consideration of our proposal and we look forward to working with you.

Sincerely,

/s/ Seymour Holtzman

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Seymour Holtzman  
Chairman and Chief Executive Officer