

Title of Shares to be Registered	to be Registered	Price Per Share	Offering Price(1)	Registration Fee
Common stock, par value \$0.01 per share (2)	19,395,500	\$ 6.52	\$ 126,361,683	\$ 11,625

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low sales prices for the Registrant's common stock reported on the Nasdaq National Market on June 12, 2002.

(2) Includes (i) 1,379,300 presently outstanding shares of the Registrant's common stock issued to certain selling stockholders in private placement transactions and (ii) 18,016,200 shares of the Registrant's common stock issuable upon conversion of 180,162 presently outstanding shares of the Registrant's Series B Convertible Preferred Stock issued to certain selling stockholders in private placement transactions. The issuance of common stock upon conversion of the Series B Preferred Stock is subject to approval by the stockholders of the Registrant.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated June 18, 2002

Preliminary Prospectus

19,395,500 SHARES

DESIGNS, INC.

COMMON STOCK

This prospectus relates to the offer and sale by the selling stockholders listed beginning on page 9 of up to 19,395,500 shares of common stock, par value \$0.01 per share, of Designs, Inc., consisting of 1,379,300 shares of recently issued common stock and 18,016,200 shares of common stock issuable upon conversion of our series B convertible preferred stock, par value \$0.01 per share. We refer to the shares of common stock offered by this prospectus and registered by the registration statement of which this prospectus forms a part as the "Offered Common Stock."

We issued 1,379,300 shares of common stock and 180,162 shares of series B preferred stock to the selling stockholders in private placement transactions in May 2002. Each share of series B preferred stock will be automatically converted into 100 shares of common stock upon approval of the issuance of such common stock by our stockholders, which is intended to be submitted for a vote at the next annual meeting of our stockholders scheduled for August 8, 2002. The selling stockholders may sell all or some of their respective shares of Offered Common Stock listed in this prospectus through public or private transactions, at prevailing market prices, or at privately negotiated prices. We will not receive any proceeds from the sale of any of the shares of Offered Common Stock by the selling stockholders.

Our common stock is listed on the Nasdaq National Market under the symbol "DESI." On June 17, 2002, the last reported sale price of our common stock was \$7.11 per share.

If stockholder approval is obtained to change our company's name to "Casual Male Retail Group, Inc." at our next annual meeting of our stockholders, then we intend to change the symbol under which our common stock is listed on the Nasdaq National Market.

Investing in our common stock involves risks. See "Risk Factors" beginning on page 4.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2002.

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You should rely only on the information or representations provided in this prospectus or incorporated by reference into this prospectus. We have not authorized anyone to provide you with any different information or to make any different representations in connection with any offering made by this prospectus. This prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, in any state where the offer or sale is prohibited. Neither the delivery of this prospectus, nor any sale made under this prospectus shall, under any circumstances, imply that the information in this prospectus is correct as of any date after the date of this prospectus.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward looking statements, which include statements based on our current expectations, assumptions, estimates and projections about our business and our industry. The nature of forward-looking information is that such information involves assumptions, risks and uncertainties. Forward-looking information requires our management to make assumptions, estimates, forecasts and projections regarding our future results as well as the future effectiveness of our strategic plans and future operational decisions. Forward-looking statements made by us or on our behalf are subject to the risk that the forecasts, projections, and expectations of management, or assumptions underlying such forecasts, projections and expectations, may become inaccurate. Accordingly, our future financial positions, the actual results of our operations and the implementation of our plans and operations may differ materially from forward-looking statements made by us or on our behalf.

We use words such as "believes," "anticipates," "expects," "intends," "plans" and similar expressions to identify forward-looking statements, but these are not the exclusive means of identifying these statements. Actual results could differ materially from those projected in any forward-looking statements for the reasons detailed in "Risk Factors" or elsewhere in this prospectus. Before you decide to invest in our common stock, you should be aware that if any of the events described in the "Risk Factors" section and elsewhere in this prospectus occur, they could have an adverse affect on our business. We assume no obligation to update any forward-looking statement.

THE COMPANY

Designs, Inc. is a publicly traded, Massachusetts-based brand retail operator which has historically specialized in selling quality branded apparel and accessories in outlet malls throughout the eastern part of the United States and Puerto Rico. All references in this prospectus to "Designs," "we," "us" and "our" are to Designs, Inc. and its subsidiaries. For over 25 years, through a license agreement with Levi Strauss & Co., we owned and operated retail outlet stores selling exclusively Levi's(R) branded merchandise.

Expanding upon our core competency of operating retail stores for branded apparel in the outlet channel of distribution, we recently entered into the following arrangements with two well-known apparel manufacturers:

- o In January 2002, we entered into a license agreement with Candie's, Inc., a leading designer and marketer of young women's footwear, apparel and accessories. Under this license agreement, we plan, over the next five years, to open and operate 75 Candie's(R) branded retail stores in outlet malls and value centers throughout the United States. We plan to open 11 Candie's(R) branded stores in outlet malls during the fiscal year ended February 1, 2003.
- o In February 2002, we finalized an exclusive joint venture agreement with EcKo Complex, LLC, a leading design-driven lifestyle brand targeting young men and women. EcKo has worldwide annual sales exceeding \$200 million. Under the joint venture agreement, we will open and operate 75 EcKo(R) branded outlet stores throughout the United States over a six-year period. We plan to open five EcKo(R) branded outlet stores during fiscal 2003.

We are continuing discussions with several other manufacturers as we strive to become a premier operator of branded retail outlet stores. We believe that manufacturers will find Designs as their logical solution for an outlet channel of distribution of their branded merchandise.

Our principle executive offices are located at 555 Turnpike Street, Canton, Massachusetts 02021, and our telephone number is (781) 828-9300.

RECENT DEVELOPMENTS

As of May 14, 2002, pursuant to an asset purchase agreement entered into as of May 2, 2002, by Designs and Casual Male Corp. and certain of its subsidiaries (which we refer to, collectively, as "Casual Male"), we completed the acquisition of substantially all of the assets of Casual Male for a purchase price of approximately \$170 million, plus the assumption of certain operating liabilities. We were selected as the highest and best bidder for the Casual Male assets at a bankruptcy court ordered auction commencing on May 1, 2002 and concluding on May 2, 2002, and our acquisition of Casual Male was approved by the court on May 7, 2002.

Casual Male is a leading independent specialty retailer of fashion, casual and dress apparel for big and tall men with annual sales that exceed \$350 million. Casual Male sells its branded merchandise through various channels of distribution including full price and outlet retail stores, direct mail and the internet. Casual Male had been operating under the protection of the U.S. Bankruptcy Court since May 2001.

The Casual Male acquisition, along with the payment of certain related fees and expenses, was completed with funds provided by: (i) approximately \$30.2 million in additional borrowings from our amended three-year \$120.0 million senior secured credit facility with our bank, Fleet Retail Finance, Inc., (ii) \$15.0 million in a three-year term loan with a subsidiary of Fleet Retail Finance, (iii) proceeds from the private placement of \$24.5 million principal amount of 12% senior subordinated notes due 2007 together with detachable warrants to acquire 1,715,000 shares of our common stock at an exercise price of \$0.01 per share and additional detachable warrants to acquire 1,176,471 shares of our common stock at an exercise price of \$8.50 per share, (iv) proceeds from the private placement of \$11.0 million principal amount of 5% senior subordinated notes due 2007, (v) approximately \$82.5 million of proceeds from the private placement of approximately 1,379,300 shares of newly issued common stock and 180,162 shares of series B preferred stock, and (vi) the assumption of a mortgage note in a principal amount of approximately \$12.2 million.

The issuance of common stock upon conversion of the series B preferred stock and upon exercise of certain warrants is subject to stockholder approval. We intend to submit for a vote of stockholders the proposal to issue the additional common stock at the annual meeting of stockholders scheduled for August 8, 2002. If stockholder approval is obtained for the issuance of common stock, then each share of the series B preferred stock will automatically convert into 100 shares of common stock.

RISK FACTORS

An investment in the shares of Offered Common Stock involves a high degree of risk. Accordingly, prospective investors should consider carefully the following risk factors, in addition to the other information contained in this prospectus concerning Designs and our business.

Risks Related to the Market in Which We Operate

Changing Fashion Trends and Consumer Preferences

Our business is dependent upon our being able to predict fashion trends, customer preferences and other fashion-related factors. Customer tastes and fashion trends are volatile and tend to change rapidly. Our success depends in part upon management's ability to effectively predict and respond to changing fashion tastes and consumer demands and to translate market trends to appropriate saleable product offerings far in advance. If we are unable to successfully predict or respond to changing styles or trends and misjudge the market for our products or any new product lines, our sales will be lower and we may be faced with a substantial amount of unsold inventory or missed opportunities. In response, we may be forced to rely on additional markdowns or promotional sales to dispose of excess, slow-moving inventory, which may have a material adverse effect on our business, financial condition and results of operation.

Macroeconomic Factors Adversely Affecting the Retail Industry

Our sales could be adversely affected by a weak retail environment. Apparel retailers are subject to general economic conditions and purchases of apparel may decline at any time, especially during recessionary periods. In addition, our financial performance is also sensitive to changes in consumer spending trends and shopping patterns.

We understand that the retail industry can be adversely affected by certain economic factors outside of our control that would affect our costs as well as consumer spending behavior. Some of these factors include rising interest rates, negative consumer sentiment brought about by uncertainty over economic recovery and national security, inflation, and rising unemployment. Further, it is well known in the apparel industry that when economic conditions worsen, men are more reluctant than women and children to shop for clothes for themselves. We have no ability to predict or control these economic and political variables.

Competition in the Retail Industry

The United States casual apparel market, men's big and tall market and footwear industry are highly competitive with many national and regional department stores, specialty apparel retailers and discount stores offering a broad range of apparel products similar to those products that we sell. Besides retail competitors, we consider any casual apparel manufacturer operating in outlet parks throughout the United States to be a competitor in the casual apparel market. Due to consolidation in the men's apparel industry, it is possible that another competitor, either a mass merchant or a men's specialty store or specialty apparel catalog, could gain market share in men's big and tall apparel due to more favorable pricing, locations, brand and fashion assortment and size availability. Recently, sales of Levi's(R) brand jeans have been impacted by the increased competition from private labels as well as fashion jeans market entrants and by a decrease in national sales trends of Levi's(R) brand products. Our future Candie's(R) Outlet stores face substantial competition in each of our product lines from, among other brands, Skechers, Steve Madden and Esprit. The presence in the marketplace of various fashion trends and the limited availability of shelf space also can affect competition.

There can be no assurance that we will be able to compete successfully with our competitors in the future. Any failure to successfully compete could have a material adverse effect on our business, financial condition and results of operations.

Risk Related to Currency Fluctuations

We may be exposed to foreign currency risk. In the past, some of our contracts to have apparel manufactured in foreign countries were negotiated in United States dollars. If the value of the United States dollar decreases, then the price that we pay for our products could increase, and it is possible that we would not be able to pass this increase on to our customers.

Advertising and Promotion

Our business is directly affected by the success or failure of the advertising and promotional efforts of our vendors, there are no assurances that our future advertising efforts of our company, our vendors or our other licensors will result in increased sales.

Risks Related to Our Operations

Dependence on Key Personnel

Our success is significantly dependent on the personal efforts, performance and abilities of our key management. The loss of the services of any key members of the management team could have a material adverse effect on our business, financial condition and results of operations. The inability to attract and retain qualified personnel in the future could have a material adverse effect on our business, financial condition and results of operations.

Information Systems and Control Procedures

We periodically review, improve and, under certain circumstances, replace our technology and management information systems to provide enhanced support to all operating areas of our company. While we expect to continue to review and upgrade our technology and management information systems, there are no assurances that we can successfully implement such enhancements or that such enhancements will support our operating strategies, or, if such upgrades and enhancements are not successfully implemented, that our current systems will continue to support adequately our management information requirements.

Moreover, while we believe that our current management information systems are generally adequate to support our business operations, any deficiencies in these systems which could result in less than optimal systems performance could adversely affect our business operations. There are no assurances that our efforts to improve upon and enhance our present management information systems will resolve or eliminate any existing or potential difficulties.

Dependence on Third Party Manufacturers

We do not own or operate any manufacturing facilities and are therefore dependent on third parties for the manufacture of our products. In the event that manufacturers are unable or unwilling to ship products to us in a timely manner or continue to manufacture products for us, we would have to rely on other current manufacturing sources or identify and qualify new manufacturers. There can be no assurance that we would be able to qualify such manufacturers for existing or new products in a timely manner or that such manufacturers would allocate sufficient capacity to us in order to meet our requirements.

Although we believe that we maintain good controls with respect to product specifications and quality, there can be no assurance that manufacturers will continue to produce products that are consistent with our standards.

Should we experience significant unanticipated demand, we will be required to significantly expand our access to manufacturing, both from current and new manufacturing sources. There can be no assurance that such additional manufacturing capacity will be available on terms as favorable as those obtained from current sources.

Dependence on Trademarks and Copyrights

We own and use a number of trademarks and operate under certain trademark license agreements. We believe that these trademarks have significant value and are instrumental in our ability to create and sustain demand for and market our products. We cannot assure that these trademarks and licensing agreements will remain in effect or that they will be renewed. In addition, any future disputes concerning these trademarks and licenses may cause us to incur significant litigation costs or force us to suspend use of the trademarks. For additional details about our license agreements, you should refer to our Annual Report on Form 10-K for the fiscal year ended February 2, 2002 (which we refer to as the "Form 10-K"), which is incorporated herein by reference.

Expansion and Its Anticipated Financial Effect

We plan to significantly expand our operations in fiscal 2003 by opening several new stores and expect to have capital expenditures of approximately \$4.0 million. Our expansion plans are discussed in detail in the Form 10-K. Our growth strategy depends on our ability to open and operate new retail stores on a profitable basis. Our operating complexity and management responsibilities will increase as we continue to grow, and we may face challenges in managing our future growth. This anticipated growth will require that we continue to expand and improve our operations, including our distribution infrastructure, and expand, train and manage our employee base. In addition, we may be unable to hire a sufficient number of qualified personnel to work in our new stores or to successfully integrate the stores into our business. Our expansion prospects also depend on a number of other factors, many of which are beyond our control, including, among other things: economic conditions, competition, and consumer preferences. There can be no assurance that we will be able to achieve our store expansion goals. Even if we succeed in opening new stores as planned, we cannot assure you that our newly opened stores will achieve revenue or profitability levels comparable to those of our existing stores in the time periods estimated by us, or at all.

Acts of Terrorism or War

Additional actual or threatened acts of terrorism or war could negatively impact availability of merchandise or consumer spending trends and may otherwise adversely impact our business. A portion of our merchandise is imported from other countries. If imported goods become difficult or impossible to bring into the United States, and if we cannot obtain such merchandise from other sources at similar costs, our sales and profit margins may be adversely affected. In the event that commercial transportation is curtailed or substantially delayed, our business may be adversely impacted, as we may have difficulty shipping merchandise to our distribution centers and stores, as well as fulfilling catalog and internet orders. In extreme circumstances, we may be required to suspend operations in some or all of our stores, which could have a material adverse impact on our business, financial condition and result of operations.

Dilution Through Additional Issuances of Common Stock

In private placement transactions in May 2002, we issued shares of common stock, preferred stock convertible into common stock and warrants to purchase common stock. The issuance of common stock upon conversion of the preferred stock and exercise of the warrants and other issuances of additional common stock by us, from time to time, subjects our common stock to the dilutive effects of such issuances.

Certain Corporate Governance Matters

It is possible that certain provisions of the Delaware General Corporation Law or, if the proposal to change our state of incorporation from Delaware to Nevada is approved at our annual meeting of stockholders scheduled for August 8, 2002, the Nevada corporate law may make it more difficult to accomplish transactions which stockholders may otherwise deem to be in their best interests. Such provisions may be deemed to have an anti-takeover effect

and may delay, defer or prevent a tender offer or takeover attempt that might result in the receipt of a premium over the market price for the securities held by stockholders.

Risks Relating to Our Acquisition of Casual Male

Potential Failure to Realize Cost Savings

We anticipate significant cost savings following our May 2002 acquisition of Casual Male, primarily through headcount reductions and economies of scale in purchasing. It is possible that the contemplated reductions fail to take place on the scale proposed due to unforeseen or underestimated needs for the employees in question. It is also possible that the cost savings associated with achieving purchasing economies fail to materialize due to unsuccessful negotiations with key vendors. There is also a cost to realizing the potential savings and these costs could potentially be higher than originally contemplated in management's projections. In such an instance, the amount of the cost savings would be offset by the higher costs of realizing the savings, thereby reducing the overall benefit.

Execution Risks Related to Acquisition

Following the Casual Male acquisition, we face execution risk on two fronts: (i) successful post-acquisition integration of Casual Male and (ii) on-schedule store openings as outlined in our licensing and joint venture agreements with Candie's, Inc. and EcKo Complex, LLC, respectively. It is possible that unforeseen pitfalls during the post-acquisition integration effort could adversely affect our core operation of operating branded outlet stores. In such an event, both sales and profit margins would be adversely impacted.

Difficulty in Managing Multiple Brands in Different Channels of Distribution

Several retailers have had problems executing a corporate strategy aimed at operating multiple brands in multiple channels. We have expertise in the outlet channel of distribution, but the Casual Male acquisition introduces operations in the specialty store and internet channels of distribution. We are now also responsible for all aspects of brand management with respect to the Casual Male brand, including advertising and promotion, and the servicing and merchandising of private label merchandise, which currently represent approximately 75% of Casual Male's merchandise inventory. Under the current operating model, this function is mostly the responsibility of the branded manufacturer. We have entered into a strategic partnership with a well-known branded apparel manufacturer to help mitigate these risks.

Possible Shifts in Target Demographic

Research provided to Casual Male by The NPD Group suggests that big and tall men account for approximately 10% of the male population. Casual Male currently targets big and tall men in the 25-54 age group. However, as more and more food retailers begin to compete on the basis of providing more healthy menus, and American pop-culture becomes more health conscious, the size of this target demographic could decrease, resulting in lower sales.

Restrictions Imposed by Covenants

The Third Amended and Restated Loan and Security Agreement that we entered into with Fleet Retail Finance and other lenders on May 14, 2002 contains numerous operating covenants that will limit the discretion of management with respect to certain business matters, and which will place restrictions on, among other things, our ability to incur additional indebtedness, to create liens or other encumbrances, and to make certain payments or investments, loans and guarantees. This could have a material adverse effect on our business, financial condition and results of operation.

Impact of Increased Leverage on Relationship with Suppliers

As a result of the additional debt we incurred to finance the Casual Male acquisition, we have become a highly leveraged company. This will have several important effects on our future operations including, but not limited to, (i) a substantial portion of our cash flow from operations must be dedicated to the payment of interest on our indebtedness and will not be available for other purposes, (ii) certain restrictions related to our borrowing may limit our ability to borrow additional funds or dispose of assets and may affect our flexibility in planning for, and reacting to, changes in it business, including other possible acquisition activities, and (iii) our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate or other purposes may be impaired.

Based on the foregoing, our credit risk profile has changed from that of a historically unleveraged company to that of a highly leveraged company. As such, certain suppliers may change the terms under which they are willing to extend trade credit to us. In the event that suppliers reduce credit terms or place us on a cash-on-delivery (C.O.D.) basis, our working capital liquidity could be substantially reduced.

We hope to mitigate this risk by purchasing approximately 60% of our inventory from two suppliers, both of whom we have long-term relationships with, and who require payment on 30 to 60 day terms. Also, we intend to source merchandise on an increasing basis from a potential strategic partner, which is both an investor in and vendor to Designs and, as such, is likely to be incentivized to act in our best interest by extending attractive payment terms.

Dividends

We presently intend to retain earnings for working capital and to fund capital expenditures. Accordingly, there is no present intention to pay dividends on any shares of our common stock. In addition, the Third Amended and Restated Loan and Security Agreement further restricts the payment of dividends.

USE OF PROCEEDS

We will not receive any proceeds from any sales of the shares of the Offered Common Stock.

SELLING STOCKHOLDERS

In May 2002, we issued to certain investors in private placement transactions a total of 180,162 shares of series B preferred stock and 1,379,300 shares of common stock. Each share of series B preferred stock will be automatically converted into 100 shares of common stock upon approval by our stockholders of the proposal to approve the issuance of common stock upon conversion of the series B preferred stock. We intend to submit this proposal for a vote of stockholders at the next annual meeting of our stockholders scheduled for August 8, 2002. These transactions and the proposal are described more fully in our Current Report on Form 8-K filed on May 23, 2002, as amended on May 23, 2002 and June 14, 2002, and our definitive Proxy Statement filed on [_____], 2002, all of which are incorporated herein by reference.

The following table sets forth information as of June 3, 2002, regarding the beneficial ownership of shares of common stock by the selling stockholders. The table presents the total number of shares of common stock owned by the selling stockholders prior to the offering contemplated by this prospectus, the total number of shares of Offered Common Stock included in the offering and, assuming the selling stockholders will offer all of the shares of Offered Common Stock pursuant to the offering contemplated by this prospectus, the total number of shares of common stock owned by the selling stockholders after completion of the offering. This prospectus offers, and the registration statement of which this prospectus forms a part registers, only the shares of Offered Common Stock, which are listed in the table below in the column titled "Number of shares of Offered Common Stock." Selling stockholders may sell only shares of Offered Common Stock pursuant to the offering. The presentation is based on the 15,989,343 shares of our common stock that were outstanding on June 3, 2002 and 34,005,543 shares of our common stock that we expect to be outstanding following the offering, which includes all the shares of common stock anticipated to be issued after stockholder approval of the issuance of common stock upon conversion of the series B preferred stock.

The following table and notes following the table were prepared based on information provided to us by the listed selling stockholders. Other than as set forth in the footnotes to the following table, the selling stockholders have not had any material relationship with Designs within the past three years.

Selling Stockholder	Number of shares owned prior to the offering (1)	Number of shares of Offered Common Stock	Number of shares owned subsequent to the offering	Percentage of outstanding shares owned subsequent to the offering
300 Plaza Drive Associates	25,000	25,000	--	*
Almarc Trading Corp. Defined Benefit Plan	25,000	25,000	--	*
AMT Asset Management, LP	50,000	50,000	--	*
Barclays Global Investors Ltd.	33,000	33,000	--	*
Baron Asset Fund on behalf of the Small Cap Fund Series	2,353,000	2,353,000	--	*
Benchmark Partners, LP	235,300	235,300	--	*
Brahman Bull Fund, L.P.	148,200	148,200	--	*
Brahman C.P.F. Partners, L.P.	66,800	66,800	--	*
Brahman Institutional Partners, L.P.	52,200	52,200	--	*
Brahman Partners II Offshore, Ltd.	94,200	94,200	--	*
Brahman Partners II, L.P.	46,100	46,100	--	*
Brahman Partners III, L.P.	8,600	8,600	--	*
The Branagh Revocable Trust, Peter W. Branagh and Ramona Y Branagh, Trustees	6,500	6,500	--	*
Bric Retail, L.P.	15,700	10,600	5,100	*
Bric6, LP	225,200	218,400	6,800	*
Bricoleur Enhanced, L.P.	219,400	219,300	100	*
Bricoleur Managed Trust	48,900	48,900	--	*

Selling Stockholder -----	Number of shares owned prior to the offering (1) -----	Number of shares of Offered Common Stock -----	Number of shares owned subsequent to the offering -----	Percentage of outstanding shares owned subsequent to the offering -----
Bricoleur Offshore, Ltd.	361,900	361,000	900	*
Bricoleur Partners II, L.P.	305,500	304,700	800	*
Bricoleur Partners, L.P.	250,900	238,500	12,400	*
Bricoleur-Plus Fund, Ltd.	13,400	10,600	2,800	*
Allen Brill	47,500	40,000	7,500	*
Brook Road Nominee Trust	50,000	50,000	--	*
Buckingham RAF Int'l Partners, L.P.	110,600	110,600	--	*
Buckingham RAF Partners II, L.P.	55,600	51,800	3,800	*
Buckingham RAF Partners, L.P.	720,900	661,200	59,700	*
BY Partners, L.P.	289,800	289,800	--	*
Carafe Investment Co. Ltd.	397,000	100,000	297,000	*
Clark Partners I, L.P. (2)	1,411,800	1,411,800	--	*
Stewart L. Cohen	23,500	23,500	--	*
Cragwood, Ltd.	18,900	18,900	--	*
Kenneth C. Cummins (3)	69,100	10,000	59,100	*
Walter Fischer	60,000	50,000	10,000	*
Glenhill Capital, LP	1,129,500	1,129,500	--	*
Glenhill Capital Overseas Partners Ltd.	282,400	282,400	--	*
Howard Gonchar	31,500	23,500	8,000	*
Richard W. Greene IRA	25,000	25,000	--	*
Jon D. Gruber & Linda W. Gruber	61,900	58,900	3,000	*
Gruber & McBaine International	125,800	121,800	4,000	*
Patrick M. Guarini	23,500	23,500	--	*
Guerrilla IRA Partners	14,000	14,000	--	*
Guerrilla Partners	33,100	33,100	--	*
Dennis R. Hernreich (4)	109,268	25,000	84,268	*
Hocky Capital, LP	227,100	227,100	--	*
Hocky Capital QP LP	224,800	224,800	--	*
Allison Holtzman IRA, Bear	7,800	7,800	--	*
Stearns Securities Corp. Custodian				
Marc L. Holtzman	23,500	23,500	--	*
Marc L. Holtzman, Trustee for Allison Holtzman	3,500	3,500	--	*
Marc L. Holtzman, Trustee for Olivia Garcia	7,600	7,600	--	*
Marc L. Holtzman, Trustee for Percy Holtzman	2,000	2,000	--	*
Marc L. Holtzman, Trustee for Rivers Holtzman	1,100	1,100	--	*
Marc L. Holtzman, Trustee for Sterling Garcia	7,200	7,200	--	*
Marc L. Holtzman, Trustee for Temple Holtzman	1,100	1,100	--	*
Steven Holtzman	23,500	23,500	--	*
Interstate Properties	235,300	235,300	--	*
JLF Offshore Fund, Ltd.	795,000	795,000	--	*
JLF Partners I, LP	616,800	616,800	--	*
Warren B. Kanders	235,300	235,300	--	*
Burton I. Koffman	50,000	50,000	--	*
Milton Koffman	50,000	50,000	--	*
Ruthanne Koffman	10,000	10,000	--	*
Lagunitas Partners LP	422,700	407,700	15,000	*

Selling Stockholder -----	Number of shares owned prior to the offering (1) -----	Number of shares of Offered Common Stock -----	Number of shares owned subsequent to the offering -----	Percentage of outstanding shares owned subsequent to the offering -----
David A. Levin (5)	497,667	40,500	457,167	1.33%
Carl M. Lieberman	50,000	5,000	45,000	*
Lynch Childrens Trust FBO Anne Lynch	16,800	4,800	12,000	*
Lynch Childrens Trust FBO Elizabeth Lynch	16,800	4,800	12,000	*
Lynch Childrens Trust FBO Mary Lynch	16,800	4,800	12,000	*
Peter and Carolyn Lynch JWROS	132,700	37,700	95,000	*
The Lynch Foundation	54,500	29,500	25,000	*
Peter S. Lynch Charitable Lead Annuity Trust	7,900	5,900	2,000	*
Peter S. Lynch Charitable Remainder Trust	60,100	47,100	13,000	*
Peter S. Lynch Charitable Unitrust	9,100	7,100	2,000	*
Allan R. Lyons	25,000	25,000	--	*
Paul R. Mancia	365,000	25,000	340,000	1.00%
Peter R. McMullin	40,000	40,000	--	*
Metrowest Ent. 401(K) Profit Sharing Plan FBO Carl M. Lieberman	16,500	1,500	15,000	*
Jeremiah P. Murphy, Jr. (6)	94,326	25,000	69,326	*
New Valu, Inc.	40,000	40,000	--	*
Joseph Pennacchio (7)	121,212	50,000	71,212	*
Permal U.S. Opportunities Fund, Ltd.	565,000	565,000	--	*
Pollack Investment Partnership, LP	16,500	16,500	--	*
Pollat, Evans & Co. Inc.	7,500	7,500	--	*
George T. Porter, Jr. (8)	92,906	25,000	67,906	*
Prism Partners I, L.P.	250,000	250,000	--	*
Prism Partners II Offshore Fund	250,000	250,000	--	*
Putnam Investment Funds- Putnam Small Cap Value Fund	989,600	989,600	--	*
Putnam Variable Trust- Putnam VT Small Cap Value Fund	377,000	377,000	--	*
Putnam World Trust II: Putnam U.S. Small Cap Value Equity Fund (Dublin)	12,700	12,700	--	*
Reservoir Capital Master Fund, L.P.	67,600	67,600	--	*
Reservoir Capital Partners, L.P.	403,100	403,100	--	*
Eugene Roth	111,500	50,000	61,500	*
Estate of Marvin Roth	50,000	50,000	--	*
Phillip W. Roth	140,000	80,000	60,000	*
Sonia Seidman	16,500	16,500	--	*
Seidman & Associates, LLC	34,000	34,000	--	*
Seidman Investment Partnership II, LP	16,500	16,500	--	*
Seidman Investment Partnership, LP	16,500	16,500	--	*
John J. Sweeney (9)	20,668	3,500	17,168	*
Hugh Sheldon Unger, Lincoln Trust TTEE IRA	18,600	12,500	6,100	*
Jeffrey and Sheryl Unger (10)	43,650	10,000	33,650	*
Michael H. Weiss	55,800	50,000	5,800	*
Weiss, Peck & Greer, L.L.C	1,529,500	1,529,500	--	*
Whiffletree Partners LP	235,300	235,300	--	*
Willow Creek Capital Partners, LP	235,300	235,300	--	*

Selling Stockholder -----	Number of shares owned prior to the offering (1) -----	Number of shares of Offered Common Stock -----	Number of shares owned subsequent to the offering -----	Percentage of outstanding shares owned subsequent to the offering -----
Willow Creek Offshore Fund	235,300	235,300	--	*
WPG Tudor Fund	235,300	235,300	--	*
Wynnefield Partners Small Cap Value, LP	126,300	126,300	--	*
Wynnefield Partners Small Cap Value, LP I	181,800	181,800	--	*
Wynnefield Small Cap Value Offshore Fund, Ltd.	92,000	92,000	--	*
Zaxis Equity Neutral, L.P.	78,500	78,500	--	*
Zaxis Offshore Limited	571,500	571,500	--	*
Zaxis Partners, L.P.	138,000	138,000	--	*

* Less than 1%.

- (1) Includes shares of common stock which are not outstanding as of June 3, 2002, but which will be issued and outstanding upon conversion of the series B preferred stock, subject to stockholder approval, which is proposed for consideration at the next annual meeting of our stockholders scheduled for August 8, 2002. Does not include shares of common stock underlying certain warrants which are not presently exercisable.
- (2) Stephen M. Duff is Treasurer of Ninth Floor Corporation, the general partner of Clark Partners I, L.P., and Senior Investment Manager at The Clark Estates, Inc., and has been a member of the Board of Directors of Designs since May 14, 2002.
- (3) Kenneth C. Cummins has been a legal consultant to Designs since November 12, 1996. Includes 20,000 shares of common stock issuable upon exercise of stock options exercisable within 60 days.
- (4) Dennis R. Hernreich has been Senior Vice President, Chief Financial Officer and Treasurer of Designs since September 5, 2000. Includes 61,668 shares of common stock issuable upon exercise of options exercisable within 60 days.
- (5) David A. Levin has been President and Chief Executive Officer of Designs since April 10, 2000 and a director of Designs since April 11, 2000. Includes 241,667 shares of common stock issuable upon exercise of options exercisable within 60 days.
- (6) Jeremiah P. Murphy, Jr. has been a director of Designs since October 8, 1999. Includes 35,000 shares of common stock issuable upon exercise of options exercisable within 60 days.
- (7) Joseph Pennacchio has been a director of Designs since October 8, 1999. Includes 35,000 shares of common stock issuable upon exercise of options exercisable within 60 days.
- (8) George T. Porter, Jr. has been a director of Designs since October 28, 1999. Includes 65,000 shares of common stock issuable upon exercise of options exercisable within 60 days.
- (9) John J. Sweeney has been an employee of Designs since April 7, 1997. Includes 5,334 shares of common stock issuable upon exercise of options exercisable within 60 days.
- (10) Jeffrey Unger was an employee of Designs from October 1999 through July 2000. Mr. Unger has been an investor relations consultant to Designs since July 2000. Includes 20,000 shares of common stock issuable upon exercise of options exercisable within 60 days.

The aggregate proceeds to the selling stockholders from the sale of the Offered Common Stock offered by them pursuant to this prospectus will be the

sale price of the shares less discounts and commissions, if any.

PLAN OF DISTRIBUTION

The selling stockholders, which term includes their successors, transferees, pledgees or donees or their successors, may sell the Offered Common Stock directly to purchasers or through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions from the selling stockholders or the purchasers, which discounts, concessions or commissions as to any particular underwriter, broker-dealer or agent may be in excess of those customary in the types of transactions involved.

The Offered Common Stock may be sold by any selling stockholder in one or more transactions at fixed prices, at prevailing market prices at the time of sale, at prices related to such prevailing market prices, at varying prices determined at the time of sale, or at negotiated prices. Such sales may be effected in transactions, which may involve crosses or block transactions (1) on any national securities exchange or quotation service on which our common stock may be listed or quoted at the time of sale, (2) in the over-the-counter market, (3) in transactions otherwise than on such exchanges or services or in the over-the-counter market, (4) through the writing of options, whether such options are listed on an options exchange or otherwise, or (5) through the settlement of short sales. In connection with the sale of the Offered Common Stock or otherwise, any selling stockholder may enter into hedging transactions with broker-dealers or other financial institutions which may in turn engage in short sales of the common stock and deliver these securities to close out such short positions, or loan or pledge the common stock to broker-dealers that in turn may sell these securities.

Each selling stockholder reserves the right to accept and, together with its agents from time to time, to reject, in whole or in part, any proposed purchase of common stock to be made directly or through agents.

Any underwriters, broker-dealers or agents that participate in the sale of the Offered Common Stock may be "underwriters" within the meaning of Section 2(11) of the Securities Act of 1933, as amended. Any discounts, commissions, concessions or profit they earn on any resale of the shares may be underwriting discounts and commissions under the Securities Act.

To the extent required, the common stock to be sold, the name of each selling stockholder, the respective purchase prices and the public offering prices, the name of any agent, dealer or underwriter, and any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which this prospectus forms a part.

EXPERTS

Ernst & Young LLP, independent auditors, have audited our consolidated financial statements and schedules as of February 2, 2002 and February 3, 2001 and the years then ended included in our Annual Report on Form 10-K for the year ended February 2, 2002, as set forth in their report, which is incorporated by reference in this prospectus and elsewhere in the registration statement. Our fiscal 2002 and fiscal 2001 financial statements and schedules are incorporated by reference in reliance on Ernst & Young LLP's report, given on their authority as experts in accounting and auditing.

The consolidated statements of operations, stockholders' equity, and cash flows for the year ended January 29, 2000 and the related financial statement schedule for the year ended January 29, 2000, incorporated in this prospectus by reference from Designs, Inc.'s Annual Report on Form 10-K for the year ended February 2, 2002, have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report, which is incorporated herein by reference, and has been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The consolidated financial statements of Casual Male Corp., debtor-in-possession, as of February 2, 2002 and February 3, 2001, and for each of the years in the three-years ended February 2, 2002, February 3, 2001 and January 29, 2000, have been incorporated by reference herein in reliance upon the report of KPMG LLP, independent accountants, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The audit report covering the February 2, 2002 financial statements contains an explanatory paragraph that states that most of the assets of Casual Male Corp. have been sold. Casual Male Corp. will continue operations primarily to liquidate any remaining assets and settle Casual Male Corp.'s remaining liabilities, including liabilities subject to compromise, to the extent possible. After the settlements have occurred, it is expected that Casual Male Corp. will cease operations. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus constitutes a part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission under the Securities Act, including amendments thereto relating to the Offered Common Stock. This prospectus does not contain all of the information set forth in the registration statement. You should rely only on the information contained in this prospectus or incorporated herein by reference. We have not authorized anyone else to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front page of this prospectus, regardless of the time of delivery of this prospectus or any sale of common stock.

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith, file reports, proxy statements and other information with the Commission. Such reports, proxy statements and other information filed by us may be inspected and copied at the Commission's Public Reference Section located at 450 Fifth Street, N.W., Washington, D.C. 20549. Copies of such material also can be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Please call the Commission at 1-800-SEC-0330 for more information about the operation of the public reference rooms. The Commission also makes electronic filings publicly available on the Internet. The Commission's Internet address is <http://www.sec.gov>. The Commission's web site also contains reports, proxy statements and other information regarding us that has been filed with the Commission. Our common stock is quoted under the symbol "DESI" on the Nasdaq National Market. Reports, proxy statements and other information concerning us may be inspected at the National Association of Securities Dealers, Inc. at 1735 K Street, N.W., Washington, D.C. 20006.

The Commission allows us to "incorporate by reference" information that we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the Commission will automatically update and supersede this information. Further, all filings we make under the Exchange Act after the date of the initial registration statement and prior to effectiveness of the registration statement shall be deemed to be incorporated by reference into this prospectus. We incorporate by reference the documents listed below and any future filings we will make with the Commission under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act:

- o our definitive Proxy Statement, filed on [_____], 2002;
- o our Annual Report on Form 10-K for the fiscal year ended February 2, 2002;
- o our Quarterly Report on Form 10-Q for the fiscal quarter ended May 4, 2002;
- o our Current Report on Form 8-K filed on May 23, 2002, as amended on May 23, 2002 and June 14, 2002;
- o the description of our capital stock set forth in our registration statement under the Exchange Act;
- o all other reports filed by us pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to above; and
- o all documents and reports subsequently filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the termination of the offering.

We will furnish to any person to whom this prospectus is delivered, without charge, a copy of these documents upon written or oral request to Secretary, Designs, Inc., 555 Turnpike Street, Canton, Massachusetts 02021. Our telephone number is (781) 828-9300. A copy of any exhibits to these documents will be furnished at no cost to any stockholder upon written or oral request.

Disclosure of Commission Position on Indemnification for Securities Act
Liabilities.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Designs pursuant to the provisions of Item 510 of Regulation S-K, or otherwise, we have been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Designs of expenses incurred or paid by a director, officer or controlling person of Designs in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

No dealer, salesman or other person has been authorized to give any information or to make representations other than those contained in this prospectus, and if given or made, such information or representations must not be relied upon as having been authorized by us or the selling stockholders. Neither the delivery of this prospectus nor any sale hereunder will, under any circumstances, create an implication that the information herein is correct as of any time subsequent to its date. This prospectus does not constitute an offer to or solicitation of offers by anyone in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer is not qualified to do so or to anyone to whom it is unlawful to make such an offer or solicitation.

19,395,500 SHARES

DESIGNS, INC.

COMMON STOCK

PROSPECTUS

_____, 2002

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The Registrant estimates that expenses payable by the Registrant in connection with the offering described in this Registration Statement will be as follows:

	Total

SEC registration fee (actual)	\$ 11,625
Accounting fees and expenses	\$ 40,000
Legal fees and expenses.....	\$ 50,000
Printing and engraving expenses.....	\$ 2,500
Miscellaneous expenses.....	\$ 5,000
Total.....	\$109,125

Item 15. Indemnification of Directors and Officers

The Registrant's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), provides that no director of the Registrant shall be personally liable to the Registrant or to any of its stockholders for monetary damages arising out of such director's breach of fiduciary duty, except to the extent that the elimination or limitation of liability is not permitted by the Delaware General Corporation Law. The Delaware General Corporation Law, as currently in effect, permits charter provisions eliminating the liability of directors for breach of fiduciary duty, except that directors remain liable for (i) any breach of the directors' duty of loyalty to a company or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any payment of a dividend or approval of a stock repurchase that is illegal under Section 174 of the Delaware General Corporation Law, or (iv) any transaction from which the directors derived an improper personal benefit. The effect of this provision of the Certificate of Incorporation is that directors cannot be held liable for monetary damages arising from breaches of their duty of care, unless the breach involves one of the four exceptions described in the preceding sentence. The provision does not prevent stockholders from obtaining injunctive or other equitable relief against directors, nor does it shield directors from liability under federal or state securities laws.

The Certificate of Incorporation and the Registrant's By-Laws further provide for indemnification of the Registrant's directors and officers to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, including circumstances in which indemnification is otherwise discretionary.

Item 16. Exhibits

Exhibit No. Description
- - - - -

- 5.1** Opinion of Kramer Levin Naftalis & Frankel LLP.
- 23.1* Consent of Independent Auditors - Ernst & Young LLP.
- 23.2* Independent Auditors' Consent - Deloitte & Touche LLP.
- 23.3* Independent Auditors' Consent - KPMG LLP.
- 23.4** Consent of Kramer Levin Naftalis & Frankel LLP.
- 24.1* Power of Attorney (contained on the signature page of this Registration Statement).

- - - - -
* Filed herewith
** To be filed by amendment.

Item 17. Undertakings

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - i. To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - ii. To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and
 - iii. To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that clauses (i) and (ii) do not apply if the Registration Statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by such clauses is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement;

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Canton, Massachusetts, on June 18, 2002.

By: /s/ David A. Levin

David A. Levin
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David A. Levin and Dennis R. Hernreich, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ David A. Levin ----- David A. Levin	President, Chief Executive Officer and Director (Principal Executive Officer)	June 18, 2002
/s/ Dennis R. Hernreich ----- Dennis R. Hernreich	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	June 18, 2002
/s/ Seymour Holtzman ----- Seymour Holtzman	Chairman of the Board of Directors	June 18, 2002
/s/ Jesse H. Choper ----- Jesse H. Choper	Director	June 18, 2002
----- Alan Cohen	Director	
----- Stephen M. Duff	Director	
/s/ Jeremiah P. Murphy, Jr. ----- Jeremiah P. Murphy, Jr.	Director	June 18, 2002
/s/ Joseph Pennacchio ----- Joseph Pennacchio	Director	June 18, 2002
/s/ George T. Porter, Jr. ----- George T. Porter, Jr.	Director	June 18, 2002

EXHIBIT INDEX

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- 23.4* Consent of Kramer Levin Naftalis & Frankel LLP (contained in the opinion filed as Exhibit 5.1 hereto).
- 24.1* Power of Attorney (contained on the signature page of this Registration Statement).

* Filed herewith

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement on Form S-3 and related Prospectus of Designs, Inc. for the registration of 19,395,500 shares of its common stock and to the incorporation by reference therein of our report dated March 11, 2002, with respect to the consolidated financial statements and schedule of Designs, Inc. included in its Annual Report (Form 10-K) for the year ended February 2, 2002, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Boston, Massachusetts
June 14, 2002

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors
Designs, Inc.:

We consent to the incorporation by reference in this Registration Statement of Designs, Inc. on Form S-3 of our report dated April 11, 2000, appearing in the Annual Report on Form 10-K of Designs, Inc. for the year ended February 2, 2002, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts
June 14, 2002

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Casual Male Corp.:

We consent to the incorporation by reference in the Registration Statement on Form S-3 filed by Designs, Inc. on June 18, 2002, of our report dated May 18, 2002, with respect to the consolidated balance sheets of Casual Male Corp. and subsidiaries as of February 2, 2002 and February 3, 2001, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for each of the years in the three-years ended February 2, 2002, February 3, 2001 and January 29, 2000, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report dated May 18, 2002, contains an explanatory paragraph that states that most of the assets of the Company have been sold. The Company will continue operations primarily to liquidate any remaining assets and settle the Company's remaining liabilities, including liabilities subject to compromise, to the extent possible. After the settlements have occurred, it is expected that the Company will cease operations. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ KPMG LLP

Boston, Massachusetts
June 18, 2002