

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

SCHEDULE 13D
(AMENDMENT NO. 15)*

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)

AUGUST 26, 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 | 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*
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
1,570,200 |
| NUMBER OF | 8 | SHARED VOTING POWER
- 0 - |
| SHARES | | |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER
1,570,200 |
| OWNED BY | | |
| EACH | 10 | SHARED DISPOSITIVE POWER
- 0 - |
| REPORTING | | |
| PERSON WITH | | |
- 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

Page 5 of Pages

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

S.H. Holdings, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

See Item 3
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Delaware
- | | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | - 0 - |
| NUMBER OF | 8 | SHARED VOTING POWER |
| SHARES | | - 0 - |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | | - 0 - |
| EACH | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | | - 0 - |
| PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 - SEE ITEM 5
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
- 14 TYPE OF REPORTING PERSON*

CO

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SCHEDULE 13D

CUSIP No. 25057L10

Page 6 of Pages

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

Jewelcor Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

See Item 3
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Pennsylvania
- | | | |
|---|----|-----------------------------------|
| | 7 | SOLE VOTING POWER
- 0 - |
| NUMBER OF
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*

CO

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"(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION."

Item 1. Security and Issuer.

This Statement on Schedule 13D ("Schedule 13D") relates to the common stock (the "Common Stock") of Designs, Inc. ("Designs"). The principal executive offices of Designs are located at 66 B Street, Needham, Massachusetts 02194.

Item 2. Identity and Background.

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 August 26, 1999, Jewelcor Management, Inc. ("JMI") sent a letter to Scott N. Semel, Executive Vice President, General Counsel and Secretary 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: AUGUST 26, 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

August 26, 1999

Scott N. Semel
Executive Vice President,
General Counsel and Secretary
Designs, Inc.
66 B Street
Needham, MA 02194

Re: Annual Meeting of Stockholders

Dear Mr. Semel:

As you know, the anniversary date of Designs, Inc.'s last annual meeting of stockholders was June 9, 1999. Since the Board of Directors of Designs, Inc. ("Designs") had not scheduled an annual meeting by this date, I sent a letter to you on June 28, 1999, demanding that Designs immediately schedule the annual meeting and informing you that Jewelcor Management, Inc. ("JMI") would file a legal proceeding to compel an annual meeting if a meeting was not scheduled.

In response to JMI's demand, the Board of Directors of Designs scheduled the annual meeting for September 13, 1999. However, on July 20, 1999, Designs rescheduled the annual meeting to September 22, 1999 without stating any basis for this action. Yesterday, the Board of Directors of Designs, again without stating any basis for its action, rescheduled the annual meeting for a second time to October 4, 1999. These delays are unnecessary and have caused the Company and JMI to waste money.

The shareholders of Designs are entitled to a timely annual meeting to vote on matters that will determine the future of their Company. Unless you can give us immediate assurance that the annual meeting will take place in its entirety on October 4, 1999 without any adjournment, JMI intends to file an action tomorrow with the Delaware Court of Chancery to obtain an order compelling Designs' Board of Directors to hold the annual meeting on a date certain. If I do not receive written assurance from you by 10:00 a.m. tomorrow, JMI will file this action and will seek to recover its attorneys fees and costs incurred in this proceeding.

Please feel free to contact me if you have any questions.

Sincerely,

Richard L. Huffsmith
Vice President/General Counsel

RLH/kg

cc:David Ingles (Via Facsimile)