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

SCHEDULE 13D
(AMENDMENT NO. 19)*

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)

NOVEMBER 5, 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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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        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

                      *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."

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

                         *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."

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
                          1,608,650
NUMBER OF   8   SHARED VOTING POWER
SHARES   - 0 -
BENEFICIALLY
OWNED BY   9   SOLE DISPOSITIVE POWER
EACH   1,608,650
REPORTING
PERSON WITH   10   SHARED DISPOSITIVE POWER
                          - 0 -

11   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

13   PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.07%

14   TYPE OF REPORTING PERSON*

         CO

                      *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."

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                          SCHEDULE 13D

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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
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!
          "INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7"
       "(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION."
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SCHEDULE 13D

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!
          "INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7"
       "(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.

     Item 3 is supplementally amended as follows:

        On November 5, 1999, Jewelcor Management, Inc. ("JMI") purchased
38,450 shares of Common Stock at a total cost (including fees) of
$51,067.38 from funds borrowed by JMI against its margin account with Bear
Stearns Securities.

Item 4. Purpose of Transaction

        NO AMENDMENT

Item 5. Interest in Securities of the Issuer.

     Item 5 is supplementally amended as follows:

        As of November 5, 1999, JMI beneficially owns an aggregate of
1,608,650 shares of Common Stock. Based upon Designs' Form 10-Q filed
September 14, 1999 which reports the number of outstanding shares of the
Company to be 15,973,000, JMI beneficially owns approximately 10.07% of said
outstanding shares.

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

Item 7. Material to be Filed as Exhibits.

        NO AMENDMENT

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: November 8, 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