

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
Amendment to Quarterly Report Under Section 13 or 15(d)
of the Securities Exchange Act of 1934

Quarter Ended July 29, 2000

Commission File Number 0-15898

DESIGNS, INC.
(Exact name of registrant as
specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-2623104
(IRS Employer Identification No.)

66 B Street, Needham, MA
(Address of principal executive offices)

02494
(Zip Code)

(781) 444-7222
(Registrant's telephone
number, including area code)

Indicate by "X" whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of July 29, 2000
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Common	16,336,555

AMENDMENT NO 1

The undersigned registrant hereby amends its Quarterly Report on Form 10-Q for the quarter ended July 29, 2000 by adding under Item 2 thereof the following information, which was also previously disclosed in Note 7 to the Consolidated Financial Statements included in Item 1.

ITEM 2. Changes in Securities and Use of Proceeds

(c). As of June 26, 2000, the Company issued 150,000 shares of Common Stock to David A. Levin, its President and Chief Executive Officer, in a private transaction exempt from registration under the Securities Act of 1933 pursuant to Section 4(2) thereof. In order to finance the purchase, the Company extended a loan to Mr. Levin for the aggregate purchase price of \$196,875 and Mr. Levin delivered to the Company a secured promissory note for such amount, payable, with interest, on June 26, 2003 and secured by the Common Stock so purchased.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DESIGNS, INC.

September 18, 2000

By: /S/ DAVID A. LEVIN

David A. Levin, President,
Chief Executive Officer and
Director