

# DGT HOLDINGS CORP.

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/14/03

Address	100 PINE AIRE DRIVE BAY SHORE, NY 11706
Telephone	631 231-6400
CIK	0000027748
Symbol	DGTC
SIC Code	3679 - Electronic Components, Not Elsewhere Classified
Industry	Medical Equipment & Supplies
Sector	Healthcare
Fiscal Year	07/31

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a party other than the Registrant

Check the appropriate box:  
 Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to Section 240.14a-12

# Del Global Technologies Corp

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

**Payment of Filing Fee (Check the appropriate box):**

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1)  
and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**FOR IMMEDIATE RELEASE**

**DEL GLOBAL URGES SHAREHOLDERS TO RETURN WHITE PROXY CARD**

VALHALLA, NY, May 14, 2003 - Del Global Technologies Corp. (DGTC) ("Del") is mailing the following letter to the Company's shareholders:

**IMPORTANT**

May 14, 2003

Dear Valued Shareholder:

Our Annual Meeting of Shareholders on May 29th is fast approaching.

**SEND IN YOUR VOTE SUPPORTING DEL GLOBAL'S DIRECTOR NOMINEES TODAY!**

**VOTE THE WHITE PROXY CARD!**

Your new management team has led the Company through A MASSIVE TURNAROUND, made dramatic performance progress and EXPECTS TO RETURN TO OPERATING PROFITABILITY IN THE FOURTH QUARTER OF FISCAL 2003, absent unbudgeted expenses (1). Integrity and stability have been restored to the business, and we are now better positioned for growth than at any time in our history.

DEL GLOBAL'S EXECUTIVE TEAM AND NOMINEES FOR YOUR BOARD OF DIRECTORS ARE HIGHLY QUALIFIED TO IMPLEMENT THE COMPANY'S GROWTH STRATEGIES AND MAXIMIZE YOUR INVESTMENT.

We strongly believe that Steel Partners II, L.P., the group attempting to take control of your Company, will not serve the best long-term interests of shareholders. Indeed, the absence of ANY discernable business plan, and its prior track record, supports our belief that its interests are opportunistic and short-term.

**DON'T LET THIS "VULTURE" FUND PICK APART YOUR COMPANY!**

Many of you suffered through a very difficult period with Del Global. With the problems of the past largely behind us, we can now focus on a promising future - a future in which we are strategically positioned for accelerated growth and enhanced value for ALL shareholders.

**REALIZE THE LONGER-TERM VALUE OF YOUR INVESTMENT!**

**VOTE FOR DEL'S DIRECTOR NOMINEES TODAY!**

**EVEN IF YOU PREVIOUSLY VOTED FOR STEEL PARTNERS' NOMINEES ON THEIR GOLD PROXY CARD, YOU CAN EASILY CHANGE YOUR VOTE, BY SENDING IN YOUR WHITE PROXY CARD.**

One Commerce Park, Valhalla, NY 10595  
914-686-3600 [www.delglobal.com](http://www.delglobal.com)

On Behalf of the Board of Directors,

Sincerely,

/s/ Samuel E. Park

Samuel E. Park  
President and Chief Executive Officer

Statements about future results made in this release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations and the current economic environment. The Company cautions that these statements are not guarantees of future performance. They involve a number of risks and uncertainties that are difficult to predict including, but not limited to, the ability of the Company to implement its business plan, management changes, changing industry and competitive conditions, obtaining anticipated operating efficiencies, securing necessary capital facilities, favorable determinations in various legal and regulatory matters and favorable general economic conditions. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements are specified in the Company's filings with the Securities and Exchange Commission.

Del Global filed with the Securities and Exchange Commission a definitive proxy statement relating to the solicitation of proxies with respect to the Del Global 2003 Annual Meeting of Shareholders. Del Global will file with the Commission, and may file other proxy solicitation materials. Investors and security holders are urged to read the proxy statement and any other proxy solicitation materials (when they become available) because they will contain important information. Del Global and the Directors and certain of the executive officers of Del Global may be deemed to be participants in the solicitation of proxies in respect of electing the Board of Directors of Del Global at the 2003 Annual Meeting of Shareholders. Additional information with respect to the beneficial ownership of those executive officers and Directors of Del Global common stock is set forth in the definitive proxy statement filed by Del Global with the Commission. Investors and security holders may obtain a free copy of the definitive proxy statement and other documents filed by Del Global with the Commission at the Commission's website at <http://www.sec.gov>. You may also access a copy of the definitive proxy statement by accessing [www.delglobal.com](http://www.delglobal.com), or by contacting Georgeson Shareholder Communications, Inc. toll free at (800) 545-1782 (banks and brokers call collect at (212) 440-9800).

(1) Del Global expects to return to operating profitability in the fourth quarter of Fiscal 2003, absent unbudgeted expenses, such as costs associated with a potential settlement with the Department of Defense. In our Power Conversion Group segment, our forecasted sales for the fourth quarter are fully in backlog, and expectations regarding sales and operating income are based upon our current production rate, demonstrated capacity, shipping schedule and our current cost structure. The completion of the consolidation of our High Voltage division is now beginning to be reflected in higher operating income for this segment, and we expect continuing improvement. In our Medical Systems segment, we are experiencing some short term market softness particularly in the Middle East and the domestic market, and have taken steps to reduce operating costs in order to achieve our expected operating income. As a result, we believe that operating income in the fourth quarter of fiscal 2003 on a consolidated basis will be positive.

**HOW TO VOTE:**

**YOUR VOTE IS IMPORTANT, NO MATTER HOW MANY OR HOW FEW SHARES YOU OWN**

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1. If your shares are registered in your own name, please sign, date and mail the enclosed WHITE Proxy Card to Georgeson Shareholder Communications Inc. in the postage paid envelope provided today.
  2. If your shares are held in the name of a brokerage firm, bank nominee or other institution, only it can sign a WHITE Proxy Card with respect to your shares and only after receiving your specific instructions. Accordingly, please sign, date and mail the enclosed WHITE Proxy Card in the postage-paid envelope provided, and to ensure that your shares are voted, you should also contact the person responsible for your account and give instructions for a WHITE Proxy Card to be issued representing your shares.
  3. After signing the enclosed WHITE Proxy Card do not sign or return the Gold proxy card. Remember - only your latest dated proxy will determine how your shares are to be voted at the meeting. **IF YOU VOTED A GOLD PROXY CARD AND WANT TO CHANGE YOUR VOTE, YOU CAN DO SO NOW BY SENDING IN THIS WHITE PROXY CARD.**
  4. If you have any questions or need further assistance in voting your shares, please contact our proxy solicitor.

**[LOGO] GEORGESON SHAREHOLDER**

17 State Street, 10th Floor

New York, NY 10004

Banks and Brokers (212) 440-9800

**SHAREHOLDERS CALL TOLL FREE (800) 545-1782**

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Del Global Technologies Corp. 4 May 14, 2003

**CONTACTS:**

**DEL GLOBAL TECHNOLOGIES CORP.**

Samuel E. Park, President and Chief Executive Officer Thomas V. Gilboy, Chief Financial Officer (914) 686-3600

**MEDIA**

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Steve Frankel  
(212) 371-5999

**INVESTORS**

**Georgeson Shareholder Communications Inc.**

(800) 545-1782