# DGT HOLDINGS CORP.

## FORM 10-Q
(Quarterly Report)

Filed 06/09/10 for the Period Ending 05/01/10

| | |
|---|---|
| Address | 100 PINE AIRE DRIVE<br>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 |

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

# FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended May 1, 2010

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________________ to ________________

Commission File Number: 0-3319

DEL GLOBAL TECHNOLOGIES CORP.

(Exact name of registrant as specified in its charter)

| New York | 13-1784308 |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| 100 PINE AIRE DRIVE, BAY SHORE, NY | 11706 |
| (Address of principal executive offices) | (Zip Code) |

631-231-6400

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark 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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of Registrant's common stock outstanding as of June 7, 2010 was 22,718,306.

**DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES**

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**PART I FINANCIAL INFORMATION**

**Item 1 FINANCIAL STATEMENTS**

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | May 1, 2010 | May 2, 2009 | May 1, 2010 | May 2, 2009 |
| NET SALES | $ 13,150 | $ 11,815 | $ 42,790 | $ 41,717 |
| COST OF SALES | 10,059 | 9,345 | 32,278 | 31,147 |
| GROSS MARGIN | 3,091 | 2,470 | 10,512 | 10,570 |
| Selling, general and administrative | 2,202 | 1,705 | 6,777 | 6,396 |
| Research and development | 592 | 457 | 1,567 | 1,453 |
| Litigation settlement | - | 36 | - | 2,536 |
| Total operating expenses | 2,794 | 2,198 | 8,344 | 10,385 |
| OPERATING INCOME | 297 | 272 | 2,168 | 185 |
| Interest expense, net of interest income of $23 and $34 for the three and nine months ended in 2010 and $20 and $238 for the three and nine months ended in 2009 | (45) | (92) | (394) | (192) |
| Other income | 121 | 167 | 76 | 98 |
| INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES | 373 | 347 | 1,850 | 91 |
| Income tax provision | 62 | 131 | 765 | 964 |
| INCOME (LOSS) FROM CONTINUING OPERATIONS | 311 | 216 | 1,085 | (873) |
| Loss from discontinued operations | (15) | (1,031) | (3,090) | (2,351) |
| NET INCOME (LOSS) | $ 296 | $ (815) | $ (2,005) | $ (3,224) |
| NET INCOME (LOSS) PER BASIC SHARE: | | | | |
| Income (loss) from continuing operations | $ 0.01 | $ 0.01 | $ 0.05 | $ (0.04) |
| Loss from discontinued operations | - | (0.05) | (0.14) | (0.10) |
| Net income (loss) | $ 0.01 | $ (0.04) | $ (0.09) | $ (0.14) |
| Weighted average shares outstanding | 22,718,306 | 22,718,306 | 22,718,306 | 23,474,821 |
| NET INCOME (LOSS) PER DILUTED SHARE: | | | | |
| Income (loss) from continuing operations | $ 0.01 | $ 0.01 | $ 0.05 | $ (0.04) |
| Loss from discontinued operations | - | (0.05) | (0.14) | (0.10) |
| Net income (loss) | $ 0.01 | $ (0.04) | $ (0.09) | $ (0.14) |
| Weighted average shares outstanding | 22,735,294 | 22,718,306 | 22,718,306 | 23,474,821 |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

| | May 1, 2010 | August 1, 2009 |
|---|---|---|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | $ 5,371 | $ 7,983 |
| Trade receivables, net of allowance for doubtful accounts of $1,533 and $1,648 at May 1, 2010 and August 1, 2009, respectively | 13,619 | 18,043 |
| Inventories, net of allowance for excess and obsolete of $4,642 and $4,496 at May 1, 2010 and August 1, 2009, respectively | 10,398 | 16,004 |
| Prepaid expenses and other current assets | 1,280 | 1,719 |
| Total current assets | 30,668 | 43,749 |
| NON-CURRENT ASSETS: | | |
| Property, plant and equipment, net | 5,441 | 6,305 |
| Deferred income taxes | 583 | 611 |
| Goodwill | 4,526 | 4,526 |
| Other assets | 24 | 71 |
| Total non-current assets | 10,574 | 11,513 |
| TOTAL ASSETS | $ 41,242 | $ 55,262 |
| LIABILITIES AND EQUITY | | |
| CURRENT LIABILITIES: | | |
| Revolving loan | $ 74 | $ 7,492 |
| Current portion of long-term debt | 1,430 | 1,653 |
| Accounts payable – trade | 6,236 | 7,304 |
| Accrued expenses | 4,246 | 5,239 |
| Total current liabilities | 11,986 | 21,688 |
| NON-CURRENT LIABILITIES: | | |
| Long-term debt, less current portion | 1,156 | 2,385 |
| Other long-term liabilities | 2,102 | 2,561 |
| Total non-current liabilities | 3,258 | 4,946 |
| TOTAL LIABILITIES | 15,244 | 26,634 |
| SHAREHOLDERS' EQUITY: | | |
| Common stock, $0.10 par value; authorized 50,000,000, issued 24,900,629 at May 1, 2010 and August 1, 2009 | 2,490 | 2,490 |
| Additional paid-in capital | 80,942 | 80,739 |
| Treasury shares – 2,182,323 shares at cost at May 1, 2010 and August 1, 2009 | (7,176) | (7,176) |
| Accumulated other comprehensive income | 1,237 | 2,065 |
| Accumulated deficit | (51,495) | (49,490) |
| TOTAL SHAREHOLDERS' EQUITY | 25,998 | 28,628 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | $ 41,242 | $ 55,262 |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(DOLLARS IN THOUSANDS)
(UNAUDITED)

| | Nine Months Ended | |
|---|---|---|
| | May 1, 2010 | May 2, 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | $ (2,005) | $ (3,224) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 797 | 818 |
| Deferred income tax provision | - | 33 |
| Stock based compensation expense | 204 | 254 |
| Write-down of assets and additional accruals for discontinued operations | 1,555 | - |
| Changes in operating assets and liabilities: | | |
| Trade receivables | 3,614 | 5,326 |
| Inventories | 4,917 | (851) |
| Prepaid expenses and other current assets | 370 | 152 |
| Other assets | 45 | 24 |
| Accounts payable – trade | (761) | (2,656) |
| Accrued expenses | (1,450) | (1,860) |
| Payment of accrued litigation settlement costs | - | (60) |
| Other long-term liabilities | (354) | (420) |
| Net cash provided by (used in) operating activities | 6,932 | (2,464) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Property plant and equipment purchases | (495) | (425) |
| Net cash used in investing activities | (495) | (425) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Borrowing of short-term credit facilities | - | 2,629 |
| Repayment of revolving loan | (7,414) | - |
| Repayment of long-term debt | (1,342) | (1,255) |
| Purchase of treasury shares | - | (1,561) |
| Net cash used in financing activities | (8,756) | (187) |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH | (293) | (747) |
| CASH AND CASH EQUIVALENTS DECREASE FOR THE PERIOD | (2,612) | (3,823) |
| CASH AND CASH EQUIVALENTS, BEGINNING OF THE PERIOD | 7,983 | 7,828 |
| CASH AND CASH EQUIVALENTS, END OF THE PERIOD | $ 5,371 | $ 4,005 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid for: | | |
| Interest | $ 394 | $ 213 |
| Taxes | 457 | 1,095 |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

## NOTE 1—BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Del Global Technologies Corp. and its subsidiaries (the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the results for the interim periods have been included. Results of operations for the interim periods are not necessarily indicative of the results that may be expected for the full year. These consolidated financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company’s annual report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) for the fiscal year ended August 1, 2009. Certain prior year’s amounts have been reclassified to conform to the current period presentation.

The Company’s fiscal year-end is based on a 52/53-week cycle ending on the Saturday nearest to July 31. Results of the Company’s subsidiary, Villa Sistemi Medicali S.p.A. (“Villa”), are consolidated into Del Global’s consolidated financial statements based on a fiscal year that ends on June 30 and are reported on a one-month lag.

## NEW ACCOUNTING PRONOUNCEMENTS

In June 2009, the Financial Accounting Standards Board (“FASB”) issued ASU 2009-1, “Amendments based on Statement of Financial Accounting Standards No. 168 – The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles.” It establishes the Codification as the sole source of authoritative U.S. GAAP. The Codification categorizes all U.S. GAAP as either authoritative or nonauthoritative, and all guidance contained in the Codification carries an equal level of authority.

ASC 105 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. Adoption of the provisions of ASC 105 did not have a material impact on the Company’s consolidated financial statements. The Company has revised its references to pre-Codification GAAP in its financial statements for the quarters and nine months ended May 1, 2010 and May 2, 2009.

Other accounting standards have been issued by the FASB or other standards-setting bodies that do not require adoption until a future date and are not expected to have a material impact on the consolidated financial statements upon adoption.

## NOTE 2 — DISCONTINUED OPERATIONS

On November 24, 2009, the Company consummated the sale of certain of the assets and product lines of its Del Medical Imaging Corp. wholly-owned subsidiary (“DMI”), to an affiliate of U.M.G. Inc. (“UMG” or the “Acquirer”).

Pursuant to the agreement, the Acquirer (i) assumed all of the Company’s and DMI’s post-closing obligations in connection with the Company’s lease of its facilities in Roselle, Illinois, (the Company remains secondarily liable on the lease obligations), (ii) accepted all of DMI’s inventory related to the DMI business on a consignment basis, (iii) hired select DMI employees, (iv) indemnified the Company for potential employee severance obligations and (v) assumed certain other liabilities of the business, including outstanding warranty obligations.

There was a $15 loss from discontinued operations during the third quarter of fiscal 2010.

The Company’s discontinued operations loss for the third quarter and first nine months of fiscal 2010 is:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | May 1, 2010 | May 2, 2009 | May 1, 2010 | May 2, 2009 |
| Net sales | $ - | $ 5,289 | $ 5,428 | $ 22,414 |
| Loss from operations | $ (15) | $ (1,031) | $ (1,541) | $ (2,351) |
| Asset writedown to net realizable value | - | - | (1,549) | - |
| Total loss from discontinued operations | $ (15) | $ (1,031) | $ (3,090) | $ (2,351) |
| | | | | |
| Loss per share – Basic and Diluted | | | | |
| Loss from operations | $ - | $ (0.05) | $ (0.07) | $ (0.10) |
| Loss on sale of operations, asset writedowns and accrued expenses | - | - | (0.07) | - |
| Loss per share—discontinued operations | $ - | $ (0.05) | $ (0.14) | $ (0.10) |

**NOTE 3 — INVENTORIES**

Inventories are stated at the lower of cost or market. Cost is determined using the first-in, first-out ("FIFO") method. Inventories and their effect on cost of sales are determined by physical count for annual reporting purposes and are evaluated using perpetual inventory records for interim reporting periods. For certain subsidiaries during interim periods, the Company estimates the amount of labor and overhead costs related to finished goods inventories. As of May 1, 2010, finished goods represented approximately 24.0% of the gross carrying value of our total gross inventory. The Company believes the estimation methodologies used to be appropriate and are consistently applied.

Inventories at May 1, 2010 and August 1, 2009 are as follows:

| | May 1, 2010 | August 1, 2009 |
|---|---|---|
| Raw materials and purchased parts | $ 9,521 | $ 13,294 |
| Work-in-process | 1,903 | 1,929 |
| Finished goods | 3,616 | 5,277 |
| | 15,040 | 20,500 |
| Less: allowance for excess and obsolete inventories | (4,642) | (4,496) |
| Total inventories | $ 10,398 | $ 16,004 |

**NOTE 4 — PRODUCT WARRANTIES**

The Company's products are covered primarily by one-year warranty plans and in some cases optional extended contracts may be offered covering products for periods up to five years, depending upon the product and contractual terms of sale. The Company establishes allowances for warranties on an aggregate basis for specifically identified, as well as anticipated, warranty claims based on contractual terms, product conditions and actual warranty experience by product line.

The activity in the warranty reserve accounts in the first three and nine months of fiscal 2010 and 2009 is as follows:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | May 1, 2010 | May 2, 2009 | May 1, 2010 | May 2, 2009 |
| Balance at beginning of period | $ 571 | $ 838 | $ 704 | $ 1,077 |
| Provision for anticipated warranty claims | 170 | 35 | 206 | 121 |
| Costs incurred related to warranty claims | (31) | (66) | (104) | (368) |
| Liability related to discontinued operations | - | - | (97) | - |
| Effect of foreign currency fluctuations | - | (31) | 1 | (54) |
| Balance at end of period | $ 710 | $ 776 | $ 710 | $ 776 |

The liability related to warranties is included in accrued expenses on the accompanying Consolidated Balance Sheets.

**NOTE 5 — COMPREHENSIVE LOSS**

Comprehensive loss for the Company includes foreign currency translation adjustments and net income reported in the Company's Consolidated Statements of Operations.

Comprehensive loss for the fiscal 2010 and 2009 periods presented was as follows:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | May 1, 2010 | May 2, 2009 | May 1, 2010 | May 2, 2009 |
| Net income (loss) | $ 296 | $ (815) | $ (2,005) | $ (3,224) |
| Foreign currency translation adjustments | (1,109) | (684) | (828) | (3,122) |
| Comprehensive loss | $ (813) | $ (1,499) | $ (2,833) | $ (6,346) |

**NOTE 6 — INCOME (LOSS) PER SHARE**

Common shares outstanding exclude 2,182,323 shares of treasury stock for the periods ended May 1, 2010 and May 2, 2009, respectively. The computation of dilutive securities includes the assumed conversion of warrants and director/employee stock options to purchase Company stock if such conversion is dilutive.

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | May 1, 2010 | May 2, 2009 | May 1, 2010 | May 2, 2009 |
| Numerator: | | | | |
| Net income (loss) | $ 296 | $ (815) | $ (2,005) | $ (3,224) |
| Denominator (shares in thousands): | | | | |
| Weighted average number of common shares outstanding used for basic income per share | 22,718 | 22,718 | 22,718 | 23,475 |
| Effect of dilutive securities | 17 | - | - | - |
| Denominator for diluted income per share | 22,735 | 22,718 | 22,718 | 23,475 |
| Income (loss) per common share: | | | | |
| Basic | $ 0.01 | $ (0.04) | $ (0.09) | $ (0.14) |
| Diluted | $ 0.01 | $ (0.04) | $ (0.09) | $ (0.14) |

Antidilutive securities excluded from above computations (shares in thousands):

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | May 1, 2010 | May 2, 2009 | May 1, 2010 | May 2, 2009 |
| Director/employee stock options | 2,433 | 2,248 | 2,558 | 2,248 |
| Warrants | - | 315 | - | 447 |

**NOTE 7 — SHORT-TERM CREDIT FACILITIES AND LONG-TERM DEBT**

Short-term credit facilities are summarized as follows:

Revolving lines of credit

| | May 1, 2010 | August 1, 2009 |
|---|---|---|
| Domestic | $ - | $ 7,400 |
| Foreign | 74 | 92 |
| | $ 74 | $ 7,492 |

Long-term debt at May 1, 2010 and August 1, 2009 is summarized as follows:

| | May 1, 2010 | August 1, 2009 |
|---|---|---|
| Foreign capital lease obligations | $ 1,512 | $ 1,931 |
| Foreign credit facilities | 911 | 1,585 |
| Foreign Italian government loans | 163 | 522 |
| Total long-term debt | 2,586 | 4,038 |
| Less current portion of long-term debt | (1,430) | (1,653) |
| Long term debt, less current portion | $ 1,156 | $ 2,385 |

On January 12, 2010, the Company terminated its credit facility with Capital One. As of August 1, 2009, the Company had approximately $1,600 of availability under the Capital One Facility.

Management believes that funds generated from operations, together with current cash and cash equivalents, will be adequate to sustain its operations, including anticipated capital expenditures for the next 12 months. Additionally, management believes that if additional U.S. financing is needed, the Company will be able to obtain new asset based financing for its U.S. subsidiary, secure a mortgage on the building owned by the U.S. subsidiary or dividend necessary funds from the foreign subsidiary.

The Company's Villa subsidiary maintains short-term credit facilities which are renewed annually with Italian banks. The current balance due on these credit facilities at May 1, 2010 and August 1, 2009, is $74 and $92, respectively. Available borrowing under the short-term credit facilities is $11,408 and variable interest rates currently range from 3.7% to 14.25%.

In October 2006, Villa entered into a 1,000 Euro loan for financing of R&D projects, which were completed in April 2008. Interest is payable at Euribor plus 1.04 points, currently 1.755%. The note is repayable over a 5-year term. Repayment began in September 2008 and is expected to be completed in September 2011. The note contains a financial covenant which provides that the net equity of Villa cannot fall below 5.0 million Euros. Villa's net equity at May 1, 2010 was 12.0 million Euros.

In December 2006, Villa entered into a 1,000 Euro loan with interest payable at Euribor 3 months plus 0.95 points, currently 1.656%. The loan is repayable over a 4 year period ending in December 2010. Villa is also a party to two Italian government long-term loans with a fixed interest rate of 3.425% with principal payable annually through maturity in February and September 2010. At May 1, 2010, total principal due is 0.2 million Euro. Villa's manufacturing facility is subject to a capital lease obligation which matures in March 2011 with an option to purchase. Villa is in compliance with all related financial covenants under these short and long-term financings.

## NOTE 8 — SEGMENT INFORMATION

The Company has three reportable segments: Medical Systems Group, Power Conversion Group and Other. The "Other" segment includes unallocated corporate costs. Interim segment information is as follows:

| For the three months ended May 1, 2010 | Medical Systems Group | Power Conversion Group | Other | Total |
|---|---|---|---|---|
| Net sales to external customers | $ 9,872 | $ 3,278 | $ - | $ 13,150 |
| Cost of sales | 7,952 | 2,107 | - | 10,059 |
| Gross margin | 1,920 | 1,171 | - | 3,091 |
| Operating expenses | 1,882 | 677 | 235 | 2,794 |
| Operating income (loss) | $ 38 | $ 494 | $ (235) | $ 297 |

| For the three months ended May 2, 2009 | Medical Systems Group | Power Conversion Group | Other | Total |
|---|---|---|---|---|
| Net sales to external customers | $ 9,106 | $ 2,709 | $ - | $ 11,815 |
| Cost of sales | 7,401 | 1,944 | - | 9,345 |
| Gross margin | 1,705 | 765 | - | 2,470 |
| Operating expenses | 1,545 | 702 | (49) | 2,198 |
| Operating income (loss) | $ 160 | $ 63 | $ 49 | $ 272 |

| For the nine months ended May 1, 2010 | Medical Systems Group | Power Conversion Group | Other | Total |
|---|---|---|---|---|
| Net sales to external customers | $ 34,316 | $ 8,474 | $ - | $ 42,790 |
| Cost of sales | 26,785 | 5,493 | - | 32,278 |
| Gross margin | 7,531 | 2,981 | - | 10,512 |
| Operating expenses | 5,670 | 1,918 | 756 | 8,344 |
| Operating income (loss) | $ 1,861 | $ 1,063 | $ (756) | $ 2,168 |

| For the nine months ended May 2, 2009 | Medical Systems Group | Power Conversion Group | Other | Total |
|---|---|---|---|---|
| Net sales to external customers | $ 33,088 | $ 8,629 | $ - | $ 41,717 |
| Cost of sales | 25,481 | 5,666 | - | 31,147 |
| Gross margin | 7,607 | 2,963 | - | 10,570 |
| Operating expenses | 5,409 | 1,948 | 3,028 | 10,385 |
| Operating income (loss) | $ 2,198 | $ 1,015 | $ (3,028) | $ 185 |

## NOTE 9 — STOCK OPTION PLAN AND WARRANTS

During the first quarter of fiscal year 2010, the Company granted options to purchase 100,000 common shares under the 2007 Incentive Stock Plan at an exercise price of $0.51 per share. The options under these grants vest 25% immediately and 25% per year over the next three years. The aggregate fair value of these options was $34. During the second quarter of fiscal year 2010, the Company granted options to purchase 310,000 common shares under the 2007 Incentive Stock Plan at an exercise price of $0.65 per share. The options under these grants vest 25% immediately and 25% per year over the next three years. The aggregate fair value of these options was $133. The fair values of these grants awarded were determined using the following assumptions in the Black-Scholes model: an estimated life of seven years, volatility of approximately 66% to 69%, risk free interest rate of 3.2% to 3.5%% and the assumption that no dividends will be paid.

In the third quarter of fiscal 2010 and 2009, the Company recorded $79 and $86, respectively, of compensation expense related to stock options. In the nine months ended May 1, 2010 and May 2, 2009, the Company recorded $204 and $254, respectively, of compensation expense related to stock options. There were no exercises of stock options during the first nine months of fiscal 2010.

The warrants expired on March 28, 2009.

**Rights Offering –** On May 17, 2010, the Company announced that it had filed a registration statement on Form S-1 with the Securities and Exchange Commission for a rights offering to its existing shareholders which has not yet become effective.  Assuming the rights offering is fully subscribed, the Company will receive gross proceeds of approximately $15 million, less expenses of the rights offering.  The net proceeds will be used for potential working capital needs and general corporate purposes.  The Company may use a portion of the proceeds to acquire or invest in businesses, products and technologies complementary with its existing businesses.

However, the Company has no current agreements, nor is the Company in serious discussions to acquire or invest in any business, product or technology. The securities described in the registration statement on Form S-1 may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

**NOTE 10 — CONTINGENCIES**

The information set forth under Part II, Item 1 contained in the “Legal Proceedings” is incorporated herein by reference.

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This Management's Discussion and Analysis of Financial Condition and Results of Operations contain 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 and are not guarantees of future performance. They involve a number of risks and uncertainties that are difficult to predict including, but not limited to, our ability to implement our business plan, retention of management, changing industry and competitive conditions, obtaining anticipated operating efficiencies, securing necessary capital facilities and favorable determinations in various legal and regulatory matters. 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 including our Annual Report on Form 10-K for the fiscal year ended August 1, 2009, our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

**OVERVIEW**

The Company is primarily engaged in the design, manufacture and marketing of cost-effective medical and dental diagnostic imaging systems consisting of stationary and portable imaging systems, radiographic/fluoroscopic systems, dental imaging systems and digital radiography systems. The Company also manufactures electronic filters, high voltage capacitors, pulse modulators, transformers and reactors, and a variety of other products designed for industrial, medical, military and other commercial applications. The Company manages its business in two operating segments: the Medical Systems Group and the Power Conversion Group. In addition, the Company has a third reporting segment, Other, comprised of certain unallocated corporate General and Administrative expenses. See "Segment Information" in Part I, Item 1 of this Quarterly Report on Form 10-Q for the fiscal quarter ended May 1, 2010 (this "Quarterly Report") for discussions of the Company's segments.

On November 24, 2009, the Company sold its Del Medical Imaging business. It is reflected as a discontinued operation in the financial statements of the Company and prior periods have been restated. See Notes to Consolidated Financial Statements included in Part I Item 1.

**CRITICAL ACCOUNTING POLICIES**

Complete descriptions of significant accounting policies are outlined in Note 1 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended August 1, 2009. Within these policies, the Company has identified the accounting for revenue recognition, deferred tax assets and the allowance for excess and obsolete inventory as being critical accounting policies due to the significant amount of estimates involved. In addition, for interim periods, the Company has identified the valuation of finished goods inventory as being critical due to the amount of estimates involved. Management believes that judgment and estimates related to these critical accounting policies could materially affect the consolidated financial statements. There were no changes to these critical accounting policies during the third quarter or first nine months of fiscal year 2010.

**CONSOLIDATED RESULTS OF OPERATIONS**

**Three Months and Nine Months Ended May 1, 2010 Compared to Three Months and Nine Months Ended May 2, 2009**

The following table summarizes key indicators of consolidated results of operations:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| (Dollars in thousands, except per share data) | May 1, 2010 | May 2, 2009 | May 1, 2010 | May 2, 2009 |
| Sales | $ 13,150 | $ 11,815 | $ 42,790 | $ 41,717 |
| Gross margin as a percentage of sales | 23.5% | 20.9% | 24.6% | 25.3% |
| Total operating expenses | 2,794 | 2,198 | 8,344 | 10,385 |
| Net income (loss) from continuing operations | 311 | 216 | 1,085 | (873) |
| Diluted earnings (loss) per share from continuing operations | 0.01 | 0.01 | 0.05 | (0.04) |

**Sales:**

The following table summarizes sales by business:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| (Dollars in thousands) | May 1, 2010 | May 2, 2009 | May 1, 2010 | May 2, 2009 |
| Medical Systems Group | $ 9,872 | $ 9,106 | $ 34,316 | $ 33,088 |
| Power Conversion Group | 3,278 | 2,709 | 8,474 | 8,629 |
| Total | $ 13,150 | $ 11,815 | $ 42,790 | $ 41,717 |

Consolidated net sales for the third quarter of fiscal 2010 increased 11.3% to $13.2 million from fiscal 2009 third quarter net sales of $11.8 million. Net sales at the Medical Systems Group increased 8.4% to $9.9 million from the comparable prior year period, primarily due to favorable exchange rates. Sales at the Power Conversion Group during the third quarter of fiscal 2010 increased 21.0% to $3.3 million, from fiscal 2009 third quarter net sales of $2.7 million due to increased volume and in part to the timing of shipment approvals from our customers.

Consolidated net sales of $42.8 million for the first nine months of fiscal 2010 reflect a slight increase from fiscal 2009 net sales of $41.7 million.  Sales at the Medical Systems Group for the first nine months of fiscal 2010 of $34.3 million reflect an increase of $1.2 million or 3.7% from the prior year's first nine months.  The Power Conversion Group's sales for the first nine months of fiscal 2010 of $8.5 million were approximately $0.2 million less than prior year's sales due to weaker shipments in the first six months of the fiscal year.

Backlog of $4.1 million at the Medical Systems Group was $2.0 million less than it was as of August 1, 2009, while backlog at Power Conversion Group increased $1.2 million to $5.7 million from levels at the beginning of the fiscal year attributable to the booking of new business opportunities. Substantially all of the backlog should result in shipments within the next 12 to 15 months.

Consolidated gross margin increased to 23.5% of sales for the third quarter of fiscal 2010 from 20.9% of sales in the third quarter of fiscal 2009. Gross margin at the Medical Systems Group during the third quarter of fiscal 2010 increased to 19.5% from 18.7% in the prior year's third quarter and the gross margin at Power Conversion Group increased to 35.7% from 28.2% in the third quarter of fiscal 2009 reflecting increased sales levels and changes in the product mix for the period.

Consolidated gross margin decreased to 24.6% of sales for the first nine months of fiscal 2010 from 25.3% of sales in the first nine months of fiscal 2009. Gross margin at the Medical Systems Group during the first nine months of fiscal 2010 declined to 22.0% from 23.0% in the prior year's first nine months. Gross margin at the Power Conversion Group increased to 35.2% from 34.3% in the first nine months of fiscal 2009. Margin changes for both businesses were attributable to the product mix for the period.

Total operating expenses increased $0.6 million to $2.8 million in the third quarter of fiscal 2010 from $2.2 million for the same period in the prior year. Total operating expenses decreased $2.0 million to $8.3 million in the first nine months of fiscal 2010 from $10.4 million for the same period in the prior year.

The Company makes an annual goodwill valuation assessment, during the fourth quarter as part of its long term planning cycle. If the business planning process determines there is the potential of goodwill being impaired a valuation study is prepared to determine the extent of the potential impairment. This could result in a material non-cash charge.

The following table summarizes the key change in operating expenses for the three months and nine months ended May 1, 2010 from prior third quarter ended May 2, 2009:

| (Dollars in thousands) | Three Months Ended May 1, 2010 | Nine Months Ended May 1, 2010 |
|---|---|---|
| Research and development | $ 135 | $ 114 |
| Selling, general and administrative | $ 497 | $ 381 |
| Litigation settlement costs | (36) | (2,536) |
| Change in total operating expenses | $ 596 | $ (2,041) |

Operating income for the third quarter of fiscal 2010 was $0.3 million, approximately the same as in the comparable prior year period. Operating income at the Medical Systems Group was $40 thousand compared to $0.2 million in the third quarter of fiscal 2009. The Power Conversion Group generated operating income of $0.5 million, compared to operating income of $0.1 million in the comparable prior year period. Unallocated corporate expenses for the third quarter of fiscal 2010 totaled $0.2 million compared to income of $50 thousand in the comparable prior year period.

Operating income for the first nine months of fiscal 2010 was $2.2 million compared to an operating income of $0.2 million in the comparable prior year period. Operating income at the Medical Systems Group was $1.9 million compared to operating income of $2.2 million in the first nine months of fiscal 2009. The Power Conversion Group generated operating income of $1.1 million, compared to operating income of $1.0 million in the comparable prior year period. Both businesses experienced weakness in the first quarter shipments. Unallocated corporate expenses for the first nine months of fiscal 2010 totaled $0.8 million as compared to $3.0 million in the comparable prior year period. The prior year unallocated corporate expenses included $2.5 million of litigation settlement costs.

The discontinued operations broke even in the third quarter of fiscal 2010. The discontinued operations in the third quarter of fiscal 2009 had a net loss from operations of $1.0 million on sales of $5.3 million.

The discontinued operations loss of $3.1 million in the first nine months of fiscal 2010 reflects a $1.5 million loss from operations on sales of $5.2 million, and $1.5 million from the write-down of assets to net realizable value and severance. The discontinued operations in the first nine months of fiscal 2009 had a net loss from operations of $2.3 million on sales of $22.4 million. The prior year loss includes $1.2 million for litigation settlement.

Net income in the third quarter of fiscal 2010 was $0.3 million, or $0.01 per basic share, compared to a net loss of $0.8 million, or $0.04 per basic share in the comparable prior year period. For the third quarter of fiscal 2010 and fiscal 2009, there were approximately 22.7 million weighted average diluted common shares outstanding.

The Company recorded a net loss of $2.0 million or $0.09 per basic share in the first nine months of fiscal 2010, compared to net loss of $3.2 million or $0.14 per basic share in the first nine months of the prior fiscal year. For the first nine months of fiscal 2010 and 2009, there were approximately 22.7 million and 23.5 million weighted average diluted shares outstanding.

**FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

The Company funds its investing and working capital needs through a combination of cash flow from operations and short-term credit facilities as described below:
Working Capital — At May 1, 2010 and August 1, 2009, our working capital was approximately $18.7 million and $22.1 million, respectively. The decrease in working capital for the first nine months of fiscal 2010 related primarily to receivable and inventory reductions.

At May 1, 2010 and August 1, 2009, the Company had approximately $5.4 million and $8.0 million, respectively, in cash and cash equivalents. This decrease is primarily due to repayment of the revolving loan balance in connection with its decision to terminate the Capital One Credit Facility on January 12, 2010. The Company had approximately $1.6 million of excess borrowing availability under our domestic revolving credit facility at August 1, 2009.

In addition, as of May 1, 2010, and August 1, 2009, our Villa subsidiary has $11.4 million of excess borrowing availability under its various short-term credit facilities.

Terms of the Italian credit facilities do not permit the use of borrowing availability to directly finance operating activities at our U.S. subsidiaries.

| (Dollars in thousands) | Nine Months Ended | |
|---|---|---|
| | May 1, 2010 | May 2, 2009 |
| Net cash provided by (used in) operating activities | $ 6,932 | $ (2,464) |
| Net cash used in investing activities | (495) | (425) |
| Net cash used in financing activities | (8,756) | (187) |
| Effect of exchange rate changes on cash | (293) | (747) |
| Net change in cash and cash equivalents | (2,612) | (3,823) |
| Cash and cash equivalents at beginning of year | 7,983 | 7,828 |
| Cash and cash equivalents at end of period | $ 5,371 | $ 4,005 |

**Cash Flows from Operating Activities —** For the nine months ended May 1, 2010, the Company provided approximately $6.9 million from operations compared to cash used in operations of $2.5 million in the comparable prior fiscal year period related to the collection of receivables and sale of inventory from the discontinued operation, as well as a reduction in inventories in the Medical Systems Group.

**Cash Flows from Investing Activities —** The Company made $0.5 million of facility improvements and capital equipment expenditures for the nine months ended May 1, 2010, which was approximately the same as for the comparable prior fiscal year period.

**Cash Flows from Financing Activities —** During the nine-month period ended May 1, 2010, the Company repaid $8.8 million of indebtedness on its revolving loan agreement, as well as its Italian borrowings. In the same period in the prior year, the Company borrowed $2.6 million under its short-term credit facility, repaid $1.3 million of long-term debt and used $1.6 million to repurchase its common stock.

The Company's contractual obligations, including debt and operating leases, as previously disclosed on our Annual Report on Form 10-K for the fiscal year ended August 1, 2009, have not changed materially at May 1, 2010. On January 12, 2010, the Company terminated its Capital One Credit Facility, which was due to expire in May 2010. The Company has short-term credit facilities and long-term debt, including a capital lease obligation at the Company's Villa subsidiary located in Italy. The terms of these facilities are more fully described in Notes to Consolidated Financial Statements and incorporated herein by reference.

As of May 1, 2010, the Company had $0.1 million in borrowings under its foreign short-term credit facilities. As of May 1, 2010, the Company had $11.4 million of excess borrowing availability under its Italian bank credit facilities.

**Rights Offering** – On May 17, 2010, the Company announced that it had filed a registration statement on Form S-1 with the Securities and Exchange Commission for a rights offering to its existing shareholders which has not yet become effective. Assuming the rights offering is fully subscribed, the Company will receive gross proceeds of approximately $15 million, less expenses of the rights offering. The net proceeds will be used for potential working capital needs and general corporate purposes. The Company may use a portion of the proceeds to acquire or invest in businesses, products and technologies complementary with its existing businesses. However, the Company has no current agreements, nor is the Company in serious discussions to acquire or invest in any business, product or technology. The securities described in the registration statement on Form S-1 may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

Management believes that funds generated from operations, together with current cash and cash equivalents, will be adequate to sustain our operations, including anticipated capital expenditures for the next 12 months. Additionally, management believes that if additional U.S. financing is needed, the Company will be able to obtain new asset based financing for its U.S. subsidiary, secure a mortgage on the building owned by the U.S. subsidiary or dividend necessary funds from the foreign subsidiary.

**Contingencies**

A description of our contingencies is set forth in Part II, Item One "Legal Proceedings" and is incorporated herein by reference.

## OFF BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

The Company has not had any investments in unconsolidated variable interest entities or other off balance sheet arrangements during any of the periods presented in this Quarterly Report on Form 10-Q.

## Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not hold market risk sensitive instruments for trading purposes. The Company, however, recognizes market risk from interest rate and foreign currency exchange exposure. There have been no changes in financial market risks as described in the Company's Annual Report on Form 10-K for the fiscal year ended August 1, 2009.

## Item 4T. CONTROLS AND PROCEDURES

The Company, under the supervision and with the participation of the Company's management, including John J. Quicke, Chief Executive Officer, and Mark A. Zorko, Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's "disclosure controls and procedures", as such term is defined in Rules 13a-15e and 15d-15e promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this Quarterly Report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report to ensure that all material information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure and that all such information is recorded, processed, summarized and reported as specified in the SEC's rules and forms.

There have not been any changes in the Company's internal control over financial reporting during the fiscal quarter to which this Quarterly Report relates that have been materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

# PART II - OTHER INFORMATION

## Item 1. LEGAL PROCEEDINGS

**RFI** -- On May 24, 2007, the Company's Power Conversion subsidiary, RFI Corporation ("RFI"), was served with a subpoena to testify before a grand jury of the United States District Court of New York and to provide items and records from its Bay Shore, NY offices in connection with U.S. Department of Defense contracts. A search warrant from the United States District Court, Eastern District of New York was issued and executed with respect to such offices. The Company believes that it is in full compliance with the quality standards that its customers require and is fully cooperating with investigators to assist them with their review. RFI continues to ship products to the U.S. Government, as well as to its commercial customers.

**APERGIS** -- On April 28, 2008, George Apergis, the former General Manager of RFI, filed a charge with the EEOC alleging that RFI discriminated against him by terminating his employment with RFI on December 18, 2007. George Apergis alleged three claims against RFI: (1) violation of Title VII of the Civil Rights Act; (2) violation of the Age Discrimination in Employment Act and (3) retaliation. RFI responded to the EEOC charge with a position statement filed with the EEOC on June 26, 2008 denying each allegation of the charge. On December 3, 2009, the EEOC issued a Dismissal and Notice of Rights. The EEOC made no finding as to the merits of the claim. The Company and Mr. Apergis reached a settlement on March 1, 2010 for $150,000.

**OTHER** -- From time to time, the Company may be a defendant in legal actions in various U.S. and foreign jurisdictions arising from the normal course of business.

**Item 6.** **EXHIBITS**

31.1* Certification of the Principal Executive Officer, John J. Quicke, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2* Certification of the Principal Financial Officer, Mark A. Zorko, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1* Certification of the Principal Executive Officer, John J. Quicke, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2* Certification of the Principal Financial Officer, Mark A. Zorko, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith

## SIGNATURES

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

DEL GLOBAL TECHNOLOGIES CORP.

/s/ John J. Quicke
John J. Quicke
President and Chief Executive Officer
Principal Executive Officer

/s/ Mark A. Zorko
Mark A. Zorko
Chief Financial Officer
Principal Financial Officer

Dated: June 9, 2010

Exhibit 31.1

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John J. Quicke, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Del Global Technologies Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 9, 2010

/s/ John J. Quicke

Name: John J. Quicke
Title: President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark A Zorko, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Del Global Technologies Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 9, 2010

/s/ Mark A. Zorko
Name: Mark A Zorko
Title: Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

In connection with the quarterly report of Del Global Technologies Corp. (the "Company") on Form 10-Q for the period ended May 1, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John J. Quicke, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company

/s/ John J. Quicke
Name: John J. Quicke
Title: President and Chief Executive Officer
(Principal Executive Officer)
Date: June 9, 2010

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

In connection with the quarterly report of Del Global Technologies Corp. (the "Company") on Form 10-Q for the period ended May 1, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark Zorko, Principal Accounting Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company

/s/ Mark A. Zorko

Name: Mark A. Zorko
Title: Chief Financial Officer
(Principal Financial Officer)
Date: June 9, 2010

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.