DGT HOLDINGS CORP.

FORM 10-Q
(Quarterly Report)

Filed 06/11/02 for the Period Ending 04/27/02

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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q

[x] QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT
OF 1934 For quarterly period ended April 27, 2002
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.)

One Commerce Park, Valhalla, NY 10595
(Address of principal executive offices) (Zip Code)

914-686-3600
(Registrant's telephone number including area code)

None

(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 X The number of shares of Registrant's common stock outstanding as of April 27, 2002 was 7,847,515.

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES

Table of Contents

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in Thousands except share data)

(Unaudited)

	Three Months Ended April 27, 2002	Three Months Ended April 28, 2001	Nine Months Ended April 27, 2002	Nine Months Ended April 28, 2001
NET SALES	$ 26,850	$ 25,857	$ 70,732	$ 71,213
COST OF SALES	20,561	19,093	54,356	55,643
GROSS MARGIN	6,289	6,764	16,376	15,570
Selling, general and administrative	5,140	3,994	15,807	12,316
Research and development	780	718	1,986	2,229
Litigation settlement costs	7,236	1,578	6,978	2,596
Facilities reorganization costs	-	52	77	52
Total operating expenses	13,156	6,342	24,848	17,193
OPERATING (LOSS) INCOME	(6,867)	422	(8,472)	(1,623)
Interest expense - net	(551)	(266)	(1,338)	(757)
Other income (expense)	74	(115)	105	(180)
(LOSS) INCOME BEFORE INCOME TAX BENEFIT AND MINORITY INTEREST	(7,344)	41	(9,705)	(2,560)
INCOME TAX (BENEFIT) PROVISION	(2,247)	16	(3,079)	(966)
(LOSS) INCOME BEFORE MINORITY INTEREST	(5,097)	25	(6,626)	(1,594)
MINORITY INTEREST	55	27	232	250
NET LOSS	$(5,152)	$ (2)	$(6,858)	$ (1,844)
LOSS PER COMMON SHARE:				
BASIC AND DILUTED	$(.66)	-	$(.88)	$(.24)
Weighted average number of common shares outstanding, basic and diluted	7,847,515	7,847,515	7,847,515	7,847,515

See notes to consolidated financial statements

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands)

(Unaudited)

ASSETS

	April 27, 2002	July 28, 2001
CURRENT ASSETS		
Cash and cash equivalents	$ 3,879	$ 1,402
Marketable securities	52	379
Trade receivables (net of allowance for doubtful accounts of $726 and $607 at April 27, 2002 and July 28, 2001	17,819	19,026
Inventory - net	23,641	27,528
Deferred income tax asset - current	1,859	4,643
Refundable income taxes - current	1,393	-
Prepaid expenses and other current assets	752	391
Total current assets	49,395	53,369
REFUNDABLE INCOME TAXES	3,029	3,829
FIXED ASSETS - Net	8,990	9,731
DEFERRED INCOME TAX ASSET-NON CURRENT	14,170	9,796
GOODWILL - Net	3,279	3,450
INTANGIBLES-Net	527	666
OTHER ASSETS	589	817
TOTAL ASSETS	$79,979	$81,658

See notes to consolidated financial statements

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands)

(Unaudited)

LIABILITIES AND SHAREHOLDERS' EQUITY

	April 27, 2002	July 28, 2001
CURRENT LIABILITIES		
Short-term credit facilities	$ 1,941	$ 4,450
Callable debt	7,750	8,500
Current portion of long-term debt	703	790
Accounts payable - trade	9,405	7,823
Accrued liabilities	8,589	8,825
Deferred compensation liability	245	228
Income taxes payable	390	484
Total current liabilities	29,023	31,100
NON-CURRENT LIABILITIES		
Long-term debt	4,371	4,703
Subordinated note	1,564	-
Obligation to issue subordinated note	-	1,519
Other long-term liabilities	1,986	1,927
Total liabilities	36,944	39,249
MINORITY INTEREST IN SUBSIDIARY	859	618
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY Common stock, $.10 par value; Authorized 20,000,000 shares; Issued - 8,476,081 shares at April 27, 2002 and July 28, 2001	847	847
Additional paid-in capital	54,010	52,187
Obligation to issue shares and warrants	9,750	4,410
Accumulated other comprehensive loss	(311)	(391)
Accumulated deficit	(16,618)	(9,760)
Less common stock in treasury - 628,566 shares at April 27,2002 and July 28, 2001	(5,502)	(5,502)
Total shareholders' equity	42,176	41,791
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$79,979	$81,658

See notes to consolidated financial statements

DEL GLOBAL TECHNOLOGIES CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Thousands)

(Unaudited)

	Nine Months Ended April 27, 2002	Nine Months Ended April 28, 2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (6,858)	$ (1,844)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities		
Depreciation and amortization	1,982	2,304
Deferred income tax benefit	(3,365)	(1,180)
Loss on sale of fixed assets	47	37
Unrealized gain on sale of marketable securities	(29)	-
Loss (Gain) on sale of investments	62	(352)
Non-cash litigation settlement costs	7,050	-
Minority interest	232	250
Stock based compensation expense	114	116
Imputed interest in subordinated notes	45	-
Changes in operating assets and liabilities		
Decrease (Increase) in trade receivables	1,358	(1,069)
Decrease (Increase) in inventory	4,101	(3,118)
(Increase) Decrease in prepaid expenses and other current assets	(359)	33
Decrease in refundable income taxes	1,000	346
Decrease in other assets	223	293
Increase (Decrease) in accounts payable - trade	1,554	(800)
(Decrease) Increase in accrued liabilities	(253)	1,979
Increase (Decrease) in income taxes payable	145	(217)
Increase (Decrease) in other long-term liabilities	21	(279)
Increase (Decrease) in deferred compensation liability	17	(1,374)
Net cash provided by (used in) operating activities	7,087	(4,875)
CASH FLOWS FROM INVESTING ACTIVITIES		
Fixed asset purchases	(875)	(578)
Net proceeds from sale of marketable securities	294	1,241
Net cash (used in) provided by investing activities	(581)	663
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from bank borrowings	-	6,336
Repayment of bank borrowings	(4,011)	(194)
Stock repurchase	-	(108)
Net cash (used in) provided by financing activities	(4,011)	6,034
EFFECT OF EXCHANGE RATE CHANGES	(18)	(1)
NET CHANGE IN CASH AND CASH EQUIVALENTS	2,477	1,821
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	1,402	888
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	$ 3,879	$2,709

See notes to consolidated financial statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in Thousands)

(Unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements 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 for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation 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. The consolidated financial statements should be read in conjunction with the financial statements and notes thereto as of July 28, 2001 and for the year then ended filed on a form 8-K dated April 9, 2002.

The accounting policies followed by the Company are set forth in Note 1 to the Company's consolidated financial statements for the year ended July 28, 2001. The financial statements of the consolidated subsidiary Villa are denominated in Euros and are translated into U.S. dollars for reporting purposes. As a result, they are therefore subject to the effects of currency fluctuations which may affect reported earnings and future cash flows. These foreign currency translations are made in accordance with Statement of Financial Accounting Standards ('SFAS") No. 52, "Foreign Currency Translation."

2. NEW ACCOUNTING PRONOUNCEMENTS

During July 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. SFAS No. 141 requires the use of the purchase method of accounting for all business combinations initiated after June 30, 2001. Additionally, this statement further clarifies the criteria for recognition of intangible assets separately from goodwill for all business combinations completed after June 30, 2001, as well as requiring additional disclosures for business combinations. SFAS No. 142 requires that goodwill acquired after June 30, 2001 no longer be subject to amortization over their estimated useful lives. Beginning on August 3, 2002, amortization of goodwill will no longer be permitted and the Company will be required to assess these assets for impairment annually, or more frequently if circumstances indicate a potential impairment. Furthermore, this statement provides specific guidance for testing goodwill for impairment. Transition-related impairment losses, if any,which result from the initial assessment of goodwill and certain intangible assets would be recognized by the Company as a cumulative effect of accounting change on August 3, 2002. The Company has not yet determined the impact, if any, that the adoption of SFAS No. 142 will have on its consolidated financial statements.

SFAS No. 143, Accounting for Asset Retirement Obligations, was issued in June 2001. This statement addresses financial accounting and reporting for the obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. This statement is effective for financial statements issued for fiscal years beginning after June 15, 2002. The Company has not yet determined the impact, if any, that the adoption of this statement will have on its consolidated financial statements.

SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, was issued in October 2001. SFAS No. 144 replaces SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of. SFAS No. 144 requires that long-lived assets whose carrying amount is not recoverable from its undiscounted cash flows be measured at the lower of carrying amount or fair value less cost to sell, whether reported in continuing operations or in discontinued operations. Therefore, discontinued operations will no longer be measured at net realizable or include amounts for operating losses that have not yet occurred. SFAS No. 144 also broadens the reporting of discontinued operations to include all components of an entity with operations that can be distinguished from the rest of the entity and that will be eliminated from the ongoing operations of the entity in a disposal transaction. The provisions of SFAS No. 144 are effective for financial statements issued for fiscal years beginning after December 15, 2001 and are to be applied prospectively. The Company has not yet determined the impact, if any, that the adoption of this statement will have on its consolidated financial statements.

(Dollars in Thousands)

3. INVENTORY

Inventory is stated at the lower of cost (first-in, first-out) or market. Inventories and their effect on cost of sales are determined by physical count for annual reporting purposes and are estimated by management for interim reporting purposes. The estimation methodologies used for interim reporting purposes are described in management's discussion and analysis under the subtitle Critical Accounting Policies.

	April 27, 2002	July 28, 2001
Raw materials and purchased parts	$ 12,075	$ 13,671
Work-in-process	11,031	15,069
Finished goods	4,056	3,986
	27,162	32,726
Less allowance for obsolete and excess inventory	(3,521)	(5,198)
Total inventory, net	$ 23,641	$ 27,528

4. COMPREHENSIVE LOSS

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

Comprehensive loss for 2002 and 2001 was as follows:

	For the Three Months Ended	
	April 27, 2002	April 28, 2001
Net Loss	$(5,152)	$ (2)
Foreign currency translation adjustments	(63)	(123)
Comprehensive loss	$(5,215)	$ (125)

	For the Nine Months Ended	
	April 27, 2002	April 28, 2001
Net Loss	$(6,858)	$(1,844)
Foreign currency translation adjustments	80	(69)
Comprehensive loss	$(6,778)	$(1,913)

(Dollars in Thousands except share data)

5. LOSS PER SHARE

	Three Months		Nine Months	
	April 27, 2002	April 28, 2001	April 27, 2002	April 28, 2001
Numerator:				
Net Loss	$ (5,152)	$ (2)	$(6,858)	$(1,844)
Denominator:				
Denominator for basic loss per share-				
Weighted average shares outstanding	7,847,515	7,847,515	7,847,515	7,847,515
Effect of dilutive securities	-	-	-	-
Denominator for diluted loss per share	7,847,515	7,847,515	7,847,515	7,847,515
Loss per basic and diluted common share	$ (.66)	$ (.0)	$ (.88)	$ (.24)

Common shares outstanding for the current year and prior year ended were reduced by 628,566 shares of treasury stock.

The computation of diluted shares outstanding does not include 1,825,055 employee stock options and 1,065,000 warrants to purchase Company common stock, since the effect of their assumed conversion would be anti-dilutive.

6. SEGMENT INFORMATION

The Company has two reportable segments, which are Medical Imaging Systems and Power Conversion Group. Interim segment information is as follows:

For three months ended April 27, 2002	Medical Imaging Systems	Power Conversion Group	Other	Total
Net Sales to Unaffiliated Customers	$15,489	$11,361	-	$26,850
Operating Income before unusual items	$ 873	$ (504)	-	$ 369
Litigation settlement costs	-	-	$ 7,236	7,236
Operating Income (Loss), as reported	$ 873	$ (504)	$(7,236)	$(6,867)

For three months ended April 28, 2001	Medical Imaging Systems	Power Conversion Group	Other	Total
Net Sales to Unaffiliated Customers	$ 12,489	$13,368	-	$ 25,857
Operating Income (Loss) before unusual items	$ 661	$ 1,391	-	$ 2,052
Litigation settlement costs	-	-	$ 1,578	1,578
Facilities reorganization costs	52	-	-	52
Operating Income (Loss) , as reported	$ 609	$1,391	$(1,578)	$ 422

(Dollars in Thousands)

For nine months ended April 27, 2002	Medical Imaging Systems	Power Conversion Group	Other	Total
Net Sales to Unaffiliated Customers	$ 39,450	$ 31,282	-	$ 70,732
Operating Income (Loss) before unusual items	$ 2,524	$(3,941)	-	$(1,417)
Litigations settlement costs	-	-	$ 6,978	6,978
Facilities reorganization costs	-	77	-	77
Operating Income (Loss), as reported	$ 2,524	$(4,018)	$(6,978)	$(8,472)
For nine months ended April 28, 2001				
Net Sales to Unaffiliated Customers	$ 36,778	$34,435	-	$ 71,213
Operating Income before unusual items	$ 952	$ 73	-	$ 1,025
Litigation settlement costs	-	-	$ 2,596	2,596
facilities reorganization costs	52	-	-	52
Operating Income (Loss), as reported	$ 900	$ 73	$(2,596)	$(1,623)

Registrant's identifiable assets did not change significantly from amounts appearing in the July 28, 2001 Consolidated Segment Information (See Financial Statements filed as an exhibit under item 7 Form 8-K dated April 9, 2002.

7. CONTINGENCIES

Security and Exchange Commission ("SEC") Investigation - On December 11, 2000, the Division of Enforcement of the SEC issued a formal Order Directing Private Investigation, designating SEC officers to take testimony and requiring the production of certain documents, in connection with matters giving rise to the need to restate the Company's previously issued financial statements. The Company has provided numerous documents to and continues to cooperate fully with the SEC staff. In connection with the ongoing SEC investigation, there is a possibility that the SEC will assess some monetary fine against the Company in connection with the accounting practices under review. The likelihood or the dollar amount of such a fine or penalty is unknown at this time. Management of the Company cannot predict the duration of such investigation or its potential outcome.

Class Action Litigation - A consolidated class action complaint against the Company, certain of its former officers and directors and its auditors was filed in the United States District Court for the Southern District of New York. The complaint alleged violations of the federal securities laws and sought to recover damages on behalf of all purchasers of the Company's common stock during the class period November 6, 1997 to November 6, 2000. The complaint sought rescission of the purchase of shares of the Company's Common Stock or alternatively, unspecified compensatory damages, along with costs and expenses including attorney's fees.

On July 26, 2001, the Company and certain other defendants reached an agreement in principle to settle the complaint. Under the terms of the settlement, the Company will provide the plaintiffs: (i) a $2,000 subordinated note due five years from the date of issuance with interest in arrears accrued at 6% per annum; (ii) 2.5 million shares of the Company's common stock; and, (iii) 1 million warrants to purchase the Company's Common Stock at $2 per share. The Warrants are callable by the Company at $0.25 per share if the Company stock trades at a price in excess of $4 for 10 days or more. This settlement was approved by the United States District Court for the Southern District of New York on January 29, 2002.

Management of the Company believes the terms of the agreement in principle provided a reasonable basis to estimate the value of the Company's portion of the settlement as of July 28, 2001 and, accordingly, recorded a charge of $9,759 in fiscal year 2001. This amount was calculated using a discount factor of 12% to present value the subordinated note, the per share price of $1.50 that was the closing price of the Company's stock in the over the counter market on July 28, 2001, and an option pricing model to value the warrants. Also included in the charge are legal and other specialized fees incurred through July 2001 of $3,572 and an accrual of legal and related fees to be incurred in the future of $821.

When the Court approved the class action settlement on January 29, 2002, and opportunities for appeal expired on March 21, 2002, all uncertainty regarding the final value of the securities issued by the Company in the settlement had been eliminated. Therefore, in the Third Quarter of Fiscal Year 2002, the Company did recognize an additional charge related to the increase in the value of the common stock and warrants from July 28, 2001, to January 29, 2002. This additional charge is approximately $7,050.

Department of Defense Investigation - On March 8, 2002, RFI Corporation, a subsidiary of the Company and part of the Power Conversion Group segment, was served with a subpoena by the US Attorney Eastern District of New York. RFI supplies noise suppression filters for communications and defense applications. A portion of RFI's sales is to prime contractors to the US Government, and approximately 14% to 17% of RFI's sales over each of the last three years has been sales directly to the Department of Defense ("DoD"), Defense Supply Centers ("DSC") or to the US Armed Forces.

The Company believes that the DoD has launched an investigation into RFI's quality control practices and record keeping. In addition, the DoD appears to be investigating other suppliers, some of whom may be distributors who sell many different components to the DoD, including some parts that may be manufactured by RFI.

The Company is fully cooperating with this investigation, and has retained special counsel to represent the Company on this matter. Management of the Company cannot predict the duration of such investigation or its potential outcome.

Employment Matters - The Company had an employment agreement with the former Chief Executive Officer through July 2005. The agreement provided a minimum base salary, deferred compensation and bonuses, as defined. The Company accrued deferred compensation at a rate of 5% of pretax income with a minimum of $100 and a maximum of $125.

In the third quarter of fiscal 2001, the employment of the former Chief Executive Officer was terminated. The Company filed a lawsuit against the former Chief Executive Officer in the United States District Court, Southern District of New York, alleging fraudulent and other wrongful acts, including securities law violations, fraudulent accounting practices, breaches of fiduciary duties, insider trading violations and corporate mismanagement. The complaint seeks damages in excess of $15 million.

The former Chief Executive Officer has not yet filed an answer but is expected to counterclaim for damages based on the termination of his employment by the Company, and may seek damages in excess of $3 million. The Company intends to pursue vigorously its claims against the former Chief Executive Officer and believes it has meritorious defenses to the expected counterclaims.

The Company has entered into an employment agreement with its new Chief Executive Officer for the period July 2001 to April 2004. The terms of this agreement provide base salary, bonuses and deferred compensation. The new Chief Executive Officer may earn a bonus, which will be based on a percentage of his base salary, if certain performance goals established by the board are achieved. The new Chief Executive Officer's agreement provides that the new Chief Executive Officer will have the option to defer a portion of his bonus. In addition, the new Chief Executive Officer's employment agreement provides for certain payments in the event of death, disability or change in the control of the Company.

Other Legal Matters - The Company is a defendant in several other legal actions arising from normal course of business. On the advice of counsel, management believes the Company has meritorious defenses to such actions and that the outcomes will not be material to the Company's consolidated results of operations or consolidated financial condition.

8. SUBSEQUENT EVENTS

New Credit Facility- The Company has finalized its new $10 million credit facility for its U.S. subsidiaries with Transamerica Business Capital Corp as of June 10, 2002, eliminating the default condition on its current outstanding credit facility. The new credit facility allows the Company to repay all U.S. borrowings, and provides working capital for future growth. The new U.S. credit facility has a term of 3 years. Pricing in the new credit facility starts at the base rate plus .75%, but can be adjusted based on company performance.

Issuance of warrants and subordinated notes - On March 28, 2002, the Company issued the warrants and subordinated notes in connection with the class action litigation settlement referred to above in the contingencies footnote. In May 2002, these securities, plus the 2.5 million shares of Commom Stock also issued in connection with the class action litigation were distributed to class participants.

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

This Management Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. Statements about future results made in this Form 10-Q 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 and other risks referred to in the Company's registration statements and periodic reports filed with the Securities and Exchange Commission. Actual results could differ materially from those expressed or implied in the forward-looking statements.

Overview

As noted earlier in the Contingencies note to the interim consolidated financial statements (Note 7), the SEC is conducting a formal investigation in connection with the Company's financial statements issued in fiscal year 2000 and previous years. In May 2002, the Company filed with the SEC the 10Q reports required for the quarters ended October and January of fiscal 2002. Prior to those filings, the Company last made a 10-Q filing in June 2000 for the quarter ended April 29, 2000. In April of 2002,the Company filed audited financial statements for Fiscal year 2001 and an audited Balance Sheet as of July 29, 2000 as exhibits to a Form 8-K. This current 10Q filing is also a new filing for quarterly periods subsequent to July 29, 2000 and includes quarterly data not previously reported in a Form 10Q filing.

During the fourth calendar Quarter of 2002, the Company will attempt to file an Annual Report on Form 10K for fiscal 2002. This filing will include operating results for Fiscal 2002 and 2001, and the Company will attempt to include operating results for Fiscal 2000, and a restatement of operating results for Fiscal 1998 and 1999. No assurance can be given that the Company will be successful in this effort to complete financial statements for the Fiscal 2000 period, or the restatement of past periods.

In the future, the Company expects to be able to file timely quarterly reports.

Despite the Company's legal and regulatory problems, the Company's main businesses continue to compete vigorously and Del continues to enjoy solid relationships with its customers. The withdrawal of a major medical systems group competitor is expected to contribute to increased orders and sales for the Medical Imaging Group. Del's Power Conversion Group has been selected as a supplier of high voltage power systems by the two FAA qualified manufacturers of Explosive Detection Systems ("EDS") for checked baggage.

CRITICAL ACCOUNTING POLICIES

Significant accounting policies are outlined in the footnotes to the Company's annual financial statements referred to above, and the financial statements included in this 10Q should be read in conjunction with those annual financial statements and related footnotes. In addition to those accounting policies outlined in the Company's annual financial statements for the year ended July 28 2001, the Company also uses certain estimates in determining interim operating results. The most significant estimates in interim reporting relate to the valuation of inventories. For certain subsidiaries, for interim periods, the Company makes an estimate of the amount of labor and overhead costs attached to finished goods inventories. As of July 28 2001, finished goods represented approximately 15% of the net carrying value of the Company's total net inventory. In addition, at one subsidiary, the valuation of all inventories at an interim period end is valued on a gross margin roll-forward method. In most quarters, the value of this subsidiary's inventory represents approximately 15% of the Company's net carrying value of inventory (excluding that subsidiary's finished goods, which would be included in the discussion above regarding finished goods). Management believes the estimation methodologies used in both these cases to be appropriate.

Consolidated Results of Operations

Net sales for Q3 of 2002, three months ended April 27, 2002, were approximately $ 26.9 million as compared to approximately $ 25.9 million for the three months ended April 28, 2001, an increase of 4%. The Company's Medical Imaging business accounted for all of that year on year one-quarter sales increase (up $3.0 million versus the previous year's Q3), offset by a decline in sales at the Power Conversion Group. Net sales for the nine months ended April 27, 2002 were essentially flat at $70.7 million when compared to approximately $71.2 million for the nine months ended April 28, 2001. Increased sales at the Medical Imaging Systems Group were offset by lower sales at the Power Conversion Group.

Gross Margins in Q3 of Fiscal 2002 versus Q3 of 2001 declined to 23% from 26%. Gross Margin was slightly higher at the Medical Imaging Systems but lower at the Power Conversion Group. Gross margins for the nine month period improved year to year, 23% versus 22%, principally due to increased margins at the Medical Imaging Systems segment. Quarter to quarter margin percentages for fiscal 2002 have tended to fluctuate due to sales mix and costs. The Company continues to review its product offerings and as result, discontinued and obsolete items will have some impact on margins until these evaluations are completed.

Research and development expenses were approximately $ 780,000 and $2 million for the three and nine month periods of fiscal 2002 versus $ 718,000 and $2.2 million for comparable fiscal 2001 periods. Despite reduced spending for research and development for the nine month period compared to the same period in 2001, the Company continues to invest in research and development but allocates resources more judiciously in projects that it expects will lead to new products and increased profits.

Selling, general and administrative expenses were approximately $5.1 million and $4 million for three-month periods ended April 27, 2002 and April 28, 2001, respectively. Increased audit, specialized accounting and legal expenses accounted for the quarter to quarter increase. Selling, general and administrative expenses were approximately $15.8 million for the nine months ended April 27, 2002 as compared to approximately $12.3 million in the comparable period in fiscal 2001.The increase of selling, general and administrative costs was due primarily to increased audit and specialized accounting fees of approximately $2 million.

As result of obtaining the final court approval of the class action settlement agreement, the Company has recognized an additional non-cash charge of $7.05 million in Q3 attributable to the final valuation of the shares and warrants to be issued. These shares and warrants were originally valued at $4.4 million in July 2001 pending final court approval but as of the final settlement date January 29, 2002 were revalued upward by $ 7.05 million to $11.5 million. The Company also incurred additional legal expenses of approximately $200,000 making the total charge $ 7.2 million in Q3 of fiscal 2002. Legal and specialized accounting costs of approximately $1.6 million were also charged to Litigation settlement costs in Q3 of fiscal 2001. The Company does not expect to have significant additional expenses in Q4 of 2002.

Net interest expense was approximately $551,000 for the three months ended April 27, 2002 as compared to approximately $266,000 for the corresponding period in the prior year. Net interest expense was approximately $1,338,000 for the nine months ended April 27, 2002 as compared to approximately $757,000 for the corresponding period in the prior year. These increases are due primarily to higher interest rates and fees and the interest on the subordinated notes issued in connection with the class action settlement agreement.

Income tax benefits as a percentage of pre-tax losses for the three and nine months ended April 27, 2002 were 31% and 32% respectively. The comparable income tax provision/benefit percentage for the prior year three and nine month periods were 39% and 38% respectively.

The net loss of approximately $5.2 million was significantly higher for the current three-month period of fiscal 2002 when compared to a breakeven result for the comparable quarter in fiscal 2001 due primarily to the additional non-cash charge of approximately $7.05 million related to the finalization of the class action litigation settlement.

Year to date net loss was approximately $6.9 million for the nine months ended April 27, 2002, which compares with a net loss of $1.8 million recognized in the nine months ended April 28, 2001 due to the non-cash charge in connection with the litigation and also the higher auditing and specialized accounting fees.

Basic and Diluted loss per share for the three months ended April 27, 2002, $(.66), compares with a loss of $(.0) for the period ended April 28, 2001. Basic and Diluted Loss per share for the nine-month period ended April 27, 2002 was $(.88) compared with $(.24) for the prior year nine months. Higher litigation settlement costs and increased selling, general and administrative expenses as well as higher interest charges led to the higher loss per share.

The weighted number of common shares outstanding was unchanged as there were no stock transactions for the period. No additional shares were issued or retired during the period. Therefore, shares used for calculating loss per share was unchanged from the previous period at 7,847,515. Basic and fully diluted shares are the same for all periods reported.

FINANCIAL CONDITION

Liquidity and Capital Resources

The Company has funded its operations through a combination of cash flow from operations and bank borrowings.

Working Capital - At April 27, 2002 and July 28, 2001, the Company's working capital was approximately $20.4 million and $22.3 million, respectively. At such dates the Company had approximately $3.9 million and $1.4 million, respectively, in cash and cash equivalents. The Company has reduced its short-term and callable debt by approximately $3.3 million since July of 2001.

Trade receivables decreased approximately $ 1.2 million at April 27, 2002 as compared to July 28, 2001. Inventory at April 27, 2002 also decreased approximately $ 3.9 million as compared to July 28, 2001.

Credit Facility and Borrowing - As of June 10, 2002 the Company finalized its agreement with Transamerica Business Capital for a new $10 million senior revolving credit facility which replaces the Company's existing facility and also eliminates any defaults on the existing US loans.

As a result of the delay in issuing the July 29, 2000 financial statements, the Company was not in compliance with the terms of its prior U.S. credit agreement, and the amounts outstanding under such agreement ($7.8 million at April 27, 2002 and $8.5 million at July 28, 2001, respectively), were callable by the lenders. The Company's U.S. subsidiaries' cash and investment balances at April 27, 2002 were not sufficient to fund the repayment of the amounts owed under the U.S. subsidiaries' debt agreement.

Obligation to issue Subordinated Notes- Subordinated notes of $1.519 million previously reported unisssued have now been issued and are shown separately on the balance sheet including principal and interest.

The Company anticipates that cash generated from operations and amounts available from its new credit facility will be sufficient to satisfy its currently projected operating cash needs.

Capital Expenditures -The Company continues to invest in capital equipment, principally for its manufacturing operations, in order to improve its manufacturing capability and capacity. The Company has expended approximately $875,000 for capital equipment for the nine-month period ended April 27, 2002.

Shareholders' Equity -Shareholders' equity increased slightly to $42.2 million at April 27, 2002 from approximately $41.8 million at July 28, 2001, due to the increase in value of the shares and warrants as described in the following paragraph, Obligation to issue Shares and Warrants.

Obligation to issue Shares and Warrants - The Company's Obligation to issue shares and warrants included in the shareholder's equity section, reflect the terms of the settlement reached in July 2001 and finalized on January 29, 2002 in connection with a class action complaint brought by shareholders against the Company and other parties. As a result of the settlement, the Company has issued subordinated notes, warrants and shares to certain shareholders. The equity portion of the settlement in common shares totaled $9,750,000 and appears as "Obligation to issue Shares and Warrants" in the consolidated balance sheet at April 27, 2002. The portion attributable to warrants is reflected in Paid in Capital. The Common shares were issued and distributed in May 2002, see the subsequent events (Note 8). In July 2001, common shares were initially valued at $3,750,000 and warrants at $660,000. These shares and warrants were revalued at January 29, 2002 when final court approval was obtained with a resulting increase in value of $7,050,000 ($6,000,000 share value increase, $1,050,000 warrant value increase) resulting in a non-cash charge in the third quarter of fiscal 2002.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Historically and as of April 27, 2002, the Company has not used derivative instruments or engaged in hedging activities. The Company is exposed to foreign currency and interest rate risks. The Company's 80% owned Italian subsidiary maintains its financial records in Euros and translates them to US Dollars.

PART II

Item 1. Legal Proceedings

See notes to financial statements

Item 6. Exhibits and Reports on Form 8-K

b: Reports on Form 8-K

Audited Consolidated Balance Sheets of the Registrant and its Subsidiaries as of July 28, 2001 and July 29, 2000, and the Related Consolidated Statements of Operations, Stockholders' Equity, and Cash Flows for the Fiscal Year ended July 28, 2001 were filed on April 9, 2002 with the Securities and Exchange Commission on Form 8-K.

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/ Samuel Park

Samuel Park
Chief Executive Officer
and President

/S/Thomas V Gilboy

Thomas V Gilboy
Chief Financial Officer,
Vice President

Dated : June 11, 2002

End of Filing