

# DGT HOLDINGS CORP.

Filed by  
**STEEL PARTNERS II LP**

## **FORM SC 13D/A** (Amended Statement of Beneficial Ownership)

Filed 11/26/02

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

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 2)(1)

DEL GLOBAL TECHNOLOGIES CORP.  
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(Name of Issuer)

COMMON STOCK, \$.10 PAR VALUE  
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(Title of Class of Securities)

245073 10 1  
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(CUSIP Number)

STEVEN WOLOSKY, ESQ.  
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP  
505 Park Avenue  
New York, New York 10022  
(212) 753-7200  
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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 20, 2002  
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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. / /

NOTE. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

STEEL PARTNERS II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
 (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

7 SOLE VOTING POWER  
 902,916

8 SHARED VOTING POWER  
 -0-

9 SOLE DISPOSITIVE POWER  
 902,916

10 SHARED DISPOSITIVE POWER  
 -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
 PERSON  
 902,916

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 8.7%

14 TYPE OF REPORTING PERSON\*  
 PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!



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CUSIP No. 245073 10 1  
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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

WEBFINANCIAL CORPORATION

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*  
WC

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e) / /

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

-----

NUMBER OF 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY 28,646  
OWNED BY

-----

EACH 8 SHARED VOTING POWER  
REPORTING -0-  
PERSON WITH

-----

9 SOLE DISPOSITIVE POWER  
28,646

-----

10 SHARED DISPOSITIVE POWER  
-0-

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
28,646

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

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Less than 1%

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14 TYPE OF REPORTING PERSON\*  
CO

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CUSIP No. 245073 10 1  
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The following constitutes Amendment No. 2 ("Amendment No. 2") to the Schedule 13D filed by the undersigned. This Amendment No. 2 amends the Schedule 13D as specifically set forth.

The first paragraph of Item 3 is hereby amended and restated as follows:

The aggregate purchase price of the 902,916 Shares owned by Steel Partners II is \$2,908,696. The Shares owned by Steel Partners II were acquired with partnership funds.

Item 5(a)-(b) is hereby amended and restated as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 10,347,515 Shares outstanding, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.

As of the close of business on November 22, 2002, Steel Partners II beneficially owned 902,916 Shares, constituting approximately 8.7% of the Shares outstanding. Mr. Lichtenstein beneficially owned 902,916 Shares, constituting approximately 8.7% of the Shares outstanding. Mr. Lichtenstein has sole voting and dispositive power with respect to the 902,916 Shares owned by Steel Partners II by virtue of his authority to vote and dispose of such Shares.

As of the close of business on November 22, 2002, WebFinancial beneficially owned 28,646 Shares, constituting less than 1% of the Shares outstanding.

Item 5(c) is hereby amended to add the following:

Schedule B annexed hereto lists all transactions in the Issuer's Shares since the filing of Amendment No. 1 to the Schedule 13D by the Reporting Persons. All of such transactions were effected in the open market.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 22, 2002

STEEL PARTNERS II, L.P.

By: Steel Partners, L.L.C.  
General Partner

By: /s/ Warren G. Lichtenstein

