

# DGT HOLDINGS CORP.

Filed by  
**STEEL PARTNERS II LP**

## FORM DFAN14A

(Additional Proxy Soliciting Materials - Non-Management (definitive))

Filed 04/07/03

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant / /  
Filed by a Party other than the Registrant /X/

Check the appropriate box:

- / / Preliminary Proxy Statement  
/ / Confidential, For Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))  
/ / Definitive Proxy Statement  
/ / Definitive Additional Materials  
/X/ Soliciting Material Under Rule 14a-12

DEL GLOBAL TECHNOLOGIES CORP.  
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(Name of Registrant as Specified in Its Charter)

STEEL PARTNERS II, L.P.  
WARREN G. LICHTENSTEIN  
WEBFINANCIAL CORPORATION  
HENRY PARTNERS, L.P.  
MATTHEW PARTNERS, L.P.  
HENRY INVESTMENT TRUST, L.P.  
CANINE PARTNERS, L.L.C.  
DAVID W. WRIGHT  
GERALD M. CZARNECKI  
SUZANNE M. HOPGOOD  
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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- /X/ No fee required.  
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- |  |
|--|
| (1) Title of each class of securities to which transaction applies: Not applicable   |
| (2) Aggregate number of securities to which transaction applies: Not applicable  |
| (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): Not applicable |
| (4) Proposed maximum aggregate value of transaction: Not applicable  |
| (5) Total fee paid: Not applicable   |

/ / Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid: Not applicable

(2) Form, Schedule or Registration Statement No.: Not applicable

(3) Filing Party: Not applicable

(4) Date Filed: Not applicable

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Steel Partners II, L.P. ("Steel") is filing materials contained in this Schedule 14A with the Securities and Exchange Commission in connection with a possible solicitation of proxies in support of the election of the nominees of Steel to the Board of Directors of Del Global Technologies Corp. (the "Company") at the 2003 annual meeting of the stockholders of the Company scheduled to be held on May 14, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting").

Item 1: On April 4, 2003, Steel issued the following press release announcing that it has filed preliminary proxy materials with the Securities and Exchange Commission with respect to the election of David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood to the Company's Board of Directors at the Annual Meeting:

PRESS RELEASE

STEEL PARTNERS FILES PRELIMINARY PROXY MATERIALS WITH RESPECT TO  
NOMINATIONS OF DIRECTORS OF DEL GLOBAL BOARD

NEW YORK--April 4, 2003--Steel Partners II, L.P. ("Steel") announced today that it had filed preliminary proxy materials seeking the election of three nominees to the Board of Directors of Del Global Technologies Corp. (Pink Sheets: DGTC.PK). Steel believes that the Del Global Board must be held accountable for the Company's poor corporate governance, poor financial and stock price performance, distracting government investigations and other legal proceedings and the deterioration of investor confidence in the company. Steel's nominees are David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood.

For further information regarding Steel's nominees, please see the preliminary proxy materials.

CERTAIN INFORMATION CONCERNING PARTICIPANTS

ON APRIL 4, 2003, STEEL PARTNERS II, L.P. ("STEEL") FILED A PRELIMINARY PROXY STATEMENT WITH THE SECURITIES AND EXCHANGE COMMISSION IN CONNECTION WITH THE ANNUAL MEETING OF SHAREHOLDERS OF DEL GLOBAL TECHNOLOGIES CORP. (THE "COMPANY") SCHEDULED FOR MAY 14, 2003 (THE "ANNUAL MEETING"). STEEL WILL PREPARE AND FILE A DEFINITIVE PROXY STATEMENT IN CONNECTION WITH THE ANNUAL MEETING. YOU SHOULD READ THE DEFINITIVE PROXY STATEMENT WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.

STEEL STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS WHEN THEY BECOME AVAILABLE AT THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov) OR BY CONTACTING INNISFREE M&A INCORPORATED, AT ITS TOLL-FREE NUMBER: 888-750-5834. DETAILED INFORMATION REGARDING THE IDENTITY AND INTERESTS OF INDIVIDUALS WHO MAY BE DEEMED PARTICIPANTS IN THE SOLICITATION OF PROXIES RELATING TO THE ANNUAL MEETING IS AVAILABLE IN THE PRELIMINARY PROXY STATEMENT FILED WITH THE SEC ON APRIL 4,

