

# DGT HOLDINGS CORP.

Filed by  
**STEEL PARTNERS II LP**

## FORM DFAN14A

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

Filed 04/09/03

Address	100 PINE AIRE DRIVE BAY SHORE, NY 11706
Telephone	631 231-6400
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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

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(2) Aggregate number of securities to which transaction applies: Not applicable

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): Not applicable

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(4) Proposed maximum aggregate value of transaction: Not applicable

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(5) Total fee paid: Not applicable  
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/ / Fee paid previously with preliminary materials:  
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/ / 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 9, 2003, Steel issued the following press release announcing that it has filed suit against the Company in the Supreme Court of the State of New York seeking to compel the Company to produce the records, documents and information related to the Company's shareholders that Steel is entitled to in connection with its nomination of three candidates for election at the Annual Meeting:

PRESS RELEASE

STEEL PARTNERS II, L.P. FILES SUIT AGAINST DEL GLOBAL TECHNOLOGIES CORP.,  
SEEK INFORMATION VITAL TO PROXY SOLICITATION

NEW YORK, NY - April 9, 2003 - Steel Partners II, L.P., member of a group of Del Global Technologies Corp. (Pink Sheets: DGTC.PK) shareholders seeking representation on the Del Global Board, today announced that it has filed suit against the Company in the Supreme Court of the State of New York. The litigation is intended to force Del Global to comply with Section 624 of the State Business Corporation Law and asks the Court to order the Company to produce the records, documents and information related to the Company's shareholders that the group is entitled to in connection with its nomination of three candidates for election to the Del Global Board at the Company's Annual Meeting scheduled for May 14, 2003.

Warren Lichtenstein, Managing Partner of Steel Partners II, stated, "We regret being forced to go to court to obtain information that, as shareholders in this Company, is ours by both law and right. We are simply seeking records that will enable us to communicate effectively with our fellow shareholders. Not surprisingly, the Del Global Board and management have refused our request. This is just the latest in a line of management misconduct and flawed corporate governance which has included, among other things: the failure to hold an annual meeting in over three years; an enforcement action by the Securities and Exchange Commission related to accounting irregularities which led to a restatement of company financial statements; suspension of trading on the NASDAQ national market and subsequent de-listing because of failure to make timely filings; a lack of internal oversight committees; various related-party transactions and compensation arrangements with directors and officers; consistent, sustained, and increased financial losses over the past three years; and, in light of the foregoing, the diminished return on investment for its shareholders."

In addition to Steel Partners II, L.P., the group includes private investment partnerships managed by investor David W. Wright. In addition to Mr. Wright, the group will solicit proxies for the election of venture capitalist and nationally recognized corporate governance consultant Gerald M. Czarnecki, and nationally recognized corporate governance expert Suzanne M. Hopgood, President of The Hopgood Group, LLC and former President, CEO and a director of Houlihan's Restaurant Group, Inc. Ms. Hopgood has extensive experience in corporate workouts, turnarounds and restructurings.

Regarding the court filing, Mr. Wright commented, "It is unfortunate that the current Board has seen fit to expend shareholders' money on easily avoidable litigation. We look forward to the coming election with confidence, and expect that Del Global shareholders will finally have the opportunity to express their views with their most effective voice - a vote for our nominees."

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CERTAIN INFORMATION CONCERNING PARTICIPANTS

Steel Partners II, L.P. ("Steel") has made a preliminary filing with the SEC of proxy materials to be used to solicit votes for the election of its nominees at the Annual Meeting of shareholders of Del Global Technologies Corp. (the "Company") scheduled for May 14, 2003.

Steel strongly advises all shareholders of the Company to read the proxy statement when it is available because it will contain important information. Such proxy statement will be available at no charge on the SEC's web site at <http://www.sec.gov>. In addition, the participants in any solicitation will provide copies of the proxy statement without charge upon request. Requests for copies should be directed to the participants' proxy solicitor, 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, 2003.

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