

DGT HOLDINGS CORP.

Filed by
STEEL PARTNERS II LP

FORM DFAN14A

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

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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.

(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

(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 11, 2003, Steel issued the following press release responding to the Company's recent announcement that two directors resigned from the board of directors and that the remaining directors have expanded the board and appointed three new directors.

Press Release

DEL GLOBAL SHAREHOLDER GROUP OUTRAGED
AS INCUMBENTS PACK BOARD OF DIRECTORS

New York, NY --(April 11, 2003)-- A group of Del Global Technologies Corp. (DGTC.PK) shareholders expressed outrage at management's recomposition of the Company's Board as it announced the arranged departure of two current directors, the expansion of the Board, and the appointment - not election - of three new directors to the open seats. The holder group, which is seeking shareholder representation on the Board, has filed a preliminary proxy statement in support of the election of its own three highly qualified director nominees unaffiliated with management.

David Wright, an investor, nominee and member of the group, condemned the incumbents' action as "an end run around the shareholders' basic right to elect their own representatives" and noted that, "Filling the boardroom with their appointees is just the latest in a string of actions adverse to shareholder democracy and good corporate governance perpetrated by this Board. With its first shareholders meeting in over three years barely a month away, it is disturbing that Del Global's management, in the face of a shareholder initiative to elect new, independent directors to the Board, has chosen to without explanation, simply install its hand picked representatives immediately instead of waiting for the shareholders to decide. We find it ludicrous for Mr. Park to characterize our efforts as a "no premium" takeover while Del shareholders now find their Company under the control of a Board composed entirely of appointees they had absolutely no say over and never elected."

Mr. Wright continued, "It seems obvious to us that Del management

fails to understand the most basic tenets of corporate democracy and are acting unilaterally to entrench themselves in office and preserve their control of Del Global. Their actions illustrate to us exactly what good corporate governance is intended to avoid. We call upon Mr. Park to immediately disclose any agreements the Company may have entered into in connection with the "retirement" of Messrs. Michael and Tiernan. Del Global belongs to its shareholders and their vote at the upcoming annual meeting will determine who oversees their investment in the Company."

Warren Lichtenstein, Managing Partner of Steel Partners II, one of Del Global's largest shareholders, voiced the group's concern over the process the Company used to identify the new appointees. "As described in the preliminary proxy statement we have filed with the SEC, our director nominees include Suzanne Hopgood and Gerald Czarnecki, people with world-class corporate governance credentials. We searched for independent shareholder representatives appropriate to Del Global's board. In contrast, the Company has just now established a nominating committee composed of directors chosen and appointed by Messrs. Park, Smith, and the two retired directors. We question the selection process used and believe that management's approach to Company directorships is likely emblematic of its entire governance record. Shareholders deserve better. We will offer them a real choice at the upcoming annual meeting - either more of

the same flawed corporate governance or our nominees on the Gold proxy. We believe the choice is clear."

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.

Contact: Innisfree M&A Inc.
Michael Brinn, 212-750-8253