

# DGT HOLDINGS CORP.

Filed by  
**STEEL PARTNERS II LP**

## FORM DFAN14A

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

Filed 04/16/03

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

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

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(3) Filing Party: Not applicable

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(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 15, 2003, Steel issued the following press release announcing that it has obtained certain stockholder information from the Company in response to a lawsuit filed by Steel against the Company in the Supreme Court of the State of New York, County of New York.

#### PRESS RELEASE

##### STEEL PARTNERS II, L.P. OBTAINS STOCKHOLDER INFORMATION FROM DEL GLOBAL TECHNOLOGIES CORP.

NEW YORK, NY - April 15, 2003 - Steel Partners II, L.P., a member of a group of Del Global Technologies Corp. (Pink Sheets: DGTC.PK) stockholders seeking representation on the Del Global Board, today announced that in response to a lawsuit filed by Steel against the Company in the Supreme Court of the State of New York, County of New York, Del Global has provided Steel with the stockholder information it was seeking.

Warren Lichtenstein, Managing Partner of Steel Partners II, stated, "We regret having been forced to go to court to obtain information that, as the Company belatedly concedes, we have every right to. Their initial refusal was just another example of corporate waste - we believe both sides could have easily avoided these totally unnecessary litigation expenses."

David Wright, an investor, member of the stockholder group and one of the group's nominees added, "We view the Company's failure to provide this information absent litigation as symptomatic of the indifference that we believe has characterized its dealings with its stockholders over the past few years and continues today. We question, for example, the information vacuum regarding the recent "retirement" of two directors. We understand that one of them, David Michael, is the recipient of a "Wells Notice" from the SEC indicating that the SEC is considering whether or not to recommend the filing of a civil proceeding against Mr. Michael in connection with Del Global's accounting issues. We question the candor of any shareholder communication that omits mention of this fact, and for that matter, the bestowing of the Separation Agreement and General Release of Claims upon Messrs. Tiernan and Michael, and again call for the public disclosure of these "retirement" agreements. The current President and CEO, Samuel Park, recently stated that the Company has "corrected the governance issues that led to Del's problems." In fact, the changes Mr. Park refers to were only implemented this month after negotiations between the group and the Company

to settle the contested solicitation of proxies failed."

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; former President, CEO and a director of Houlihan's Restaurant Group, Inc. Ms. Hopgood has extensive experience in corporate workouts, turnarounds and restructurings.

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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 stockholders of Del Global Technologies Corp. (the "Company") scheduled for May 14, 2003.

Steel strongly advises all stockholders 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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