

DGT HOLDINGS CORP.

Filed by
STEEL PARTNERS II LP

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

Filed 04/21/03

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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. 7)1

DEL GLOBAL TECHNOLOGIES CORP.

(Name of Issuer)

COMMON STOCK, \$.10 PAR VALUE

(Title of Class of Securities)

245073 10 1

(CUSIP Number)

STEVEN WOLOSKY, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
505 Park Avenue
New York, New York 10022
(212) 753-7200

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 18, 2003

(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) /X/
(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 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 1,558,516
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

1,558,516

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

1,558,516

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

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

15.1%

14 TYPE OF REPORTING PERSON*

PN

=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

WARREN G. LICHTENSTEIN

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 1,558,516
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

1,558,516

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

1,558,516

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

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

15.1%

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

WEBFINANCIAL CORPORATION

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(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 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 28,646
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
- 0 -

9 SOLE DISPOSITIVE POWER
28,646

10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

28,646

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

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

LESS THAN 1%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

HENRY PARTNERS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(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 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 233,000
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

233,000

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

233,000

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

2.3%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

MATTHEW PARTNERS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(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 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 114,298
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

114,298

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

114,298

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.1%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
HENRY INVESTMENT TRUST, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
PENNSYLVANIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER
347,298

8 SHARED VOTING POWER
- 0 -

9 SOLE DISPOSITIVE POWER
347,298

10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.3%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
CANINE PARTNERS, L.L.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
PENNSYLVANIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER
347,298

8 SHARED VOTING POWER
- 0 -

9 SOLE DISPOSITIVE POWER
347,298

10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

347,298

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.3%

14 TYPE OF REPORTING PERSON* OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

DAVID W. WRIGHT

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

3 SEC USE ONLY

4 SOURCE OF FUNDS* OO, PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 355,298

8 SHARED VOTING POWER - 0 -

9 SOLE DISPOSITIVE POWER 355,298

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

355,298

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

/ /

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

3.4%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

GERALD M. CZARNECKI

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

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

/ /

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

0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

SUZANNE M. HOPGOOD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

- 0 -

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

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

0%

14 TYPE OF REPORTING PERSON*

IN

=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

WALLACE BARNES

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY OWNED BY - 0 -
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

/ /

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

0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

The following constitutes Amendment No. 7 ("Amendment No. 7") to the Schedule 13D filed by Steel Partners II, L.P., Warren G. Lichtenstein and WebFinancial Corporation with the Securities and Exchange Commission on November 26, 2002. This Amendment No. 7 amends the Schedule 13D as specifically set forth.

Item 2 is hereby amended and restated to read as follows:

Item 2. Identity and Background.

(a)-(c) This Statement is filed jointly by Steel Partners II, L.P., a Delaware limited partnership ("Steel Partners II"), Warren G. Lichtenstein, WebFinancial Corporation, a Delaware corporation ("WebFinancial"), Henry Partners, L.P., a Delaware limited partnership ("Henry Partners"), Matthew Partners, L.P., a Delaware limited partnership ("Matthew Partners"), Henry Investment Trust, L.P., a Pennsylvania limited partnership ("HIT"), Canine Partners, L.L.C., a Pennsylvania limited liability company ("Canine"), David W. Wright, Gerald M. Czarnecki, Suzanne M. Hopgood and Wallace Barnes. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Steel Partners, L.L.C., a Delaware limited liability company ("Partners LLC"), is the general partner of Steel Partners II. The sole executive officer and managing member of Partners LLC is Warren Lichtenstein, who is Chairman of the Board, Chief Executive Officer and Secretary. The principal business of Steel Partners II is investing in the securities of small cap companies. The principal occupation of Mr. Lichtenstein is investing in the securities of small cap companies. WebFinancial is a holding company with subsidiaries operating in the banking and specialty finance industries. Set forth in Schedule A annexed hereto is the name and present principal occupation or employment and the name, principal business and address of any corporation or

other organization in which such employment is conducted, of each of WebFinancial's directors and executive officers, as of the date hereof. Mr. Lichtenstein is the President, Chief Executive Officer and a director of WebFinancial. Mr. Lichtenstein disclaims beneficial ownership of Shares owned by WebFinancial. Steel Partners II, Mr. Lichtenstein and WebFinancial are sometimes referred to collectively as the "Lichtenstein Group."

The business address of each member of the Lichtenstein Group is 590 Madison Avenue, 32nd Floor, New York, New York 10022.

David Wright is the President and Managing Member of Canine which is the general partner of HIT, which in turn is the general partner of each of Henry Partners and Matthew Partners. Henry Partners and Matthew Partners are private investment partnerships engaged in the purchase and sale of securities. HIT is the general partner of each of Henry Partners and Matthew Partners, and Canine is the general partner of HIT. The principal occupation of Mr. Wright is managing, through HIT, the investments of Henry Partners and Matthew Partners. Henry Partners, Matthew Partners, HIT, Canine and Mr. Wright are sometimes referred to collectively as the "Wright Group."

The business address of each member of the Wright Group is 255 South 17th Street, Suite 2501, Philadelphia, Pennsylvania 19103.

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The principal occupation of Gerald Czarnecki is serving as the Chairman and Chief Executive Officer of The Deltennium Corporation, a privately held holding company that operates various businesses of which Mr. Czarnecki is the principal stockholder. The business address of Mr. Czarnecki is c/o The Deltennium Corporation, 6900 Wisconsin Avenue, Suite #206, Bethesda, MD 20815.

The principal occupation of Suzanne Hopgood is serving as President of The Hopgood Group, LLC, a provider of consulting and interim management services to the hospitality and real estate industries. The business address of Ms. Hopgood is c/o The Hopgood Group, LLC, 44 Capitol Avenue, Suite 103A, Hartford, CT 06106.

Wallace Barnes is retired and dedicates a majority of his time serving as Chairman of the Connecticut Employment and Training Commission which is charged with overseeing and improving the coordination of all education, employment and training programs in Connecticut. The business address of Mr. Barnes is c/o Sky Bight Partners, 1875 Perkins Street, Bristol, CT 06010.

Each of the Reporting Persons is party to the Amended and Restated Joint Filing and Solicitation Agreement (the "Amended and Restated Joint Filing and Solicitation Agreement") as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(d) Neither the Reporting Persons nor any person listed in Schedule A has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither the Reporting Persons nor any person listed in Schedule A has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Warren Lichtenstein, David Wright, Gerald Czarnecki, Suzanne

Hopgood and Wallace Barnes are citizens of the United States of America.

Item 4 is hereby amended to add the following:

On April 18, 2003, Steel Partners II delivered a letter to the Issuer, a copy of which is attached as an exhibit hereto and incorporated herein by reference, to nominate Wallace Barnes as its fourth nominee for election to the Issuer's Board of Directors at the Issuer's 2003 annual meeting of stockholders 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").

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Item 5(a)-(b) is hereby amended to add the following:

Currently, Wallace Barnes does not beneficially own any Shares of Common Stock of the Issuer.

Item 6 is hereby amended to add the following:

On April 18, 2003, the Reporting Persons entered into the Amended and Restated Joint Filing and Solicitation Agreement, a copy of which is attached as an exhibit hereto and incorporated herein by reference, in which, among other things, (i) the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the Shares of Common Stock of the Issuer, (ii) the parties agreed to solicit proxies or written consents for the election of David W. Wright, Gerald M. Czarnecki, Suzanne M. Hopgood and Wallace Barnes (collectively, the "Nominees"), or any other person(s) nominated by Steel Partners II, to the Issuer's Board of Directors at the Annual Meeting (the "Solicitation"), (iii) Steel Partners II and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) agreed to bear all expenses incurred in connection with the Reporting Persons' activities, including approved expenses incurred by any of the parties in connection with the Solicitation, in amounts to be mutually agreed upon by Steel Partners II and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates); provided, however, that in no event shall the expenses borne by Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) exceed \$25,000 in the aggregate, and (iv) Steel Partners II agreed to indemnify and hold harmless each of the Nominees against any and all claims brought against the Nominees in connection with the Solicitation or any related transactions.

Item 7 is hereby amended to add the following Exhibit:

Exhibit 3 Director Nomination Letter from Steel Partners II, L.P. to Del Global Technologies Corp., dated April 18, 2003, together with the Amended and Restated Joint Filing and Solicitation Agreement attached thereto as Exhibit A.

[Signature Pages Follow]

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: April 18, 2003

STEEL PARTNERS II, L.P.

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

By: /s/ Warren G. Lichtenstein

Name: Warren G. Lichtenstein
Title: Managing Member

/s/ Warren G. Lichtenstein

WARREN G. LICHTENSTEIN

WEBFINANCIAL CORPORATION

By: /s/ Warren G. Lichtenstein

Name: Warren G. Lichtenstein
Title: President & Chief Executive Officer

HENRY PARTNERS, L.P.

By: Henry Investment Trust, L.P.
General Partner

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

By: /s/ David W. Wright

Name: David W. Wright
Title: President

MATTHEW PARTNERS, L.P.

By: Henry Investment Trust, L.P.
General Partner

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

By: /s/ David W. Wright

Name: David W. Wright
Title: President

HENRY INVESTMENT TRUST, L.P.

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

By: /s/ David W. Wright

Name: David W. Wright
Title: President

CANINE PARTNERS, L.L.C.

By: /s/ David W. Wright

Name: David W. Wright
Title: President

/s/ David W. Wright

DAVID W. WRIGHT

/s/ Gerald M. Czarnecki

GERALD M. CZARNECKI

/s/ Suzanne M. Hopgood

SUZANNE M. HOPGOOD

/s/ Wallace Barnes

WALLACE BARNES

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EXHIBIT INDEX

Exhibit

Page

1. Joint Filing Agreement, dated March 20, 2003 (previously filed).

2. Director Nomination Letter from Steel Partners II, L.P. ---
to Del Global Technologies Corp., dated March 26, 2003,
together with the Joint Filing and Solicitation Agreement
attached thereto as Exhibit B (previously filed).
3. Director Nomination Letter from Steel Partners II, L.P. 19 to 28
to Del Global Technologies Corp., dated April 18, 2003,
together with the Amended and Restated Joint Filing and
Solicitation Agreement attached thereto as Exhibit A.

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STEEL PARTNERS II, L.P.
590 MADISON AVENUE, 32ND FLOOR
NEW YORK, NEW YORK 10022

April 18, 2003

BY FACSIMILE AND FEDERAL EXPRESS

Del Global Technologies Corp.
One Commerce Park
Valhalla, NY 10595
Attention: Corporate Secretary

Re: Notice of Intention to Nominate Fourth Individual for Election as
Director at the 2003 Annual Meeting of Stockholders of Del Global
Technologies Corp.

Ladies and Gentlemen:

Reference is made to the letter from Steel Partners II, L.P., a Delaware limited partnership ("Steel") to Del Global Technologies Corp. ("Del Global") dated March 26, 2003 (the "Initial Nomination Letter") constituting Steel's notice of its nomination of three (3) nominees for election to the Board of Directors of Del Global (the "Del Global Board") at the 2003 annual meeting of stockholders of Del Global 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"). On April 11, 2003, Del Global publicly announced the purported resignation of two directors and the appointment of three new directors, effectively increasing the size of the Del Global Board from four (4) to five (5), and its intention to nominate its five (5) member board of directors at the Annual Meeting. Accordingly, pursuant to Article II, Section 13(c) of the Amended and Restated Bylaws (the "Bylaws") of Del Global, this letter shall serve to satisfy the advance notice requirements of the Bylaws as to the nomination by Steel of a fourth nominee for election to the Del Global Board at the Annual Meeting.

This letter and all Exhibits attached hereto are collectively referred to as the "Notice." Steel is the beneficial owner of 1,558,516 shares of common stock, \$.10 par value per share (the "Common Stock"), of Del Global (not including shares of Common Stock beneficially owned by the other parties to the Amended and Restated Joint Filing and Solicitation Agreement, as described

below), 1,000 shares of which are held of record. In addition to David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood who were nominated by Steel pursuant to the Initial Nomination Letter, through this Notice, Steel hereby nominates and notifies you of its intent to nominate Wallace Barnes as its fourth nominee to be elected to the Del Global Board at the Annual Meeting (David W. Wright, Gerald M. Czarnecki, Suzanne M. Hopgood and Wallace Barnes, collectively referred to in this Notice as the "Nominees"). Steel believes that the Del Global Board is currently composed of five (5) directors. To the extent there are in excess of five (5) vacancies on the Del Global Board to be filled by election at the Annual Meeting or Del Global increases the size of the Del Global Board above its existing size, Steel reserves the right to nominate additional nominees to be elected to the Del Global Board at the Annual Meeting.

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Additional nominations made pursuant to the preceding sentence are without prejudice to the position of Steel that any attempt to increase the size of the current Del Global Board constitutes an unlawful manipulation of Del Global's corporate machinery. If this Notice shall be deemed for any reason by a court of competent jurisdiction to be ineffective with respect to the nomination of Wallace Barnes at the Annual Meeting, or if Wallace Barnes shall be unable to serve for any reason, this Notice shall continue to be effective with respect to any replacement nominee selected by Steel. The information concerning Wallace Barnes required by Article II, Section 13 of the Bylaws is set forth below:

1. The information concerning Wallace Barnes required by Regulation 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act") is as follows:

WALLACE BARNES (Age 77) served in various capacities including President, Chief Executive Officer, Chairman of the Board and Non-Executive Chairman of Barnes Group Inc., a diversified international manufacturer of precision components and assemblies and distributor of industrial supplies listed on the NYSE, from 1954 to April 1995. From 1971 to May 1996, Mr. Barnes served as a director of Aetna Life & Casualty Company, a predecessor of Aetna Inc., a leading health care provider listed on the NYSE. From December 1988 to December 1998, he served as a director of Rohr, Inc., an aerospace supplier listed on the NYSE prior to its merger with B. F. Goodrich Company, during which time he also served as Chairman of the Board beginning in December 1994. From May 1983 to May 1998, he served as a director of Rogers Corporation, a developer and manufacturer of high-performance specialty materials for the wireless communications, computers and networking, imaging, transportation and consumer industries listed on the NYSE. He has also served as Chairman of the Board of Tradewind Turbines, Inc., an aircraft maintenance and overhaul company, since December 1993. Mr. Barnes currently dedicates a majority of his time serving as Chairman of the Connecticut Employment and Training Commission which is charged with overseeing and improving the coordination of all education, employment and training programs in Connecticut. Governor John Rowland appointed Mr. Barnes to this position in February 1997. The business address of Mr. Barnes is c/o Sky Bight Partners, 1875 Perkins Street, Bristol, Connecticut 06010.

On April 18, 2003, Steel, WebFinancial Corporation, a Delaware corporation, Warren G. Lichtenstein, Henry Partners, L.P., a Delaware limited partnership, Matthew Partners, L.P., a Delaware limited partnership, Henry Investment Trust, L.P., a Pennsylvania limited partnership, Canine Partners, L.L.C., a Pennsylvania limited liability company, David W. Wright, Gerald M. Czarnecki, Suzanne M. Hopgood and Wallace Barnes entered into an Amended and Restated Joint Filing and Solicitation Agreement in which, among other things, (i) the parties agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the Common Stock of Del Global, (ii)

the parties agreed to solicit proxies or written consents for the election of the Nominees, or any other person(s) nominated by Steel, to the Del Global Board at the Annual Meeting (the "Solicitation"), (iii) Steel and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) agreed to bear all expenses incurred in connection with the parties' activities, including approved expenses incurred by any of the parties in connection with the Solicitation, in amounts to be mutually agreed upon by Steel and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates); provided, however, that in no event shall the expenses borne by Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) exceed \$25,000 in the aggregate and (iv) Steel agreed to indemnify and hold harmless each of the Nominees

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against any and all claims brought against the Nominees in connection with the Solicitation or any related transactions. The Amended and Restated Joint Filing and Solicitation Agreement is attached hereto as Exhibit A and incorporated herein by reference and all references contained herein are qualified in their entirety by reference to such Amended and Restated Joint Filing and Solicitation Agreement.

Except as set forth in this Notice, including the Exhibits hereto, as of the date hereof Wallace Barnes (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) in the past ten years; (ii) does not own any securities of Del Global, or any parent or subsidiary of Del Global, directly or indirectly, beneficially or of record, and has not purchased or sold any securities of Del Global within the past two years, and none of his associates beneficially owns, directly or indirectly, any securities of Del Global; (iii) does not own any securities of Del Global, or any parent or subsidiary of Del Global, of record but not beneficially; (iv) is not, and was not within the past year, a party to any contract arrangement or understanding with any person with respect to any securities of Del Global, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits or the giving or withholding of proxies; (v) has no, and his associates or any member of his immediate family have no (a) employment with Del Global or its affiliates or (b) material interest, direct or indirect in any transaction, or series of similar transactions, to which Del Global or any of its subsidiaries was, is or will be a party to and in which the amount involved exceeds \$60,000.00; (vi) has no, and his associates have no arrangements or understandings with any person pursuant to which he was or is to be selected as a director, nominee or officer of Del Global; (vii) has no substantial interest in the matters to be acted on at the Annual Meeting, except his interest in being nominated and elected as a director; and (viii) has not been a party to a legal proceeding described in Item 401(f) of Regulation S-K of the Exchange Act in the past five years.

2. Wallace Barnes has consented to be named as a nominee in this Notice, to be named as a nominee in any proxy statement filed by Steel in connection with the Solicitation and to serve as a director of Del Global if so elected. Such consent is attached hereto as Exhibit B.
3. The name and address of Steel, as we believe they appear on Del Global's books, is Steel Partners II, L.P., 150 East 52nd Street, 21st Floor, New York, New York 10022.
4. As of the date hereof, Steel is the beneficial owner of 1,558,516 shares of Common Stock of Del Global, 1,000 shares of which are held

of record.

- 5. Steel hereby represents that it intends to deliver a proxy statement and form of proxies to a sufficient number of holders of Del Global's voting shares to elect Wallace Barnes.

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Please address any correspondence to Steel Partners II, L.P., Attention: Warren Lichtenstein, telephone (212) 758-3232, facsimile (212) 758-5789 (with a copy to our counsel, Olshan Grundman Frome Rosenzweig & Wolosky LLP, 505 Park Avenue, New York, New York 10022, Attention: Steven Wolosky, Esq., telephone (212) 753-7200, facsimile (212) 755-1467). The giving of this Notice is not an admission that the procedures for notice contained in the Bylaws are legal, valid or binding, and Steel reserves the right to challenge their validity. In addition, Steel reserves the right to challenge any effort by Del Global or the Del Global Board to conduct the Annual Meeting on any date other than May 14, 2003.

Very truly yours,

STEEL PARTNERS II, L.P.

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

/s/ Warren G. Lichtenstein

Warren G. Lichtenstein
Managing Member

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EXHIBIT A

AMENDED AND RESTATED

JOINT FILING AND SOLICITATION AGREEMENT

WHEREAS, Steel Partners II, L.P., a Delaware limited partnership ("Steel"), WebFinancial Corporation, a Delaware corporation, Warren G. Lichtenstein, Henry Partners, L.P., a Delaware limited partnership, Matthew Partners, L.P., a Delaware limited partnership, Henry Investment Trust, L.P., a Pennsylvania limited partnership, Canine Partners, L.L.C., a Pennsylvania

limited liability company, David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood are parties to that certain Joint Filing and Solicitation Agreement dated March 26, 2003 (the "Agreement") in connection with the formation of a group for the purpose of seeking representation on the Board of Directors of Del Global Technologies Corp., a New York corporation ("Del Global") at the 2003 annual meeting of stockholders of Del Global 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");

WHEREAS, on March 26, 2003, Steel nominated David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood for election to the Board of Directors of Del Global at the Annual Meeting;

WHEREAS, Steel has agreed to nominate Wallace Barnes as a fourth nominee for election to the Del Global Board of Directors at the Annual Meeting (David W. Wright, Gerald M. Czarnecki, Suzanne M. Hopgood and Wallace Barnes, each a "Nominee" and collectively, the "Nominees");

WHEREAS, Steel has agreed to indemnify and hold harmless each of the Nominees in connection with the solicitation of proxies or written consents for the election of the Nominees at the Annual Meeting.

NOW, IT IS AGREED, this 18th day of April 2003 by the parties hereto that the Agreement is amended and restated as follows:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, each of the undersigned (collectively, the "Group") agrees to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the Common Stock of Del Global (the "Shares"). Each member of the Group shall be responsible for the accuracy and completeness of his/her/its own disclosure therein.

2. So long as this agreement is in effect, each of the undersigned shall provide written notice to Olshan Grundman Frome Rosenzweig & Wolosky LLP ("Olshan") of (i) any of their purchases or sales of Shares; or (ii) any Shares over which they acquire or dispose of beneficial ownership. Notice shall be given no later than 24 hours after each such transaction.

3. Each of the undersigned agrees to solicit proxies or written consents for the election of the Nominees, or any other person(s) nominated by Steel, to the Board of Directors of Del Global at the Annual Meeting.

4. Steel and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) hereby agrees to bear all expenses incurred in connection with the Group's activities, including expenses incurred by any of the parties in a solicitation of proxies or written consents by the members of the Group in connection with the Annual Meeting, in amounts to be mutually agreed upon by Steel and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates); provided, however, that in no event shall the expenses borne by Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) exceed \$25,000 in the aggregate. Notwithstanding the foregoing, Steel, Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) shall not be required to reimburse any party for (i) out-of-pocket expenses incurred by a party in the aggregate in excess of \$250 without the prior written approval of Steel, Henry Partners, L.P. or Matthew Partners, L.P.; (ii) the value of the time of any party; (iii) legal fees incurred without the prior written approval of Steel,

10. Each party acknowledges that Olshan shall act as counsel for both the Group and Steel.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

STEEL PARTNERS II, L.P.

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

By: /s/ Warren G. Lichtenstein

Name: Warren G. Lichtenstein
Title: Managing Member

/s/ Warren G. Lichtenstein

WARREN G. LICHTENSTEIN

WEBFINANCIAL CORPORATION

By: /s/ Warren G. Lichtenstein

Name: Warren G. Lichtenstein
Title: President & Chief Executive
Officer

HENRY PARTNERS, L.P.

By: Henry Investment Trust, L.P.
General Partner

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

By: /s/ David W. Wright

Name: David W. Wright
Title: President

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MATTHEW PARTNERS, L.P.

By: Henry Investment Trust, L.P.
General Partner

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

By: /s/ David W. Wright

Name: David W. Wright
Title: President

HENRY INVESTMENT TRUST, L.P.

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

By: /s/ David W. Wright

Name: David W. Wright
Title: President

CANINE PARTNERS, L.L.C.

By: /s/ David W. Wright

Name: David W. Wright
Title: President

/s/ David W. Wright

DAVID W. WRIGHT

/s/ Gerald M. Czarnecki

GERALD M. CZARNECKI

/s/ Suzanne M. Hopgood

SUZANNE M. HOPGOOD

/s/ Wallace Barnes

WALLACE BARNES

EXHIBIT B

WALLACE BARNES
C/O SKY BIGHT PARTNERS
1875 PERKINS STREET
BRISTOL, CONNECTICUT 06010

April 18, 2003

Attention: Corporate Secretary
Del Global Technologies Corp.
One Commerce Park
Valhalla, NY 10595

Gentlemen:

You are hereby notified that the undersigned consents to (i) being named as a nominee in the notice provided by Steel Partners II, L.P. ("Steel") of its intention to nominate the undersigned as a director of Del Global Technologies Corp. ("Del Global") at the 2003 annual meeting of stockholders 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 "Meeting"), (ii) being named as a nominee in any proxy statement filed by Steel in connection with the solicitation of proxies or written consents for election of the undersigned at the Meeting, and (iii) serving as a director of Del Global if elected at the Meeting.

Very truly yours,

/s/ Wallace Barnes
Wallace Barnes