

DGT HOLDINGS CORP.

Filed by
STEEL PARTNERS II LP

FORM DFAN14A

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

Filed 04/22/03

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.

(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
WALLACE BARNES

(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

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 22, 2003, Steel issued the following press release announcing that it has added Wallace Barnes to its slate of nominees for election to the Del Global Board of Directors at the Annual Meeting.

PRESS RELEASE

WALLACE BARNES ADDED TO DEL GLOBAL TECHNOLOGIES CORP.
STOCKHOLDERS' SLATE FOR MAY 14TH ANNUAL MEETING

NEW YORK, NY - April 22, 2003 -- A group of Del Global Technologies Corp. (Pink Sheets: DGTC.PK) stockholders today announced that they have added Wallace Barnes to their slate of nominees for election to the Del Global Board of Directors at the Company's annual meeting of stockholders scheduled for May 14, 2003. The group includes Steel Partners II, L.P., an investment partnership controlled by Warren Lichtenstein, and Henry Investment Trust, L.P., which acts as general partner to private investment partnerships managed by investor David W. Wright.

Commenting on Mr. Barnes' addition to the slate, Mr. Wright noted that "We are delighted that Mr. Barnes has agreed to join us in seeking to bring true shareholder representation to the Del Global board. His record of accomplishment and broad experience are significant resources that will be of real value to Del Global shareholders as we move forward."

Wallace Barnes formerly served as 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. Mr. Barnes has also served as a director of Aetna Life & Casualty Company, a predecessor of Aetna Inc.(NYSE), a leading health care provider; as Chairman of the Board and a director of Rohr, Inc.(NYSE), an aerospace supplier prior to its merger with B. F. Goodrich Company; and a director of Rogers Corporation (NYSE), a developer and manufacturer of high-performance specialty materials for the wireless communications, computers and networking, imaging, transportation and consumer industries.

Warren Lichtenstein, Managing Partner of Steel Partners II, L.P. noted that, "The addition of Mr. Barnes as a nominee highlights once again the

fact that this slate is comprised of independent, accomplished business-persons seeking to bring change to Del Global for the benefit of all shareholders. We consider ourselves fortunate that Wally Barnes was able to take on this commitment on the short notice necessitated by the Del Board's recent actions."

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](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 OTHER THAN WALLACE BARNES IS AVAILABLE IN THE PRELIMINARY PROXY STATEMENT FILED BY THE PARTICIPANTS WITH THE SEC ON APRIL 16, 2003. DETAILED INFORMATION RELATING TO WALLACE BARNES IS AVAILABLE IN THE SCHEDULE 13D FILED BY THE PARTICIPANTS WITH THE SEC ON THE DATE HEREOF.

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