

# DGT HOLDINGS CORP.

Filed by  
**STEEL PARTNERS II LP**

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

Filed 06/11/03

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

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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. 8)1

DEL GLOBAL TECHNOLOGIES CORP.  
-----

(Name of Issuer)

COMMON STOCK, \$.10 PAR VALUE  
-----

(Title of Class of Securities)

245073 10 1  
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(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)

June 3, 2003  
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(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

-----  
CUSIP No. 245073 10 1  
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13D

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

WARREN G. LICHTENSTEIN

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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
---	---

-----

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

-----

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
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  15.1%
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14	TYPE OF REPORTING PERSON*
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IN

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\*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!

CUSIP No. 245073 10 1

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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



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\*  
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 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY 347,298  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

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

- 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

- 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)

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 -



- 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!

CUSIP No. 245073 10 1

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The following constitutes Amendment No. 8 ("Amendment No. 8") 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. 8 amends the Schedule 13D as specifically set forth.

Items 2 and 4 are hereby amended to add the following:

On June 3, 2003, the Issuer announced that David W. Wright, Gerald M. Czarnecki, Suzanne M. Hoppood and Wallace Barnes were elected to the Board of Directors of the Issuer at its Annual Meeting of Shareholders held on May 29, 2003. Accordingly, the Section 13D group comprised of the Reporting Persons has been disbanded and the Wright Group, Gerald M. Czarnecki, Suzanne M. Hoppood and Wallace Barnes are no longer Reporting Persons. There are currently no agreements between or among the Wright Group, Gerald M. Czarnecki, Suzanne M. Hoppood and Wallace Barnes nor between any of them and any member of the Lichtenstein Group regarding the securities of the Issuer. As disclosed in the proxy statement of Steel Partners II with respect to the solicitation of proxies at the Annual Meeting, Steel Partners II and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) intend to seek reimbursement of the costs of the solicitation from the Issuer. The Lichtenstein Group will continue filing as a group statements on Schedule 13D with respect to its beneficial ownership of securities of the Issuer to the extent required by law.

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: June 11, 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

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WARREN G. LICHTENSTEIN

WEBFINANCIAL CORPORATION

By: /s/ Warren G. Lichtenstein

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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

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SUZANNE M. HOPGOOD

/s/ Wallace Barnes

-----  
WALLACE BARNES



Exhibit Index

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	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. 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 (previously filed).	---