

# DGT HOLDINGS CORP.

Filed by  
**STEEL PARTNERS II LP**

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

Filed 08/05/03

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. 9)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)

July 31, 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)

(Page 1 of 9 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	
	7	SOLE VOTING POWER  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	
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	

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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	
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	
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*	

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IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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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)

WEBFINANCIAL CORPORATION

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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\*  
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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		28,646

-----

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)

-----  
14 TYPE OF REPORTING PERSON\*

CO  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 245073 10 1

13D

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The following constitutes Amendment No. 9 ("Amendment No. 9") 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. 9 amends the Schedule 13D as specifically set forth.

Item 4 is hereby amended to add the following:

On July 31, 2003, Steel Partners II delivered a letter to the Board of Directors of the Issuer congratulating the Board of Directors for implementing the strategy Steel Partners II enumerated during the recent proxy contest to enhance the value of the Issuer and expressing its support for the recent actions the Board of Directors has taken. A copy of the letter is attached as an exhibit hereto and incorporated herein by reference.

Item 5(a)-(b) is hereby amended and restated to read as follows:

(a)-(b) The aggregate percentage of Shares reported owned by each person named herein is based upon 10,332,548 Shares outstanding, which is the total number of Shares outstanding as of June 23, 2003 as reported in the Issuer's Form 10-Q for the quarter ended May 3, 2003.

As of the close of business on August 4, 2003, Steel Partners II beneficially owned 1,558,516 Shares, constituting approximately 15.1% of the Shares outstanding. Mr. Lichtenstein beneficially owned 1,558,516 Shares, constituting approximately 15.1% of the Shares outstanding. By virtue of his positions with Steel Partners II, Mr. Lichtenstein has sole voting and dispositive power with respect to the 1,558,516 Shares owned by Steel Partners II.

As of the close of business on August 4, 2003, WebFinancial beneficially owned 28,646 Shares, constituting less than 1% of the Shares outstanding.

The Reporting Persons have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended. In the aggregate, the Reporting Persons may be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) 1,587,162 Shares, constituting approximately 15.4% of the Shares outstanding.

The filing of this Statement and any future amendment by the Reporting Persons, and the inclusion of information herein and therein, shall not be considered an admission that any of such persons, for the purpose of Section 13(d) of the Securities Exchange Act of 1934, as amended, or otherwise, are the beneficial owners of any Shares in which such persons do not have a pecuniary interest.

Item 7 is hereby amended to add the following exhibit:

Exhibit 4 Letter from Steel Partners II, L.P. to the Board of  
Directors of Del Global Technologies Corp. dated July  
31, 2003.

[Signature Page Follows]

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: August 4, 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

## Exhibit Index

	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).	---
4. Letter from Steel Partners II, L.P. to the Board of Directors of Del Global Technologies Corp. dated July 31, 2003.	9

Steel Partners II, L.P.  
590 Madison Avenue  
32nd Floor  
New York, NY 10022  
Tel: (212)-758-3232  
Fax: (212)-758-5789

July 31, 2003

The Board of Directors  
Attn: Messrs: Barnes, Czarnecki, Hopgood, Smith, Jr., Wright  
Del Global Technologies Corp.  
One Commerce Park  
Valhalla, NY 10595

Board of Directors:

As the company's largest shareholder, we would like to congratulate the Board of Directors of Del Global Technologies Corp. for implementing the strategy we enumerated during the proxy contest to enhance the value of the company. Accordingly, we are writing to express our support for the recent actions the Board of Directors of DGTC has taken.

When we nominated four independent directors for Del Global's Board, we stated that if our nominees were elected, Del Global stockholders could expect the



following from our nominees:

- o Elimination of the poison pill.- DONE
- o Restoration of the right of stockholders to call a special meeting. - DONE
- o Strong, independent management oversight. - DONE & ONGOING
- o An end to any hint of abusive practices.
- o Promotion of real performance based compensation.
- o Awareness of and openness to all strategic options.
- o Aggressive pursuit of relisting.
- o Effective individual and institutional investor relations efforts.

We were obviously pleased when Del Global's shareholders overwhelming elected our slate of independent nominees. We look forward to hearing from Del Global on a continuing basis and we are here to assist you in your efforts in any way we can.

Respectfully,

/s/ Warren Lichtenstein

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Warren Lichtenstein

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**End of Filing**

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