

DGT HOLDINGS CORP.

Filed by
STEEL PARTNERS II LP

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

Filed 10/22/03

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

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. 10)1

DEL GLOBAL TECHNOLOGIES CORP.

(Name of Issuer)

COMMON STOCK, \$.10 PAR VALUE

(Title of Class of Securities)

245073 10 1

(CUSIP Number)

WARREN G. LICHTENSTEIN
STEEL PARTNERS II, L.P.
590 Madison Avenue, 32nd Floor
New York, New York 10022
(212) 758-3232

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

October 16, 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 1,803,516
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

1,803,516

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
 PERSON

1,803,516

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

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

17.5%

14 TYPE OF REPORTING PERSON*

PN

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

STEEL 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
---	--------------------------------------

DELAWARE

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

1,803,516

8	SHARED VOTING POWER
---	---------------------

- 0 -

9	SOLE DISPOSITIVE POWER
---	------------------------

1,803,516

10	SHARED DISPOSITIVE POWER
----	--------------------------

- 0 -

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
----	---

1,803,516

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

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

17.5%

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

OO

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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)

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 1,803,516
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

1,803,516

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

1,803,516

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

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

17.5%

14 TYPE OF REPORTING PERSON*

*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%

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The following constitutes Amendment No. 10 ("Amendment No. 10") 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. 10 amends the Schedule 13D as specifically set forth.

Item 2(a)-(c) is hereby amended to add the following:

(a)-(c) 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. Accordingly, Partners LLC is a member of the "Lichtenstein Group" and referred to herein as a "Reporting Person." The principal business of Partners LLC is acting as the general partner of Steel Partners II. The principal business address of Partners LLC is 590 Madison Avenue, 32nd Floor, New York, New York 10022.

Item 3 is hereby amended and restated as follows:

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price of the 1,803,516 Shares held by Steel Partners II is \$5,092,035.00, including brokerage commissions. The Shares held by Steel Partners II were acquired with partnership funds.

The aggregate purchase price of the 28,646 Shares held by WebFinancial is \$106,151.00, including brokerage commissions. The Shares held by WebFinancial were acquired with its working capital.

Item 4 is hereby amended to add the following:

In addition to the securities beneficially owned by the Reporting Persons reported in this Schedule 13D, Steel Partners II is the beneficial owner of 6% Subordinated Promissory Notes due March 2007 issued by the Issuer in the aggregate principal amount of \$68,074.

Item 5(a)-(b) is hereby amended and restated 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 October 21, 2003, Steel Partners II beneficially owned 1,803,516 Shares, constituting approximately 17.5% of the Shares outstanding. As the general partner of Steel Partners II, Partners LLC may be deemed to beneficially own the 1,803,516 Shares owned by Steel Partners II, constituting approximately 17.5% of the Shares outstanding. As the sole executive officer and managing member of Partners LLC, which in turn is the

general partner of Steel Partners II, Mr. Lichtenstein may be deemed to beneficially own the 1,803,516 Shares owned by Steel Partners II, constituting

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approximately 17.5% of the Shares outstanding. Mr. Lichtenstein has sole voting and dispositive power with respect to the 1,803,516 Shares owned by Steel Partners II by virtue of his authority to vote and dispose of such Shares.

As of the close of business on October 21, 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) 1,832,162 Shares, constituting approximately 17.7% 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 5(c) is hereby amended to add the following:

Schedule B annexed hereto lists all transactions in the Issuer's Shares by Steel Partners II during the past sixty days. All of such transactions were effected in the open market.

[Signature Page Follows]

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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: October 21, 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

STEEL PARTNERS, L.L.C.

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

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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 (previously filed).	--

SCHEDULE B

TRANSACTIONS IN THE SHARES BY STEEL PARTNERS II
DURING THE PAST 60 DAYS

Shares of Common Stock Purchased -----	Price Per Share -----	Date of Purchase -----
	STEEL PARTNERS II, L.P. -----	
165,000	\$2.0561	10/16/03
80,000	\$2.1000	10/21/03

End of Filing

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