

DGT HOLDINGS CORP.

FORM 8-K (Current report filing)

Filed 11/22/06 for the Period Ending 11/17/06

Address	100 PINE AIRE DRIVE BAY SHORE, NY 11706
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) November 17, 2006

DEL GLOBAL TECHNOLOGIES CORP.

(Exact name of registrant as specified in charter)

New York

0-3319

13-1784308

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

11550 West King Street, Franklin Park, IL

60131

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (847) 288-7000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 3.03 MATERIAL MODIFICATIONS TO RIGHTS OF SECURITY HOLDERS.

The disclosure included under Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

At a special meeting of shareholders of Del Global Technologies Corp. (the "Corporation") held on November 17, 2006, following appropriate authorization by the Corporation's board of directors at a meeting held on September 25, 2006, the Corporation's shareholders approved an Amendment of the Certificate of Incorporation of the Corporation (the "Amendment") to increase the number of authorized shares of the Corporation's common stock, par value \$.10 per share, from twenty million (20,000,000) shares to fifty million (50,000,000) shares. The Amendment became effective on November 20, 2006, when, pursuant to section 805 of the Business Corporation Law of the State of New York, a Certificate of Amendment of the Certificate of Incorporation of the Corporation, in the appropriate form, was signed and delivered to the Department of State of the State of New York.

The authorization to issue additional shares of common stock does not, in itself, affect the rights of shareholders. However, the issuance of additional shares of common stock may, among other things, have a dilutive effect on the voting power, earnings per share and equity of present holders of the Corporation's common stock. The actual effect of such an issuance on present holders of the Corporation's common stock cannot be ascertained until such an issuance occurs.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS

Exhibit No. -----	Exhibits -----
3.1	Certificate of Amendment of the Certificate of Incorporation of Del Global Technologies Corp.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DEL GLOBAL TECHNOLOGIES CORP.

(Registrant)

Date: November 22, 2006

By: /s/ Mark A. Zorko

Mark A. Zorko
Secretary

EXHIBIT INDEX

Exhibit No. -----	Exhibits -----
3.1	Certificate of Amendment of the Certificate of Incorporation of Del Global Technologies Corp.

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
DEL GLOBAL TECHNOLOGIES CORP.

UNDER SECTION 805 OF THE
BUSINESS CORPORATION LAW

DEL GLOBAL TECHNOLOGIES CORP. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Law of the State of New York, does hereby certify as follows:

1. The name of the corporation is Del Global Technologies Corp. The name under which the corporation was formed is Del Electronics Corp.

2. The certificate of incorporation of the Corporation was filed by the Department of State on October 26, 1954.

3. The amendment of the certificate of incorporation effected by this certificate of amendment is as follows:

To increase the number of authorized shares of common stock, \$.10 par value, from twenty million (20,000,000) shares to fifty million (50,000,000) shares, \$.10 par value.

4. To accomplish the foregoing amendment, paragraph "Third" of the certificate of incorporation of the Corporation is hereby amended to read as follows:

"THIRD: the aggregate number of shares which the Corporation shall have authority to issue is Fifty Million (50,000,000) shares of common stock, \$.10 par value."

5. The amendment of the certificate of incorporation of the Corporation effected by this certificate, in accordance with the provisions of Sections 801, 803 and 805 of the Business Corporation Law of the State of New York, was duly authorized by vote of the Board of Directors of the Corporation at a meeting held on September 25, 2006, followed by vote of a majority of all outstanding shares entitled to vote thereon which were cast at a special meeting of shareholders held on November 17, 2006.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, we have hereunto signed this certificate this 17th day of November, 2006, and affirmed that the statements made herein are true under penalties of perjury.

DEL GLOBAL TECHNOLOGIES CORP.

By: /s/ James A. Risher

James A. Risher
President and Chief Executive
Officer

By: /s/ Mark A. Zorko

Mark A. Zorko

Secretary

SIGNATURE PAGE TO THE CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION