

# DGT HOLDINGS CORP.

Reported by  
**LICHTENSTEIN WARREN G**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/14/11 for the Period Ending 03/10/11

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

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>STEEL PARTNERS HOLDINGS L.P.</b>  (Last) (First) (Middle)  <b>590 MADISON AVENUE, 32ND FLOOR,</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>DGT Holdings Corp. [ DGTC.OB ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span>  <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/10/2011</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.10 par value (1)	3/10/2011		P		20762	A	\$9.9500	1768890	I (2)	By Steel Partners II, L.P.
Common Stock, \$.10 par value (1)								14828	D (3)	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) This Form 4 is filed jointly by Steel Partners Holdings L.P. ("Steel Holdings"), Steel Partners II, L.P. ("Steel Partners II"), Steel Partners LLC ("Partners LLC") and Warren G. Lichtenstein. Steel Holdings, Partners LLC, and Mr. Lichtenstein may be deemed to be 10% owners of the Issuer and Steel Partners II is a 10% owner of the Issuer.
- (2) Shares owned directly by Steel Partners II and owned indirectly by Steel Holdings by virtue of it being the sole limited partner of Steel Partners II, by Partners LLC by virtue of it being the manager of Steel Partners II and Steel Holdings and by Mr. Lichtenstein by virtue of his position as the manager of Partners LLC. Steel Holdings, Partners LLC and Mr. Lichtenstein disclaim beneficial ownership of the shares owned by Steel Partners II except to the extent of their pecuniary interest therein.
- (3) Shares owned directly by Steel Holdings, and owned indirectly by Partners LLC by virtue of it being the manager of Steel Holdings and by Mr. Lichtenstein by virtue of his position as the manager of Partners LLC. Partners LLC and Mr. Lichtenstein disclaim beneficial ownership of the shares owned by Steel Holdings except to the extent of their pecuniary interest therein.

**Reporting Owners**

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>STEEL PARTNERS HOLDINGS L.P.</b> <b>590 MADISON AVENUE, 32ND FLOOR</b> <b>NEW YORK, NY 10022</b>		X		
<b>Steel Partners LLC</b> <b>C/O STEEL PARTNERS HOLDINGS L.P.</b> <b>590 MADISON AVENUE, 32ND FLOOR</b> <b>NEW YORK, NY 10022</b>		X		
<b>LICHTENSTEIN WARREN G</b> <b>C/O STEEL PARTNERS HOLDINGS L.P.</b> <b>590 MADISON AVENUE, 32ND FLOOR</b> <b>NEW YORK, NY 10022</b>		X		
<b>STEEL PARTNERS II LP</b> <b>C/O STEEL PARTNERS HOLDINGS L.P.</b> <b>590 MADISON AVENUE, 32ND FLOOR</b> <b>NEW YORK, NY 10022</b>		X		

**Signatures**

**By: Steel Partners Holdings L.P., By: Steel Partners Holdings GP Inc., General Partner, By: /s/ Sanford Antignas, Chief Operating Officer**

**3/14/2011**

\*\* Signature of Reporting Person

Date

**By: Steel Partners LLC, By: /s/ Sanford Antignas, Chief Operating Officer**

**3/14/2011**

\*\* Signature of Reporting Person

Date

**By: /s/ Sanford Antignas, as Attorney In Fact for Warren G. Lichtenstein**

**3/14/2011**

\*\* Signature of Reporting Person

Date

**By: Steel Partners II, L.P., By: Steel Partners II GP LLC, General Partner, By: /s/ Sanford Antignas, Chief Operating Officer**

**3/14/2011**

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.