

DGT HOLDINGS CORP.
Reported by
STEEL PARTNERS HOLDINGS GP INC.

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 01/04/12 for the Period Ending 01/01/12

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	07/28

FORM 3

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

OMB APPROVAL
OMB Number: 3235-0104
Expires: November 30,
2011
Estimated average burden
hours per response... 0.5

INITIAL STATEMENT OF 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(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Steel Partners Holdings GP Inc.	2. Date of Event Requiring Statement (MM/DD/YYYY) 1/1/2012	3. Issuer Name and Ticker or Trading Symbol DGT Holdings Corp. [DGTC.OB]
(Last) (First) (Middle) 590 MADISON AVENUE, 32ND FLOOR	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) NEW YORK, NY 10022 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.10 per share (1)	1977023	I (2)	By SPH Group Holdings LLC

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- (1) This Form 3 is being filed by Steel Partners Holdings GP Inc. ("Steel Holdings GP") as a result of an amendment to a certain management agreement with Steel Partners Holdings L.P. whereby Steel Holdings GP assumed the power to vote and dispose of securities owned directly by SPH Group Holdings LLC ("SPHG Holdings").
- (2) Shares owned directly by SPHG Holdings and owned indirectly by Steel Holdings GP by virtue of its position as the manager of SPHG Holdings. Steel Holdings GP disclaims beneficial ownership of the shares owned directly by SPHG Holdings except to the extent of its pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Steel Partners Holdings GP Inc. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		
---	--	---	--	--

Signatures

By: Steel Partners Holdings GP Inc., By: /s/ Jack L. Howard, President

1/4/2012

** 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 5(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.