

DGT HOLDINGS CORP.

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

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Telephone	631 231-6400
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Symbol	DGTC
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Industry	Medical Equipment & Supplies
Sector	Healthcare
Fiscal Year	07/31

DEL ELECTRONICS CORP.

231,656 SHARES

OF COMMON STOCK, \$.10 PAR VALUE

321,574 WARRANTS

321,574 SHARES OF COMMON STOCK UNDERLYING THE WARRANTS

All of the shares of common stock offered hereby (the "Common Stock") are being sold by the Selling Shareholders identified under the caption "Selling Shareholders" (the "Selling Shareholders").

Del Electronics Corp. (the "Company") and certain selling shareholders entered into an underwriting agreement on May 29, 1991 with Laidlaw Equities, Inc., a Selling Shareholder hereunder, in connection with a public offering of 1,060,000 shares of Common Stock of the Company. Pursuant to such underwriting agreement, the Company agreed to sell to such Selling Shareholder or its designees, 100,000 warrants (the "Warrants") in consideration of the sum of \$100. Such Selling Shareholder designated Colman Abbe, a Selling Shareholder, as a recipient of 50,000 of such Warrants. Such Warrants expire on June 4, 1996.

The Company issued to Aeroflex Incorporated, a Selling Shareholder hereunder, formerly named ARX, Inc., effective October 7, 1991, 75,000 Warrants in connection with the acquisition by the Company of certain selected inventory and selected related assets of Filtron Co., Inc., a subsidiary of such Selling Shareholder. Such Warrants expire on October 7, 1996.

The Company issued to Stanley Wunderlich, a Selling Shareholder hereunder, effective January 3, 1995, 25,000 Warrants in connection with a consulting agreement, dated January 1, 1995, between the Company and such Selling Shareholder. Such Warrants expire on December 31, 1999.

The Company issued to Chase Manhattan Investment Holdings, Inc., a Selling Shareholder hereunder, effective May 10, 1994, 30,000 Warrants in connection with a modified and restated credit agreement, dated May 10, 1994, between the Company and The Chase Manhattan Bank, N.A. Such Warrants expire on May 10, 1999.

The Company issued to Chatfield Dean & Co., Russell J. Greenberg, Shail B. Sheth, Kenneth L. Greenberg, J. Shaine Gross and Rebecca L. Miller, Selling Shareholders hereunder, effective April 17, 1995, 17,500, 9,000, 3,000, 3,000, 1,500 and 1,000 Warrants, respectively, in connection with an investment banking agreement, dated April 13, 1995, between the Company and Chatfield Dean & Co. Such Warrants expire on April 16, 2000.

Each Warrant hereunder entitles the owner to purchase one share of Common Stock, \$.10 par value.

The Company issued Warrants to twelve Selling Shareholders, effective April 2, 1990, in connection with a private placement. All of such Warrants were exercised by such Selling Shareholders and the Shares issued in connection with such exercise are being registered pursuant to this Registration Statement.

In connection with the acquisition by the Company of all of the assets of Bertan Associates, Inc. on May 24, 1994, the Company issued to Lester Bertan, Howard Bertan and Karl Reuchlein 90,899, 90,899 and 18,202 shares of Common Stock, respectively.

The total number of Warrants and Shares described herein was increased to reflect various stock dividends and the exercise price of the Warrants was correspondingly reduced. The Company will not receive any of the proceeds from the sale of the Common Stock. See "Selling Shareholders" and "Description of Capital Stock".

The Common Stock of the Company is traded on the American Stock Exchange ("AMEX") under the symbol DEL. On July 10, 1995, the average of the high and low prices at which the Common Stock was quoted on the AMEX was \$5.78.

This offering is not being underwritten. The shares of Common Stock being offered hereunder may be sold from time to time by the Selling Shareholders in one or more transactions on the AMEX, in block transactions, in negotiated transactions or by a combination of such methods of offering at prevailing market prices, at prices related to prevailing market prices or negotiated prices. All of the expenses of preparing and filing the Registration Statement of which this Prospectus forms a part, estimated to be \$21,633.69 are being paid by the Company.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is August 1, 1995.

No person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy such securities in any circumstance in which such offer or solicitation is unlawful. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create an implication that there has been no change in the affairs of the Company since the date hereof or that the information contained or incorporated by reference herein is correct as of any time subsequent to its date.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports, proxy statements and other information filed by the Company with the Commission can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, 450 Fifth Street, N.W., Judiciary Plaza, Washington, D.C. 20549, and at the following Regional Offices of the Commission: New York Regional Office, 7 World Trade Center, 13th Floor, New York, New York 10048; and Chicago Regional Office, Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511. Copies of such material may be obtained at prescribed rates from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Judiciary Plaza, Washington, D.C. 20549. The Company's securities are listed on the American Stock Exchange, Inc., and reports, proxy statements and other information concerning the Company may also be inspected at such exchange's offices at 86 Trinity Place, New York, New York 10006-1881.

This Prospectus does not contain all the information set forth in the Registration Statement on Form S-3 (the "Registration Statement") of which this Prospectus is a part, including exhibits relating thereto, which has been filed with the Commission in Washington, D.C. Copies of the Registration Statement and the exhibits thereto may be obtained, upon payment of the fee prescribed by the Commission, or may be examined without charge, at the office of the Commission.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The Company's Annual Report on Form 10-K for the fiscal year ended July 30, 1994 heretofore filed by the Company with the Commission (File No. 1-10512) pursuant to the 1934 Act, the Company's quarterly reports on Form 10-Q for the quarters ended April 29, 1995, January 28, 1995 and October 29, 1994, the Company's definitive Proxy Statement, dated January 17, 1995, and the Company's

Current Report on Form 8-K, dated June 10, 1994, as amended by Form 8-K/A, dated August 8, 1994, are hereby incorporated herein by reference.

Each document filed subsequent to the date of this Prospectus pursuant to Section 13(a), 13(c), 14 or 15(d) of the 1934 Act prior to the termination of this offering shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date of the filing of such documents.

The Company will provide without charge to each person, including any beneficial owner, to whom a copy of this Prospectus is delivered, upon the written or oral request of any such person, a copy of any document incorporated by reference in this Prospectus (other than exhibits unless such exhibits are expressly incorporated by reference in such documents). Requests should be directed to Del Electronics Corp., One Commerce Park, Valhalla, NY 10595, (914) 686-3600, Attention: Michael Taber, Chief Financial Officer and Secretary.

THE COMPANY

The Company is comprised of five operations that are involved in the design, manufacture and marketing of medical imaging and special electronic components for medical, industrial and defense applications and diagnostic OEM ("Original Equipment Manufacturer") equipment. These products are sold throughout the world to a broad range of OEM customers, distributors, radiologists and defense agencies.

Dynarad Corp., a wholly owned subsidiary, manufactures and markets mobile medical imaging systems, mammography equipment, portable dental x-ray units and advance neo-natal imaging systems. These cost-effective systems are utilized by hospitals, clinics, private practices, sports complexes and defense forces.

The Power Conversion Division provides standard and custom high voltage power supplies, transformers and custom low voltage power supplies. These products are sold to medical, commercial and defense customers. Medical applications include CAT scanning, MRI scanning, laser surgery, nuclear medicine, blood analysis and cancer therapy. Other applications include airport security systems, ion implantation, laser machining, electron beam welding, energy exploration, CRT's and radar systems.

RFI Corporation, a wholly owned subsidiary, designs and manufactures electronic noise suppression filters, high voltage capacitors, pulse transformers, pulse forming networks and specialty magnetics. The filter products are used to suppress interference signals that can affect the operation of electronic equipment. Applications include telecommunications systems, data communication equipment and computer systems. High voltage capacitors are used in laser surgery, power conversion, radar and pulse forming applications.

Del Medical Systems Corp., a wholly owned subsidiary, markets medical diagnostic products on a worldwide basis. These products are sold to hospitals as well as alternate care providers.

Bertan High Voltage Corp., a wholly owned subsidiary, designs and manufactures precision high voltage power supplies and instrumentation. These products are utilized in many medical and industrial applications, including medical instrumentation, scanning electron microscopes, x-ray instrumentation and electronic beam systems.

The Common Stock was listed on the AMEX on April 17, 1990 under the symbol **DEL.**

The Company was organized under the laws of New York in 1954. The Company's executive offices are located at One Commerce Park, Valhalla, New York 10595 and its telephone number is (914) 686-3600.

THE OFFERING

Common Stock Issued and Outstanding to be offered by Selling Shareholders.....	231,655 shares of Common Stock, \$.10 par value
Common Stock to be issued and outstanding after exercise of existing Warrants offered by Selling Shareholders.....	321,574 shares of Common Stock, \$.10 par value
Common Stock to be Outstanding after the Offering.....	4,399,836 shares of Common Stock, \$.10 par value
AMEX Symbol.....	DEL

SELLING SHAREHOLDERS

The Selling Shareholders listed in the table below have indicated their intention to register their Warrants or sell the number of shares of Common Stock set forth opposite their respective names. The table sets forth information with respect to the ownership of the Company's Warrants or Common Stock by the Selling Shareholders as of July 6, 1995 and as adjusted to reflect the sale of shares offered by this

Prospectus. All information with respect to stock ownership has been furnished to the Company by the respective Selling Shareholders.

On May 29, 1991, the Company entered into an underwriting agreement with one of the Selling Shareholders, Laidlaw Equities, Inc. ("Laidlaw"). In connection therewith, the Company issued to Laidlaw or its designees, Warrants to purchase 100,000 shares of the Company's Common Stock. Such Selling Shareholder designated Colman Abbe, a Selling Shareholder, as a recipient of 50,000 of such Warrants. Each Warrant entitles the holder to purchase one share of the Company's Common Stock and is exercisable at any time through June 4, 1996. The exercise price of each Warrant was \$7.20 per share, subject to adjustment from time to time pursuant to the anti-dilution provisions set forth in such Warrant. As a result of various stock dividends, the number of Warrants owned by Laidlaw and Colman Abbe was increased to 65,128 each and the exercise price was reduced to \$5.52 per share.

Mr. Natan V. Bertman, a Selling Shareholder, is a Director of the Company. Mr. Seymour Rubin, a Selling Shareholder, is a Director and Vice President of the Company and President of RFI Corporation, a wholly owned subsidiary of the Company. Mr. Theodore Wm. Tashlik, a Selling Shareholder, is a member of the law firm of Tashlik, Kreutzer & Goldwyn P.C., counsel to the Company. Mr. Philip Rosenberg, a Selling Shareholder, is an accountant with the accounting firm of David Michael & Co., P.C., which provides certain accounting services for the Company. On April 2, 1990, in connection with a private placement, the Company issued to Messrs. Bertman, Rubin, Tashlik and Rosenberg, Warrants, all of which were exercised, to purchase 2,166, 1,354, 1,000 and 125 shares, respectively, of the Company's Common Stock. The number of shares underlying such Warrants was increased to 2,824, 1,765, 1,302 and 162, respectively, as a result of various stock dividends.

Mr. Howard Bertan, a Selling Shareholder, is the President of Bertan High Voltage Corp. Such Selling Shareholder was issued 90,899 shares of Common Stock of the Company in connection with the acquisition by the Company of all of the assets of Bertan Associates, Inc., the predecessor of Bertan High Voltage Corp. The number of shares was increased to 99,325 as a result of three 3% stock dividends. Messrs. Lester Bertan and Karl Reuchlein, Selling Shareholders, were issued 90,899 and 18,202 shares, respectively, of Common Stock of the Company in connection with such acquisition. The number of shares was increased to 99,325 and 19,889, respectively, as a result of three 3% stock dividends.

Mr. Stanley Wunderlich, a Selling Shareholder, is a consultant to the Company. Such Selling Shareholder was issued 25,000 Warrants in connection with a consulting agreement, dated January 1, 1995, between the Company and such Selling Shareholder. As a result of one 3% stock dividend, the number of Warrants was increased to 25,750 and the exercise price was reduced to \$5.34 per share.

Chatfield Dean & Co., Russell J. Greenberg, Shail B. Sheth, Kenneth L. Greenberg, J. Shaine Gross and Rebecca L. Miller, Selling Shareholders, provide

investment banking services to the Company. Such Selling Shareholders were issued an aggregate 35,000 Warrants in connection with an investment banking agreement, dated April 13, 1995, between the Company and Chatfield Dean & Co. As a result of one 3% stock dividend, the aggregate number of Warrants were increased to 36,050 and the exercise price was reduced to \$5.34 per share.

Chase Manhattan Investment Holdings, Inc., a Selling Shareholder, is affiliated with The Chase Manhattan Bank, N.A., the Company's lender. Such Selling Shareholder was issued 30,000 Warrants in connection with a modified and restated credit agreement, dated May 10, 1994, between the Company and The Chase Manhattan Bank, N.A. Each Warrant entitles the holder to purchase one share of the Company's Common Stock and is exercisable at any time through the later of (i) July 11, 1999 and (ii) any extension of such date effected pursuant to the terms of the Warrant Agreement. The exercise price of each Warrant was \$7.16 per share, subject to adjustment from time to time pursuant to the anti-dilution provisions set forth in such Warrant. Pursuant to an Amendment to Warrant Agreement, dated January 27, 1995, executed in connection with the Third Amendment to Modified and Restated Credit Agreement, dated January 17, 1995, the exercise price of each Warrant was reduced to \$5.50 per share. As a result of two 3% stock dividends, the number of Warrants owned by Chase Manhattan Investment Holdings, Inc., was increased to 31,827 and the exercise price was reduced to \$5.34 per share.

The Company has filed the Registration Statement of which this Prospectus forms a part to comply with the exercise by the Selling Shareholders, Laidlaw and Colman Abbe, of a demand registration right granted to such Selling Shareholders, and to comply with a piggyback registration granted to all of the other Selling Shareholders.

Selling Shareholders -----	Shares Owned Prior to Offering -----	Shares to be Sold -----	Shares Underlying Warrants to be Sold -----	Shares Owned After Offering -----	
				Number	Percent
Laidlaw Equities, Inc.	----	----	65,128	----	----
Colman Abbe	----	----	65,128	----	----
Aeroflex Incorporated	----	----	97,691	----	----
Chase Manhattan Investment Holdings, Inc.	----	----	31,827	----	----
Stanley Wunderlich	----	----	25,750	----	----
Chatfield Dean & Co.	----	----	18,025	----	----
Russell J. Greenberg	----	----	9,270	----	----
Shail B. Sheth	----	----	3,090	----	----
Kenneth L. Greenberg	----	----	3,090	----	----
J. Shaine Gross	----	----	1,545	----	----
Rebecca L. Miller	----	----	1,030	----	----
Lester Bertan	99,519	99,325	----	194	*
Howard Bertan (1)	118,573	99,325	----	19,248	
Karl Reuchlein	19,889	19,889	----	-0-	*
Philip and Elizabeth Yonks	17,921	406	----	17,515	*
Garden State Lumber Products Corp.	14,078	2,824	----	11,254	*
Florence Liebert	5,621	1,128	----	4,493	*
Cynthia J. Jacobson	14,473	1,058	----	13,415	*
Natan V. Bertman (2)	98,955	2,824	----	96,131	2.30%
Joseph A. Stefanowicz	3,075	281	----	2,794	*

Selling Shareholders	Shares Owned Prior to Offering	Shares to be Sold	Shares Underlying Warrants to be Sold	Shares Owned After Offering	
				Number	Percent
Nanci Slater	423	423	----	-0-	*
Matthew Slater	423	423	----	-0-	*
Seymour Rubin (3)	89,492	1,765	----	87,727	2.11%
Stanley and Sheila Hittman	2,600	521	----	2,079	*
Philip Rosenberg	162	162	----	-0-	*
Theodore Wm. Tashlik (4)	25,567	1,301	----	24,266	*
TOTAL	510,771	231,655	321,574	279,116	6.41%

FOOTNOTES

* Represents less than 1% of the outstanding shares of Common Stock of the Company including shares issuable under options which are presently exercisable or which became exercisable within 60 days of July 12, 1995.

(1) Shares owned include 19,123 shares, options for which are presently exercisable or will become exercisable within 60 days of July 12, 1995.

(2) Shares owned include include 64,869 shares, options for which are presently exercisable or will become exercisable within 60 days of July 12, 1995.

(3) Shares owned include include 80,161 shares, options for which are presently exercisable or will become exercisable within 60 days of July 12, 1995.

(4) Shares owned include include 24,266 shares, options for which are presently exercisable or will become exercisable within 60 days of July 12, 1995.

PLAN OF DISTRIBUTION

The shares may be sold from time to time by the Selling Shareholders in one or more transactions on the AMEX, in block transactions, in negotiated transactions or a combination of such methods of sale at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. These transactions may be effected by the Selling Shareholders through one or more broker-dealers who may act as principal or who may receive compensation in the form of concessions or commissions from the Selling Shareholders or the purchasers of the shares for whom they act as agent, in such amounts as are customary in connection with similar transactions. The Company has agreed to bear all expenses in connection with the registration of the shares.

The Company will receive no proceeds from the sale by the Selling Shareholders of their shares of Common Stock.

DESCRIPTION OF CAPITAL STOCK

The authorized capital stock of the Company consists of 10,000,000 shares of Common Stock, par value \$.10 per share, of which 4,078,262 shares are issued and outstanding. Each share of Common Stock entitles the holder to one vote on all matters submitted to a vote of shareholders. All shares of Common Stock have equal rights and are entitled to such dividends as may be declared by the Board of Directors out of funds legally available therefor and to share ratably upon liquidation in the assets available for distribution to stockholders. The Common Stock is not subject to call or assessment, has no preemptive conversion or cumulative voting rights and is not subject to redemption. The Company has only one class of directors.

Mellon Financial Services, Services Department, 85 Challenger Road, Overpeck Center, Ridgefield Park, New Jersey 07660, is the transfer agent and the registrar of the Common Stock.

LEGAL MATTERS

The validity of the shares of the Company's Common Stock offered hereby will be passed upon for the Company by Tashlik, Kreutzer & Goldwyn P.C., 833 Northern Boulevard, Great Neck, New York 11021.

EXPERTS

The financial statements and the related financial statement schedules incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K for the fiscal year ended July 30, 1994 have been audited by Deloitte & Touche LLP, independent auditors as stated in their report which is incorporated herein by reference, and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

DEL ELECTRONICS CORP.
231,656 COMMON STOCK
321,574 WARRANTS TO
PURCHASE COMMON STOCK
321,574 SHARES
UNDERLYING WARRANTS
PROSPECTUS

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August 1, 1995

No dealer, salesman or any other person has been authorized to give any information or to make any representations other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by the Company or the Selling Shareholders. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

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