

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>STEEL PARTNERS HOLDINGS L.P.</u>  (Last) (First) (Middle) <u>590 MADISON AVENUE, 32ND FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DGT Holdings Corp. [ DGTC.OB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2011</u>	
		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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 <sup>(1)</sup>	06/01/2011		J <sup>(2)</sup>		1,768,890	D	\$0	0	I	By Steel Partners II, L.P.
Common Stock, \$.10 par value <sup>(1)</sup>	06/01/2011		J <sup>(3)</sup>		14,828	D	\$0	0	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
STEEL PARTNERS HOLDINGS L.P.  
 (Last) (First) (Middle)  
590 MADISON AVENUE, 32ND FLOOR  
 (Street)  
NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Steel Partners LLC  
 (Last) (First) (Middle)  
C/O STEEL PARTNERS HOLDINGS L.P.  
590 MADISON AVENUE, 32ND FLOOR  
 (Street)  
NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
LICHTENSTEIN WARREN G  
 (Last) (First) (Middle)

C/O STEEL PARTNERS HOLDINGS L.P.  
590 MADISON AVENUE, 32ND FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

STEEL PARTNERS II LP

(Last) (First) (Middle)

C/O STEEL PARTNERS HOLDINGS L.P.  
590 MADISON AVENUE, 32ND FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

**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 and Warren G. Lichtenstein.
2. Transaction constitutes a distribution of shares owned directly by Steel Partners II to SPH Group LLC, an affiliate of Steel Partners II. As a result of such distribution, Steel Partners II is no longer subject to the reporting requirements of Section 16 with respect to the securities of the Issuer.
3. Transaction constitutes a contribution of shares owned directly by Steel Holdings to SPH Group LLC, an affiliate of Steel Partners II.

By: Steel Partners II, L.P., By:  
Steel Partners II GP LLC,  
General Partner, By: /s/ 06/02/2011  
Sanford Antignas, Chief  
Operating Officer  
By: Steel Partners LLC, By: /s/  
Sanford Antignas, Chief 06/02/2011  
Operating Officer  
By: /s/ Sanford Antignas, as  
Attorney In Fact for Warren G. 06/02/2011  
Lichtenstein  
By: Steel Partners Holdings  
L.P., By: Steel Partners  
Holdings GP Inc., General  
Partner, By: /s/ Sanford 06/02/2011  
Antignas, Chief Operating  
Officer

\*\* 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 Number.**