

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
SCHEDULE 14D-1
TENDER OFFER STATEMENT
PURSUANT TO SECTION 14(d)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

VITRONICS CORPORATION
(Name of Subject Company)
DTI INTERMEDIATE, INC.
DOVER TECHNOLOGIES INTERNATIONAL, INC.
DOVER CORPORATION
(Bidders)
COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)
928503 10 1
(CUSIP Number of Class of Securities)

ROBERT A. LIVINGSTON
VICE PRESIDENT
DOVER TECHNOLOGIES INTERNATIONAL, INC.
ONE MARINE MIDLAND PLAZA
EAST TOWER, SIXTH FLOOR
BINGHAMTON, NEW YORK 13901
(607) 773-2290
(Name, Address and Telephone Number of Person authorized to
Receive Notices and Communications on Behalf of Bidder)

COPY TO:

ROBERT J. SMITH, ESQ.
COUGHLIN & GERHART, LLP
ONE MARINE MIDLAND PLAZA
EAST TOWER, EIGHTH FLOOR
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TENDER OFFER

This Statement ("Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule 14D-1 filed with the Securities and Exchange Commission (the "Commission") on September 9, 1997 ("Schedule 14D-1"), relating to the offer by DTI Intermediate, Inc., a Delaware corporation (the "Purchaser") and a wholly owned subsidiary of Dover Technologies International, Inc., a Delaware corporation ("Dover Technologies"), an indirect wholly owned subsidiary of Dover Corporation, a Delaware corporation ("Dover"), to purchase all of the outstanding shares of Common Stock, par value \$.01 per share (the "Common Stock"), of Vitronics Corporation, a Massachusetts corporation (the "Company") at \$1.90 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 9, 1997 (the "Offer to Purchase"), and in the related Letter of Transmittal (which together constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Offer to Purchase.

Item 10. Additional Information.

(b-c) "Section 14. Conditions of the Offer" incorporated herein by reference is amended on page 25-26 as follows: clause (ii) "the Minimum condition has not been satisfied prior to the Expiration Date" and clause (iii) "at any time on or after the date of the Merger Agreement and prior to the Expiration Date, any of the following events shall occur or shall be deemed by the Purchaser in its judgement reasonably exercised, to have occurred:"

Item 11. Materials to be filed as Exhibits.

Item 11 is hereby amended as follows:

(a)(1) Offer to Purchase dated September 9, 1997 -- Amended Section 14. Conditions of the Offer.

INDEX TO EXHIBITS

EXHIBIT
NUMBER

EXHIBIT

(a)(1) Offer to Purchase dated September 9, 1997 -- Amended Section 14.
Conditions of the Offer

EXHIBIT (a)(1)

OFFER TO PURCHASE

Section 14. Conditions of the Offer amended as follows:

"(ii) the Minimum Condition has not been satisfied prior to the Expiration Date, or (iii) at any time on or after the date of the Merger Agreement and prior to the Expiration Date, any of the following events shall occur or shall be determined by the Purchaser, in its judgement reasonably exercised, to have occurred:"