

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
SCHEDULE 14D-1
TENDER OFFER STATEMENT
PURSUANT TO SECTION 14(d)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
AND
SCHEDULE 13(d) FILING
PURSUANT TO SECTION 13(d)
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
BINGHAMTON, NEW YORK 13901
(607) 723-9511

CUSIP NO. 928503 10 1

14D-1

1. Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons
DTI Intermediate, Inc.
2. Check the Appropriate Box if a Member of a Group (a) / / (b) / /
3. SEC Use Only
4. Source of Funds
AF
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(e) or 2(f) / /
6. Citizenship or Place of Organization
Delaware
7. Aggregate Amount Beneficially Owned By Each Reporting Person
7,935,940
8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares / /

9. Percent of Class Represented By Amount in Row (7)
80.5%

10. Type of Reporting Person
CO

CUSIP NO. 928503 10 1

14D-1

1. Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons
Dover Technologies International, Inc.

2. Check the Appropriate Box if a Member of a Group (a) / / (b) / /

3
3. SEC Use Only

4. Source of Funds
AF

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(e) or 2(f) / /

6. Citizenship or Place of Organization
Delaware

7. Aggregate Amount Beneficially Owned By Each Reporting Person
7,935,940

8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares / /

9. Percent of Class Represented By Amount in Row (7)
80.5%

10. Type of Reporting Person
CO

CUSIP NO. 928503 10 1

14D-1

1. Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons
Dover Corporation

2. Check the Appropriate Box if a Member of a Group (a) / / (b) / /

3. SEC Use Only

4. Source of Funds
WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(e) or 2(f) / /

6. Citizenship or Place of Organization
Delaware

4
7. Aggregate Amount Beneficially Owned By Each Reporting Person
7,935,940

8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares / /

9. Percent of Class Represented By Amount in Row (7)
80.5%

10. Type of Reporting Person
CO

5

TENDER OFFER

This Statement ("Amendment No. 2") amends and supplements the Tender Offer Statement on Schedule 14D-1 filed with the Securities and Exchange Commission (the "Commission") on September 9, 1997 as amended by Amendment No. 1 to Schedule 14D-1 filed with the Commission on October 6, 1997, (as so Amended, the "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.

(f) The tender offer expired as scheduled at 12:00 midnight, New York City time, on October 6, 1997. Approximately 7,935,940 shares of Vitronics Corporation Common Stock have been tendered, which constitutes 80.5% of the outstanding Vitronics Corporation Common Stock. The Merger will be consummated as soon as possible.

Item 11. Materials to be filed as Exhibits.

Item 11 is hereby amended to add the following:

(a) (9) Press Release jointly issued by Dover Technologies and the Company dated October 7, 1997.

6

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 7, 1997

DTI INTERMEDIATE, INC.

By: \s\ John E. Pomeroy

John E. Pomeroy, President

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify the information set forth in this statement is true, complete and correct.

Date: October 7, 1997

DOVER TECHNOLOGIES INTERNATIONAL, INC.

By: \s\ John E. Pomeroy

John E. Pomeroy, President

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify the information set forth in this statement is true, complete and correct.

Date: October 7, 1997

DOVER CORPORATION

By: \s\ John E. Pomeroy

John E. Pomeroy, Vice President

7

INDEX TO EXHIBITS

EXHIBIT
NUMBER

EXHIBIT

(a) (9) Press Release jointly issued by Dover Technologies and the Company
dated October 7, 1997

EXHIBIT (a) (9)

FOR IMMEDIATE RELEASE

Contact: Robert A. Livingston
Dover Technologies International, Inc.
(607) 773-2290

DOVER TECHNOLOGIES INTERNATIONAL, INC.
COMPLETES TENDER OFFER FOR SHARES
OF VITRONICS CORPORATION

Binghamton, New York, October 7, 1997 -- Dover Technologies International, Inc., a subsidiary of Dover Corporation (NYSE:DOV) announced today that its subsidiary DTI Intermediate, Inc., has accepted for payment and will purchase, as soon as practicable, all shares of Vitronics Corporation (AMEX:VTC) common stock tendered pursuant to DTI Intermediate, Inc.'s tender offer for all outstanding shares of common stock of Vitronics Corporation. The tender offer expired as scheduled at 12:00 midnight, New York City time, October 6, 1997.

Dover Technologies International, Inc. said that approximately 7,935,940 shares of Vitronics Corporation common stock had been tendered in the tender offer, which constitutes 80.5% of the outstanding Vitronics Corporation common stock. Dover Technologies International, Inc. further stated that the planned merger of Vitronics Corporation and DTI Intermediate, Inc. would be consummated as soon as practicable, which Dover Technologies anticipates will be in November, 1997.