

VISHAY INTERTECHNOLOGY INC  
Form 8-K  
August 15, 2008

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) August 15, 2008

**Vishay Intertechnology, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-7416  
(Commission  
File Number)

38-1686453  
(I.R.S. Employer  
Identification No.)

63 Lancaster Avenue  
Malvern, PA 19355  
(Address of principal executive offices)

19355-2143  
(Zip Code)

Registrant's telephone number, including area code 610-644-1300

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 8.01  Other Events**

Vishay Intertechnology, Inc. today announced that it has made a non-binding proposal to the International Rectifier Corporation Board of Directors to acquire all the outstanding shares of International Rectifier common stock for \$21.22 per share in cash.

A copy of the press release announcing this proposed transaction is attached as Exhibit 99 to this Form 8-K.

**Item 9.01  Financial Statements and Exhibits**

(d) Exhibits

| Exhibit No. | Description                         |
|-------------|-------------------------------------|
| 99          | Press release dated August 15, 2008 |

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 15, 2008

VISHAY INTERTECHNOLOGY, INC.

By: /s/ William M. Clancy

Name: William M. Clancy

Title: Sr. Vice President and Corporate Secretary

---