

VISHAY INTERTECHNOLOGY INC  
Form SC TO-I/A  
August 01, 2008

As filed with the Securities and Exchange Commission on August 1, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FINAL AMENDMENT  
TO  
SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

**Vishay Intertechnology, Inc.**  
(Name of subject company (issuer))

**Vishay Intertechnology, Inc.**  
(Offeror)

(Names of filing persons (identifying status as offeror, issuer or other person))

**3-5/8% Convertible Subordinated Notes due 2023**  
(Title of class of securities)

**928298AF5 and 928298AE8**  
(CUSIP numbers of class of securities)

**Richard N. Grubb**  
Chief Financial Officer  
Vishay Intertechnology, Inc.  
63 Lancaster Avenue  
Malvern, Pennsylvania 19355-2143  
(610) 644-1300

*With copy to:*  
**Abbe L. Dienstag, Esq.**  
Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, New York 10036  
(212) 715-9100

(Name, address and telephone number of persons authorized to receive notices  
and communications on behalf of filing persons)

- o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:
- o third-party tender offer subject to Rule 14d-1.
  - x issuer tender offer subject to Rule 13e-4.
  - o going-private transaction subject to Rule 13e-3.
  - o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: x

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**Introduction**

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This Final Amendment amends and supplements the Tender Offer Statement on Schedule TO, originally filed by Vishay Intertechnology, Inc. a Delaware corporation, with the Securities and Exchange Commission on June 25, 2008, and amended on July 29, 2008. The Schedule TO relates to the option of the holders of Vishay's 3-5/8% Convertible Subordinated Notes due 2023 (the "Notes") to require Vishay to purchase their Notes on the purchase date of August 1, 2008. The option was exercisable upon the terms and subject to the conditions set forth in the indenture referred to below, the company notice, dated June 25, 2008, the Notes and the related offer materials, copies of which are incorporated by reference as exhibits to this Schedule TO. The option expired at 5:00 p.m., New York City time, on July 29, 2008, the third business day prior to the purchase date. The Notes were issued pursuant to an indenture, dated as of August 6, 2003, between Vishay and the trustee, formerly Wachovia Bank, N.A. and now U.S. Bank, N.A.

**Items 1 through 10.**

Not applicable.

**Item 11. Additional Information**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

***Completion of the Offer***

The option expired at 5:00 p.m., New York City time, on July 29, 2008. Holders of 99.6% of the Notes, representing a principal amount of \$498,130,000, exercised the option to require Vishay to repurchase their notes.

The purchase price was funded as described on page 8 of the Company Notice dated June 25, 2008 under the heading "Source of Funds."

Notes with an aggregate principal amount of \$1,870,000 remain outstanding.

**Item 12. Exhibits**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

- (a)(5)(C) Press Release dated August 1, 2008 (incorporated by reference to Exhibit 99 to our current report on Form 8-K filed August 1, 2008)

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

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**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.

Dated: August 1, 2008

VISHAY INTERTECHNOLOGY, INC

By: /s/ Richard N. Grubb  
Name: Richard N. Grubb  
Title: Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

(a)(5)(C) Press Release dated August 1, 2008 (incorporated by reference to Exhibit 99 to our current report on Form 8-K filed August 1, 2008)

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