

VISHAY INTERTECHNOLOGY INC

Form 8-K

August 27, 2013

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 26, 2013

Vishay Intertechnology, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-7416

38-1686453

(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

63 Lancaster Avenue

Malvern, PA 19355-2143

19355-2143

(Address of Principal Executive Offices) 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 3.02 – Unregistered Sales of Equity Securities

The information set forth under Item 8.01 of this report is incorporated herein by reference.

Item 8.01 – Other Events

Effective August 26, 2013, a holder of the Company's floating rate exchangeable unsecured notes due 2102 exercised its option to exchange approximately \$56.4 million principal amount of the notes for 3,664,729 shares of Vishay common stock.

Following this transaction, Vishay had outstanding exchangeable unsecured notes with a principal amount of approximately \$38.6 million, which are exchangeable for an aggregate of 2,511,742 shares of Vishay common stock; 135,143,370 shares of common stock; and 12,129,227 shares of Class B common stock.

This transaction has no effect on the calculation of the weighted average shares outstanding used for computing diluted earnings per share, because the Company's earnings per share computation assumes that the exchangeable unsecured notes would be converted. See the Company's Form 8-K filed July 30, 2013 for additional discussion of factors impacting the diluted earnings per share computation. The issuance of the common stock was effected in reliance upon an exemption from registration provided by Section 3(a)(9) under the Securities Act of 1933, as amended.

The exchangeable unsecured notes were issued in 2002 in connection with an acquisition, and are subject to a put and call agreement dated December 13, 2002. Holders may at any time put the notes to Vishay in exchange for shares of common stock; and Vishay may call the notes in exchange for cash or for shares of its common stock at any time after January 2, 2018. Subsequent to the spin-off of Vishay Precision Group in 2010, the put/call rate of the notes is \$15.39 per share of common stock. The notes bear interest at LIBOR, payable quarterly.

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 27, 2013

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Lori Lipcaman

Name: Lori Lipcaman

Title: Executive Vice
President and
Chief Financial
Officer