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VISHAY INTERTECHNOLOGY INC
Form SC TO-I/A
June 03, 2004

As filed with the Securities and Exchange Commission on June 3, 2004

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

SCHEDULE TO
(Rule 13e-4)
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

(Amendment No. 3)

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

Vishay Intertechnology, Inc.
(Names of filing persons (identifying status as
offeror, issuer or other person))
Liquid Yield Option(TM) Notes due 2021 (Zero Coupon-Subordinated)
(Title of class of securities)
928298AC2 and 928298AD0
(CUSIP numbers of class of securities)

Richard N. Grubb
Vishay Intertechnology, Inc.
63 Lincoln Highway
Malvern, Pennsylvania 19355-2120
(610) 644-1300
(Name, address and telephone number of persons authorized to receive
notices and communications on behalf of filing persons)

Copies To:

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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:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- 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:

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This Amendment No. 3 amends and supplements the Tender Offer Statement on

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Schedule TO, originally filed by Vishay Intertechnology, Inc., a Delaware corporation, with the Securities and Exchange Commission on May 5, 2004. The Schedule TO relates to the option of the holders of Vishay's Liquid Yield OptionTM Notes due 2021 (Zero Coupon-Subordinated) (LYONs) to require Vishay to purchase their LYONs on the purchase date of June 4, 2004. The option is exercisable upon the terms and subject to the conditions set forth in the indenture referred to below, the company notice/prospectus, dated May 5, 2004, the LYONs and the related offer materials, copies of which are incorporated by reference as exhibits to this Schedule TO. The option will expire at 5:00 p.m., New York City time, on June 3, 2004, the day prior to the purchase date. The LYONs were issued pursuant to an indenture, dated as of June 4, 2001, between the Company and The Bank of New York, as trustee.

Item 12. Material to be Filed as Exhibits.

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

- (a) (5) (C) Press Release dated June 2, 2004.

TM "Liquid Yield Option" and "LYON" are trademarks of Merrill Lynch & Co., Inc.

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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: June 3, 2004

VISHAY INTERTECHNOLOGY, INC

By: /s/ Richard N. Grubb

Richard N. Grubb
Executive Vice President and
Chief Financial Officer

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EXHIBIT INDEX

Exhibit
Number

- (a) (5) (C) Press Release dated June 2, 2004.

