

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

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SILICONIX INCORPORATED  
(Name of Subject Company (Issuer))  
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VISHAY INTERTECHNOLOGY, INC. (Offeror)  
(Name of Filing Persons (Identifying Status as Offeror, Issuer or Other  
Person))

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

827079 10 4  
(CUSIP Number of Class of Securities)

Avi D. Eden  
c/o Vishay Intertechnology, Inc.  
63 Lincoln Highway  
Malvern, Pennsylvania 19335-2121  
(610) 644-1300  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

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Copy to:

Abbe L. Dienstag, Esq.  
Kramer Levin Naftalis & Frankel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 715-9100  
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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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NEWS RELEASE

Contact: Richard N. Grubb, Executive  
Vice President and Chief  
Financial  
Officer or Robert A. Freece  
Senior Vice President  
610/644-1300

FOR IMMEDIATE RELEASE

VISHAY PROPOSES OFFER FOR ALL SHARES OF SILICONIX  
THAT IT DOES NOT ALREADY OWN

MALVERN, PENNSYLVANIA - February 22, 2001 - Vishay Intertechnology, Inc. (NYSE: VSH) announced today that it is proposing to purchase any and all outstanding shares of common stock of Siliconix Incorporated (NASDAQ: SILI) not already owned by Vishay at a price of \$28.82 per share in cash. The proposal was communicated in a letter to the Siliconix Board of Directors. Vishay currently owns 80.4% of the outstanding shares of Siliconix. The purchase would be made through a tender offer, subject to customary conditions, in accordance with the rules of the Securities and Exchange Commission. Vishay also indicated that it might offer to exchange the Siliconix shares for shares of its common stock. Depending upon whether the exchange would be tax-free to Siliconix stockholders, Vishay would expect that the value per share of Siliconix in an exchange offer would be somewhat less than the cash price.

Vishay also stated that, if it holds at least 90 percent of the outstanding Siliconix shares following completion of the offer, it may effect a "short-form" merger of Siliconix with a Vishay subsidiary. If such a merger takes place promptly after the offer, the consideration given to stockholders in the merger would be the same as the consideration received by tendering stockholders in the offer.

Vishay is not asking Siliconix to enter into any agreement with respect to the offer or to pay a break-up fee in the event that the offer is not consummated or a higher offer from another bidder is received. Vishay's offer would not foreclose any other person from making a higher offer for the shares not already owned by Vishay.

Vishay requested the opportunity to discuss its offer with a special committee of independent, non-

management Siliconix directors who are unaffiliated with Vishay. Vishay only expects to proceed with its offer if the special committee, after consultations with its financial and legal advisors, concludes that the offer is fair to Siliconix stockholders. Vishay could also determine not to proceed with the offer if in its sole judgment changes in economic, business or market conditions make the offer unadvisable.

Vishay, a Fortune 1,000 Company with annual sales of \$2.5 billion, is the largest U.S. and European manufacturer of passive electronic components (resistors, capacitors, inductors) and a major producer of discrete semiconductors (diodes, optoelectronics, transistors), IRDCs (infrared communication devices), and power and analog switching integrated circuits. The Company's

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components are vital to electronic operations and can be found in products manufactured in a very broad range of industries worldwide. With headquarters in Malvern, Pennsylvania, Vishay employs over 20,000 people in 60 plants in the U.S., Mexico, Germany, Austria, the United Kingdom, France, Portugal, the Czech Republic, Hungary, Israel, Taiwan (ROC), China and the Philippines. Vishay can be found on the Internet at <http://www.vishay.com>.

If Vishay proceeds with the offer, it will file documentation regarding the offer with the SEC. Siliconix will also be required to file documentation regarding its response to the offer. Investors and security holders are advised to read this documentation, when and if it becomes available, because this documentation will contain important information. Investors and security holders may obtain a free copy of the tender offer documentation (when and if available) and other related documents filed by Vishay and Siliconix at the SEC's website at [www.sec.gov](http://www.sec.gov). The tender offer documentation and such other documents may also be obtained from Vishay or Siliconix by directing such request to Vishay Intertechnology, Inc., 63 Lincoln Highway, Malvern, Pennsylvania 19355-2121, tel.: (610) 644-1300, Attention: Corporate Secretary; or to Siliconix Incorporated, 2201 Laurelwood Road, Santa Clara, California 95054, tel.: (408) 988-8000, Attention: Corporate Secretary.

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