

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

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

(AMENDMENT NO. 5)

SILICONIX INCORPORATED  
(NAME OF SUBJECT COMPANY (ISSUER))

VISHAY INTERTECHNOLOGY, INC.  
AND

VISHAY TEMIC SEMICONDUCTOR ACQUISITION HOLDINGS CORP.  
(OFFERORS)

(NAMES OF FILING PERSONS (IDENTIFYING STATUS AS  
OFFEROR, ISSUER OR OTHER PERSON))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(TITLE OF CLASS OF SECURITIES)

82707923  
(CUSIP NUMBER OF CLASS OF SECURITIES)

AVI D. EDEN  
C/O 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)

COPY TO:  
ABBE L. DIENSTAG, ESQ.  
KRAMER LEVIN NAFTALIS & FRANKEL LLP  
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NEW YORK, NEW YORK 10022  
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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:

This Amendment No. 5 amends the Tender Offer Statement on Schedule T0 (as amended, this "Schedule T0"), filed by Vishay Intertechnology, Inc. ("Vishay"), a Delaware corporation, and Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Vishay TEMIC"), a Delaware corporation and a wholly-owned subsidiary of Vishay. This Schedule T0 relates to the offer by Vishay TEMIC to exchange Vishay shares of common stock, par value \$0.10 per share, for each outstanding share of common stock, par value \$0.01 per share, of Siliconix incorporated, a Delaware corporation, that Vishay and its subsidiaries do not own, upon the terms and subject to the conditions set forth in the Prospectus dated June 21, 2001 and in the related Letter of Transmittal, copies of which have been filed as exhibits to this Schedule T0.

On June 28, 2001, Vishay issued a press release announcing that the registration statement for the offer had been declared effective by the Securities and Exchange Commission. A copy of the press release is incorporated by reference into this Schedule T0 as Exhibit (a)(26).

ITEM 11.

Item 11 is amended by adding the following:

On June 28, 2001, Vishay announced that it entered into an agreement to acquire the infrared components business of Infineon Technologies AG for approximately \$120 million. A copy of the press release announcing the acquisition is attached as an exhibit hereto.

ITEM 12. MATERIAL TO BE FILED AS EXHIBITS.

Item 12 is amended by adding the following exhibit:

- (a)(26) Press Release issued by Vishay on June 28, 2001 in respect of effectiveness of the registration statement for the exchange offer (incorporated by reference to the filing by Vishay on Form 425 on June 28, 2001).
- (a)(27) Press Release issued by Vishay on June 28, 2001 in respect of an agreement to acquire the infrared components business of Infineon Technologies AG.

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.

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Avi D. Eden

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Name: Avi D. Eden  
Title: Vice Chairman of the Board, Executive Vice  
President and General Counsel

VISHAY TEMIC SEMICONDUCTOR ACQUISITION  
HOLDINGS CORP.

By: /s/ Avi D. Eden

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Name: Avi D. Eden  
Title: Vice President

Dated: June 28, 2001

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FOR IMMEDIATE RELEASE

Vishay will acquire Infineon's infrared components business -- Infineon focuses on core business -- Vishay expands market position

MUNICH, Germany & MALVERN, Penn.--June 28, 2001--Vishay Intertechnology Inc., Malvern, Pennsylvania (NYSE: VSH), and Infineon Technologies AG, Munich (FSE/NYSE: IFX), today announced that Vishay will acquire Infineon's entire infrared components business with worldwide headquarters in San Jose, California, for approximately US\$ 120 million. Under the terms of the respective agreement Vishay will take over Infineon's development, marketing and distribution activities in San Jose and its production facility in Malaysia. A total workforce of approximately 1,200 is currently employed within this business. In fiscal year 2000 Infineon's infrared components business posted revenues of US\$ 133 million. Subject to governmental approvals including the anti-trust authorities, the sale is expected to be completed by end of July 2001.

The ownership of the production facility will be transferred in two steps in order to guarantee a smooth transition. In the first stage, Vishay will own 19 percent of Infineon Technologies Krubong Shd., the newly founded production joint venture in Malaysia, while Infineon will own 81 percent of the shares. The remaining shares of the production facility are expected to be transferred to Vishay during the year 2002.

'This divestiture is another important step to streamline our communications portfolio. With the sale of the infrared components business and the sale of our consumer electronics to Micronas last November, we have completed our plan to concentrate our wireline activities for the present and will continue to expand our strategic core activities in the field of local area networks (LAN) and wide area networks (WAN) as well as in network access,' explained Dr. Ulrich Schumacher, President and CEO of Infineon. 'In Vishay, we have found an excellent partner with a mutual interest in securing the future of the successful and profitable infrared components business.'

Dr. Felix Zandman, Chairman and CEO of Vishay stated: 'This acquisition will enable Vishay to significantly strengthen its current position in Optoelectronics and specifically in the growing Infrared Components portion of that market.'

Supporting the telecommunications and industrial markets, infrared components are used primarily as optical interfaces in a broad array of electronic devices including PCs, cell phones, PDAs, industrial automation systems, set-top boxes, voice/data switching and data transmission equipment. The products included in the acquisition are optocouplers and solid-state relays, IrDT (Infrared Data Transmission) modules, DAA (Data Access Arrangements) kits and custom opto modules.

About Vishay

Vishay, a Fortune 1,000 Company with year 2000 sales of US\$ 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), IrCDs (infrared communication devices), and power and analog switching integrated circuits. The Company's components 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 66 facilities in the U.S., Mexico, Germany, Austria, the United Kingdom, France, Portugal, the Czech Republic, Hungary, Israel, Taiwan, China and the Philippines. Vishay can be found on the Internet at [www.vishay.com](http://www.vishay.com).

## About Infineon

Infineon Technologies AG, Munich, Germany, offers semiconductor and system solutions for applications in the wired and wireless communications markets, for security systems and smartcards, for the automotive and industrial sectors, as well as memory products. With a global presence, Infineon operates in the US from San Jose, CA, in the Asia-Pacific region from Singapore and in Japan from Tokyo. In the fiscal year 2000 (ending September), the company achieved sales of Euro 7.28 billion with about 29,000 employees worldwide. Infineon is listed on the DAX index of the Frankfurt Stock Exchange and on the New York Stock Exchange (ticker symbol: IFX). Further information is available at [www.infineon.com](http://www.infineon.com).

This press release contains forward-looking statements based on current expectations or beliefs, as well as a number of assumptions about future events. These statements and all other statements that are not historical facts, are subject to factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The reader is cautioned not to put undue reliance on these forward-looking statements, which are not a guarantee of future performance and are subject to a number of uncertainties and other factors, many of which are outside the control of Infineon and Vishay. The forward-looking statements in this release address a variety of subjects including, for example, the expected closing of the acquisition and the potential benefits of the acquisition. The following factors, among others, could cause actual results to differ materially from those described in these forward-looking statements: the integration of Vishay's and Infineon's business; costs associated with the acquisition; the successful completion of the acquisition; including applicable regulatory requirements relating to the transaction; increased competition and technological changes in the industries in which Vishay and Infineon operate. For a detailed discussion of these and other cautionary statements, please, refer to Infineon's filings with the Securities and Exchange Commission.