

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 25, 2001

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

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)

82707920 3  
(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  
919 THIRD AVENUE  
NEW YORK, NEW YORK 10022  
(212) 715-9100

CALCULATION OF FILING FEE

\$178,734,031  
TRANSACTION VALUATION (\*)

\$35,747  
AMOUNT OF FILING FEE

\*Estimated solely for the purpose of calculating the registration fee pursuant to Rules 0-11(d) and 0-11(a)(4) under the Securities Exchange Act of 1934, based on the product of (i) \$30.52, the average of the high and low sales prices of Siliconix common stock on the Nasdaq National Market on May 18, 2001 and (ii) 5,856,292, the expected maximum number of shares of Siliconix common stock to be acquired in the offer and the merger. The amount of the filing fee, calculated in accordance with Rule 0-11(a)(2) of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction value.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$44,684

Filing Party: Vishay Intertechnology, Inc.

Form or Registration No.: S-4

Date Filed: May 25, 2001

[ ] 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 Tender Offer Statement on Schedule TO (this "Schedule TO"), is 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 TO relates to the offer by Vishay TEMIC to exchange Vishay shares of common stock, par value \$0.10 per share (the "Vishay Common Shares"), for each outstanding share of common stock, par value \$0.01 per share, of Siliconix incorporated ("Siliconix"), a Delaware corporation, that Vishay and its subsidiaries do not own (the "Shares"), upon the terms and subject to the conditions set forth in the Prospectus dated May 25, 2001, (the "Prospectus") and in the related Letter of Transmittal, copies of which are incorporated by reference herein as Exhibits (a)(1) and (a)(2) (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

ITEMS 1 TO 11.

The information set forth in the Prospectus and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 to 11 of this Schedule TO.

ITEM 12. MATERIAL TO BE FILED AS EXHIBITS.

- (a)(1) Prospectus dated May 25, 2001, (incorporated by reference from Vishay's Registration Statement on Form S-4 filed on May 25, 2001 (the "Form S-4")).
- (a)(2) Form of Letter of Transmittal (incorporated by reference to exhibit 99.1 to the Form S-4).
- (a)(3) Form of Notice of Guaranteed Delivery (incorporated by reference to exhibit 99.2 to the Form S-4).
- (a)(4) Form of Letter from Vishay TEMIC to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to exhibit 99.3 to the Form S-4).
- (a)(5) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients (incorporated by reference to exhibit 99.4 to the Form S-4).
- (a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 (incorporated by reference to exhibit 99.5 to the Form S-4).
- (a)(7) Summary Advertisement as published in The Wall Street Journal on May 25, 2001 (incorporated by reference to exhibit 99.6 to the Form S-4).
- (a)(8) Press Release issued by Vishay on May 25, 2001, (incorporated by reference to exhibit 99.20 to the Form S-4).
- (a)(9) Request from Vishay TEMIC for stockholder list of Siliconix (incorporated by reference to exhibit 99.7 to the Form S-4).
- (a)(10) Complaint titled Robert C. Dickinson v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.8 to the Form S-4).
- (a)(11) Complaint titled Moshe Miller v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc. filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.9 to the Form S-4).
- (a)(12) Complaint titled Mathew Delaney v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.10 to the Form S-4).

- (a)(13) Complaint titled Steven Goldstein v. Siliconix incorporated, Vishay Intertechnology, Inc., Michael A. Rosenberg, Mark B. Segall, King Owyang Ph.D., Everett Arndt, Lori Lipcaman and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.11 to the Form S-4).
- (a)(14) Complaint titled Goldplate Investment Partners v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.12 to the Form S-4).
- (a)(15) Complaint titled Barry Feldman v. Michael Rosenberg, Mark B. Segall, King Owyang, Everett Arndt, Lori Lipcaman, Glyndwr Smith, Vishay Intertechnology, Inc. and Siliconix incorporated, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.13 to the Form S-4).
- (a)(16) Complaint titled Robert Mullin v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.14 to the Form S-4).
- (a)(17) Complaint titled Mohammed Yassin v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 26, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.15 to the Form S-4).
- (a)(18) Copy of complaint titled Griffin Portfolio Management Corp. v. Siliconix incorporated, Vishay Intertechnology, Inc., Michael A. Rosenberg, Mark B. Segall, King Owyang Ph.D., Everett Arndt, Lori Lipcaman and Glyndwr Smith, filed on February 27, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.16 to the Form S-4).
- (a)(19) Complaint titled Jonathan Rex v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Vishay Intertechnology, Inc., Felix Zandman, Avi Eden, Gerald Paul, Richard N. Grubb, Robert A. Freece, Eliyahu Hurvitz, Edward B. Shils, Luella B. Slaner, Mark I. Solomon, Jean-Claude-Tine and Does 1 through 100, Inclusive, filed on February 23, 2001 in the State Court of the State of California, County of Santa Clara (incorporated by reference to exhibit 99.17 to the Form S-4).
- (a)(20) Complaint titled Crandon Capital Partners v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc. and Does 1 through 100, Inclusive, filed on February 27, 2001 in the State Court of the State of California, County of Santa Clara (incorporated by reference to exhibit 99.18 to the Form S-4).
- (a)(21) Complaint titled Raymond L. Fitzgerald v. Vishay Intertechnology, Inc., Everett Arndt, Lori Lipcaman, King Owyang, Michael Rosenberg, Mark Segall, Glyndwr Smith and Siliconix incorporated, filed on March 8, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.19 to the Form S-4).
- (b) None.
- (g) None.
- (h)(1) Tax opinion of Kramer Levin Naftalis & Frankel LLP (incorporated by reference to exhibit 8.1 to the Form S-4).

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13e-3.

Not applicable.

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: May 25, 2001