

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 15, 2008

Vishay Intertechnology, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-7416 (Commission File Number)	38-1686453 (I.R.S. Employer Identification No.)
63 Lancaster Avenue Malvern, PA 19355 (Address of principal executive offices)		19355-2143 (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 8.01 – Other Events

Vishay Intertechnology, Inc. today announced that it has made a non-binding proposal to the International Rectifier Corporation Board of Directors to acquire all the outstanding shares of International Rectifier common stock for \$21.22 per share in cash.

A copy of the press release announcing this proposed transaction is attached as Exhibit 99 to this Form 8-K.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99	Press release dated August 15, 2008

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 15, 2008

VISHAY INTERTECHNOLOGY, INC.

By: /s/ William M. Clancy

Name: William M. Clancy

Title: Sr. Vice President and Corporate Secretary

**Vishay Intertechnology Makes Offer to Acquire All Outstanding Shares of
International Rectifier for \$21.22 per Share in Cash**

MALVERN, Pa—August 15, 2008--Vishay Intertechnology, Inc. (NYSE:VSH) one of the world's largest manufacturers of discrete semiconductors and passive electronic components, today announced that it has made a non-binding proposal to the International Rectifier Corporation (NYSE:IRF) Board of Directors to acquire all the outstanding shares of International Rectifier common stock for \$21.22 per share in cash, or total payment of approximately \$1.6 billion. This offer represents an approximately 13% premium over the closing price of International Rectifier common stock of \$18.82 on August 14, 2008, and a 20% premium over its 30 day moving average of \$17.69. The proposal is subject to diligence and other customary conditions.

About Vishay Intertechnology, Inc.

Vishay Intertechnology, Inc., a Fortune 1,000 Company listed on the NYSE (VSH), is one of the world's largest manufacturers of discrete semiconductors (diodes, rectifiers, transistors, and optoelectronics and selected ICs) and passive electronic components (resistors, capacitors, inductors, sensors, and transducers). These components are used in virtually all types of electronic devices and equipment, in the industrial, computing, automotive, consumer, telecommunications, military, aerospace, and medical markets. Its product innovations, successful acquisition strategy, and ability to provide "one-stop shop" service have made Vishay a global industry leader. Vishay can be found on the Internet at <http://www.vishay.com>.

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