

**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) June 5, 2006

**Vishay Intertechnology, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-7416**

**38-1686453**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**63 Lincoln Highway  
Malvern, PA 19355**

**19355-2143**

(Address of principal executive offices)

(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 Matters**

Vishay Intertechnology, Inc. announced today that holders of all of its Liquid Yield Option™ Notes due 2021 (zero coupon- subordinated) (LYONs) exercised the option to require Vishay to repurchase their LYONs. The option expired at 5:00 p.m. New York City time on June 2, 2006.

The purchase price was equal to the accreted value on the purchase date of \$639.76 per \$1,000 principal amount at maturity of the LYONs, or approximately \$137.9 million. The purchase price was paid in cash and funded with cash on-hand.

A copy of the press release regarding this announcement is furnished as Exhibit 99 to this Form 8-K.

**Item 9.01 – Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99	Press release dated June 5, 2006

**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: June 5, 2006

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Richard N. Grubb

Name: Richard N. Grubb

Title: Executive Vice President and  
Chief Financial Officer

## NEWS RELEASE

**HOLDERS OF ALL OF VISHAY'S LIQUID YIELD OPTION NOTES EXERCISE  
OPTION TO REQUIRE REPURCHASE OF THEIR NOTES**

MALVERN, PENNSYLVANIA – June 5, 2006 - Vishay Intertechnology, Inc. (NYSE: VSH) today announced that holders of all of its Liquid Yield Option Notes due 2021 (zero coupon - subordinated) (LYONs) exercised the option to require Vishay to repurchase their LYONs. The option expired at 5:00 p.m. New York City time on June 2, 2006.

The purchase price was equal to the accreted value on the purchase date of \$639.76 per \$1,000 principal amount at maturity of the LYONs, or approximately \$137.9 million. The purchase price was paid in cash and funded with cash on-hand.

The early extinguishment of the LYONs will reduce annual interest expense by approximately \$4.1 million. It will also result in a pretax non-cash charge of approximately \$2.9 million for the write-off of unamortized debt issuance costs associated with the 2001 issuance of the LYONs, which will be recorded in the second quarter of 2006.

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). Vishay's components can be found in products manufactured in a very broad range of industries worldwide. Vishay is headquartered in Malvern, Pennsylvania, and has operations in 17 countries employing over 26,000 people. Vishay can be found on the Internet at <http://www.vishay.com>.

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

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