SECURITIES AND EXCHANGE COMMISSION
Room 1004
450 Fifth Street, NW
Washington, DC 20549

RE: Quarterly Report on Form 10-Q

Gentlemen:

We are transmitting for filing the quarterly report of Vishay Intertechnology, Inc., on Form 10-Q for the quarter ended September 30, 1994.

Sincerely yours,
Vishay Intertechnology, Inc.

/s/ Richard N. Grubb

Richard N. Grubb
Vice President, Treasurer

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)
x QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 1994

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-7416

VISHAY INTERTECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	38-1686453
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

63 Lincoln Highway, Malvern, Pennsylvania	19355
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (610) 644-1300

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No

As of November 8, 1994 registrant had 21,387,181 shares of its Common Stock and 3,874,724 shares of its Class B Common Stock outstanding.

VISHAY INTERTECHNOLOGY, INC.

FORM 10-Q SEPTEMBER 30, 1994

CONTENTS

VISHAY INTERTECHNOLOGY, INC. AND SUBSIDIARIES
Consolidated Condensed Balance Sheets
(Unaudited - In thousands)

ASSETS	September 30 1994	December 31 1993
CURRENT ASSETS		
Cash and cash equivalents	$31,250	$10,931
Accounts receivable	165,368	125,284
Inventories:		
Finished goods	94,361	85,783
Work in process	92,012	65,592
Raw materials	98,793	73,280
Prepaid expenses and other current assets	48,494	33,365
TOTAL CURRENT ASSETS	530,278	394,235
PROPERTY AND EQUIPMENT - AT COST		
Land	40,287	33,791
Buildings and improvements	168,526	136,432
Machinery and equipment	508,791	398,885
Allowance for depreciation	(189,625)	(149,004)
	527,979	420,104
GOODWILL	225,859	118,286
OTHER ASSETS	23,836	15,481
	$1,307,952	$948,106

LIABILITIES AND STOCKHOLDERS' EQUITY	September 30 1994	December 31 1993
CURRENT LIABILITIES		
Notes payable to banks	$34,961	$22,695
Trade accounts payable	55,092	48,404
Payroll and related expenses	44,244	28,942
Other accrued expenses	56,460	54,112
Income taxes	11,236	3,740
Current portion of long-term debt	27,947	30,536
TOTAL CURRENT LIABILITIES	229,940	188,429
LONG-TERM DEBT	395,692	266,999
DEFERRED INCOME TAXES	27,301	26,080
OTHER LIABILITIES	29,688	24,081
ACCRUED RETIREMENT COSTS	77,008	66,014
STOCKHOLDERS' EQUITY		
Common stock	2,132	1,763
Class B common stock	377	359
Capital in excess of par value	440,233	288,980
Retained earnings	106,025	105,849
Foreign currency translation adjustment	6,876	(13,109)
Unearned compensation	(41)	(60)
Pension adjustment	(7,279)	(7,279)
	548,323	376,503
	$1,307,952	$948,106

See notes to consolidated condensed financial statements.

VISHAY INTERTECHNOLOGY, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Operations
(Unaudited - In thousands except earnings per share)

	Three Months Ended September 30	
	1994	1993
Net sales	$260,963	$200,201
Costs of products sold	196,036	156,791
GROSS PROFIT	64,927	43,410
Selling, general, and administrative expenses	37,185	28,138
Restructuring expense	-	1,738
Unusual item	-	(4,221)
Amortization of goodwill	1,489	799
OPERATING INCOME	26,253	16,956
Other income (expense):		
Interest expense	(7,556)	(4,753)
Other	43	393
	(7,513)	(4,360)
EARNINGS BEFORE INCOME TAXES	18,740	12,596
Income taxes	4,179	1,900
NET EARNINGS	$14,561	$10,696
Net earnings per share	$0.61	$0.48
Weighted average shares outstanding	23,808	22,289

See notes to consolidated condensed financial statements.

VISHAY INTERTECHNOLOGY, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Operations
(Unaudited - In thousands except earnings per share)

	Nine Months Ended September 30 1994	1993
Net sales	$713,661	$652,354
Costs of products sold	542,482	508,810
GROSS PROFIT	171,179	143,544
Selling, general, and administrative expenses	98,812	89,188
Restructuring expense	-	3,730
Unusual item	-	(7,221)
Amortization of goodwill	3,139	2,059
OPERATING INCOME	69,228	55,788
Other income (expense):		
Interest expense	(17,992)	(15,617)
Other	76	(68)
	(17,916)	(15,685)
EARNINGS BEFORE INCOME TAXES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE	51,312	40,103
Income taxes	9,867	6,287
EARNINGS BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE	41,445	33,816
Cumulative effect of accounting change for income taxes	-	1,427
NET EARNINGS	$41,445	$35,243
Earnings per share:		
Before cumulative effect of accounting change	$1.82	$1.51
Accounting change for income taxes	_	$0.07
Net earnings	$1.82	$1.58
Weighted average shares outstanding	22,803	22,288

See notes to consolidated condensed financial statements.

VISHAY INTERTECHNOLOGY, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Cash Flows
(Unaudited - In thousands)

	Nine Months Ended September 30	
	1994	1993
OPERATING ACTIVITIES		
Net earnings	$41,445	$35,243
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	40,995	36,333
Other, including cumulative effect of accounting change	1,029	(1,083)
Changes in operating assets and liabilities	(53,125)	(35,013)
NET CASH PROVIDED BY OPERATING ACTIVITIES	30,344	35,480
INVESTING ACTIVITIES		
Purchases of property and equipment-net	(64,102)	(47,486)
Purchase of businesses, net of cash acquired	(179,673)	(12,910)
NET CASH USED IN INVESTING ACTIVITIES	(243,775)	(60,396)
FINANCING ACTIVITIES		
Proceeds from long-term borrowings	343,249	225,881
Payments on long-term borrowings	(230,615)	(195,745)
Net increase (decrease) in short-term borrowings	10,809	(4,685)
Proceeds from sale of common stock	109,817	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	233,260	25,451
Effect of exchange rate changes on cash	490	(89)
INCREASE IN CASH AND CASH EQUIVALENTS	20,319	446
Cash and cash equivalents at beginning of period	10,931	15,977
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$31,250	$16,423

See notes to consolidated condensed financial statements.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)
September 30, 1994

Note 1: Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary for presentation of financial position, results of operations, and cash flows required by generally accepted accounting principles for complete financial statements. The information furnished reflects all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair summary of the financial position, results of operations and cash flows for the interim periods presented. The financial statements should be read in conjunction with the financial statements and notes thereto filed with Form 10-K for the year ended December 31, 1993.

Note 2: Earnings Per Share

Earnings per share amounts for all periods presented reflect a 5% stock dividend paid on June 13, 1994. Earnings per share for the three month and nine month periods ended September 30, 1994 reflect the weighted effect of the issuance of 2.79 million shares of common stock in August 1994.

Note 3: Restructuring Charge and Unusual Item

The operating results for the quarter and nine months ended September 30, 1993 include restructuring expenses of $1,738,000 and $3,730,000, respectively, relating to the downsizing of the Company's French operations and income from unusual items of $4,221,000 and $7,221,000, respectively, for business interruption insurance recoveries.

Note 4: Income Taxes

Effective January 1, 1993, the Company changed its method of accounting for income taxes from the deferred method to the liability method required by FASB Statement No. 109, "Accounting for Income Taxes". The cumulative effect of adopting Statement No. 109 as of January 1, 1993 was to increase net earnings by $1,427,000, or $.07 per share.

Note 5: Acquisition

In July 1994, the Company purchased all of the capital stock of Vitramon, Incorporated and Vitramon Limited U.K. (collectively, "Vitramon") from Thomas & Betts Corporation for $184,000,000 in cash. Vitramon is a leading producer of multi-layer ceramic chip capacitors with manufacturing facilities primarily in the United States, France, Germany and the United Kingdom. For fiscal year 1993 Vitramon reported net sales of approximately $118.4 million and net income of approximately $4.7 million.

The results of operations of Vitramon have been included in the Company's results from July 1994. Excess of cost over the fair value of assets acquired ($103,661,000) is being amortized on a straight-line basis over 40 years.

In connection with the acquisition of Vitramon, the Company borrowed an aggregate of $200 million from a syndicate of banks, of which $100 million was a bridge facility that was subsequently paid off with proceeds from an equity offering completed in August 1994 and $100 million is a non-amortizing term loan which is due in July 2001. The existing bank agreements were amended to provide for lower interest rates, the release of all collateral, and less restrictive financial covenants. See "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Financial Condition".

Pro forma unaudited results of operations for the nine months ended September 30, 1994 and 1993, assuming consummation of the acquisition and related financing ($100,000,000 stock offering proceeds, $84,000,000 bank loan) as of the beginning of the periods presented, are as follows (in thousands, except per share data):

	Pro Forma Nine Months Ended September 30, 1994	Pro forma Nine Months Ended September 30, 1993

Net sales	$ 782,344	$ 742,536
Net earnings	$ 47,528	$ 43,136
Net earnings per share	$ 1.89	$ 1.72

Net earnings and net earnings per share for the nine months ended September 30, 1993 include $1,427,000, or $.07 per share for the adoption of Statement No. 109.

Note 6: Public Stock Offering

In August 1994, the Company completed an offering of 2,788,000 shares of its common stock and received net proceeds of $109,817,000. The offering was comprised of 2,200,000 shares sold in the U.S. and Canada, 550,000 shares sold outside the U.S. and Canada, and 38,000 shares sold upon the exercise of an over-allotment option. The proceeds were used to prepay the $100 million bridge facility loan relating to the Vitramon acquisition and reduce revolving credit borrowings.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

Net sales for the quarter and nine months ended September 30, 1994 increased $60,762,000 or 30.3% and $61,307,000 or 9.4%, respectively, from the comparable periods of the prior year. The increases primarily reflect the acquisition of Vitramon in July 1994. Net sales of Vitramon were $34,529,000 for the quarter ended September 30, 1994. Net sales, exclusive of Vitramon, increased by $26,233,000 or 13.1% and $26,778,000 or 4.1% for the quarter and nine months ended September 30, 1994, respectively.

The weakening of the U.S. dollar against foreign currencies in the third quarter of 1994 in comparison to the prior year's quarter has resulted in an increase in reported sales of $6,936,000. However, for the nine months ended September 30, 1994 overall foreign currency fluctuations have had a minimal effect on reported sales.

Management believes its U.S. and European markets are continuing to show signs of growth. Net sales, exclusive of Vitramon and foreign currency fluctuations, in the United States and Europe have increased 9% and 11%, respectively, over the third quarter of the prior year. For the nine months ended September 30, 1994, the increases in the United States and Europe were 7% and 2%, respectively. Net bookings, exclusive of Vitramon, for the quarter and nine months ended September 30, 1994 increased by 11.6% and 9.0%, respectively, over the comparable periods of the prior year. Net bookings of Vitramon, for the quarter ended September 30, 1994 increased by 41% over the prior year's quarter.

Costs of products sold for the quarter and nine months ended September 30, 1994 were 75.1% and 76.0% of net sales, respectively, as compared to 78.3% and 78.0%, respectively, for the comparable periods of the prior year. The factors contributing to this decrease include: i) the fact that gross profits for Vitramon are higher than Vishay's other operating companies, ii) Israeli government grants of $3,033,000 and $7,190,000 for the quarter and nine months ended September 30, 1994, respectively, as compared to $808,000 and $1,851,000, respectively, for the comparable periods of the prior year, and iii) an increase in production in Israel where labor costs are generally lower than in other regions in which Vishay manufactures. The period to period increases in Israeli government grants have resulted primarily from an increase in the Company's work force in Israel. The majority of the grants and other incentive programs offered to the Company by the Israeli government will likely continue to depend on increasing capital and the number of the Company's employees in Israel. Exclusive of Israeli government grants and the acquisition of Vitramon, costs of products sold were 78.4% and 77.7% of sales for the quarter and nine months ended September 30, 1994, respectively, compared to 78.7% and 78.3% for the comparable periods of the prior year.

Selling, general, and administrative expenses for the quarter and nine months ended September 30, 1994 were 14.3% and 13.8% of net sales, respectively, compared to 14.1% and 13.7% for the comparable periods of the prior year. The current year's higher rates can be attributable to the acquisition of Vitramon which has a higher percentage of selling, general, and administrative expenses than Vishay. While management believes these percentages to be acceptable, management continues to explore additional cost saving opportunities.

Restructuring charges of $1,738,000 and $3,730,000 incurred during the quarter and nine months ended September 30, 1993 related to the Company's decision to downsize its French operations as a result of that country's business climate. The Company recognized as income during the quarter and nine months ended September 30, 1993 $4,221,000 and $7,221,000, respectively, for an insurance recovery for lost profits from a business interruption insurance claim.

Interest costs increased by $2,803,000 and $2,375,000 for the quarter and nine months ended September 30, 1994 as a result of increased rates and increased debt incurred for the acquisition of Vitramon.

The effective tax rates for the quarter and nine months ended September 30, 1994 were 22.3% and 19.2%, respectively, compared to 15.1% and 15.7% for the comparable periods of the prior year. The effective tax rate for calendar year 1993, exclusive of the effect of nontaxable insurance proceeds, was 18.6%. The estimated 1994 rate anticipates the effect of the acquisition of Vitramon in July 1994.

The effect of the low tax rates in Israel (as compared to the statutory rate in the United States) has been to increase net earnings by $3,883,000 and $3,521,000 for the quarters ended September 30, 1994 and 1993, respectively, and $9,825,000 and $7,385,000 for the nine months ended September 30, 1994 and 1993, respectively. The period to period increases are primarily a result of increased earnings for the Israeli operations. The more favorable Israeli tax rates are applied to specific approved projects and normally continue to be available for a period of ten years. New projects are continually being introduced.

Included in net earnings for the nine months ended 1993 is a one-time tax benefit of $1,427,000 resulting from the adoption of FASB Statement No. 109, "Accounting for Income Taxes".

Financial Condition

Cash flows from operations were $30,344,000 for the nine months ended September 30, 1994 compared to $35,480,000 for the prior year's period. The decrease in net cash provided by operating activities in comparison to the prior year's period reflects $9,745,000 of cash payments made in the first nine months of 1994 for accruals the Company established in connection with the Sprague and Roederstein acquisitions. Purchases of property and equipment for the nine months ended September 30, 1994 were $64,102,000 compared to $47,486,000 in the prior year's period. This increase reflects the Company's on-going program to purchase additional equipment to meet growing customer demand for surface mount components. Net cash provided by financing activities of $233,260,000 for the nine months ended September 30, 1994, which includes $109,817,000 of proceeds from a common stock offering, was used primarily to finance the acquisition of Vitramon and additions to property and equipment.

The Company has established accruals relating to the Vitramon acquisition of $15,000,000, consisting primarily of severance costs related to planned work force reductions at Vitramon ($9,000,000), anticipated environmental clean-up costs, which consist primarily of cost estimates associated with possible soil excavation of existing metal contaminants and the clean up of other existing contaminants at some Vitramon facilities ($4,000,000), and an accrual for bonuses and contract cancellation costs associated with Vitramon personnel and contracts ($2,000,000). The above accruals, which are included in other accrued expenses, will not affect future earnings but will require cash expenditures over the next twelve months.

In July 1994, the Company and certain of its subsidiaries entered into agreements (the "Bank Agreements") with a group of banks, including Comerica Bank, as agent for the banks ("Banks"). The Bank Agreements amended and restated the Company's previously-existing revolving credit and term loan agreements and added two new facilities that were used to finance the acquisition of Vitramon.

After giving effect to the Bank Agreements, the Company's domestic credit facilities consist of a $200,000,000 revolving credit facility that matures in December 1997, subject to the Company's right to request year-to-year renewals thereafter, a $102,500,000 term loan that matures in December 2000 and a $100,000,000 non-amortizing term loan due in July 2001. Borrowings under these facilities bear interest at variable rates based on the prime rate or, at the Company's option, LIBOR. A $100,000,000 bridge facility used to finance the Vitramon acquisition was paid off in August 1994 with proceeds from its equity offering.

The Banks also provided Deutsche Mark ("DM") denominated revolving credit and term loan facilities for certain of the Company's German subsidiaries, which permit borrowings, in the aggregate, of DM 153,821,990, including a DM 40,000,000 revolving credit facility that matures in December 1997, subject to the borrower's right to request year-to-year renewals thereafter, a DM 9,506,000 term loan that matures in December 1994 and a DM 104,315,990 term loan that matures in December 1997. Borrowings bear interest at variable rates based on LIBOR. In August 1994 the Company used proceeds from its equity offering to prepay the DM 9,506,000 term loan.

As a result of the amendments contained in the Bank Agreements, all of the Company's bank facilities are unsecured and all collateral held by the Banks was released. However, the facilities are cross-guaranteed by the Company and certain of its subsidiaries. The Bank Agreements also resulted in a decrease in interest rates from those previously in effect as well as a reduction in the number of financial and restrictive covenants. Financial covenants are currently limited to requirements regarding leverage and fixed charge coverage ratios and minimum tangible net worth. Other restrictive covenants include limitations on the payment of cash dividends, guarantees and liens.

The Company's financial condition at September 30, 1994 is strong, with a current ratio of 2.3 to 1. The Company's ratio of long-term debt (less current portion) to stockholders' equity was .7 to 1 at September 30, 1994 and December 31, 1993.

Management believes that available sources of credit, together with cash expected to be generated from operations, will be sufficient to satisfy the Company's anticipated financing needs for working capital and capital expenditures during the next twelve months.

Inflation

Normally, inflation does not have a significant impact on the Company's operations. The Company's products are not generally sold on long-term contracts. Consequently, selling prices, to the extent permitted by competition, can be adjusted to reflect cost increases caused by inflation.

VISHAY INTERTECHNOLOGY, INC.
PART II - OTHER INFORMATION

Item 1. Legal Proceedings
Not applicable

Item 2. Changes in Securities
Not applicable

Item 3. Defaults Upon Senior Securities
Not applicable

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable

Item 5. Other Information
Not applicable

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits
Not applicable

(b) Reports on Form 8-K
On July 19, 1994 a Current Report on Form 8-K dated July 18, 1994 was filed reporting under Item 2 that Vishay had acquired the stock of Vitramon, Incorporated and Vitramon Limited U.K. from Thomas & Betts Corporation for $184 million in cash.

SIGNATURES

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 thereunto duly authorized.

VISHAY INTERTECHNOLOGY, INC.

/s/ Richard N. Grubb

Richard N. Grubb
Vice President, Treasurer
(Duly Authorized and Chief Financial Officer)

Date: November 8, 1994

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM VISHAY INTERTECHNOLOGY, INC.'S QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 1994 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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DEC-31-1994
SEP-30-1994
31,250
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