

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1
to
SCHEDULE 13D

Under the Securities Exchange Act of 1934

Siliconix Incorporated

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

827079 10 4

(CUSIP Number)

Avi D. Eden
Vishay Intertechnology, Inc.
63 Lincoln Highway
Malvern, PA 19355
(610) 644-1300

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

with a copy to:

Abbe L. Dienstag, Esq.
Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, NY 10022

February 22, 2001

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box:

Page 1 of 5 pages

SCHEDULE 13D

CUSIP No. 25443 10 1

Page 2 of 5 Pages

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Vishay Intertechnology, Inc.
(I.R.S. Employer Identification No. 38-1686453)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS
(See Item 3)

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7) SOLE VOTING POWER
Not Applicable
NUMBER OF

SHARES
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8) SHARED VOTING POWER
 24,030,000 shares of Common Stock

9) SOLE DISPOSITIVE POWER
 Not Applicable

10) SHARED DISPOSITIVE POWER
 24,030,000 shares of Common Stock

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 24,030,000 shares of Common Stock

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 80.4%

14) TYPE OF REPORTING PERSON
 CO

Amendment No. 1 to Schedule 13D

This Amendment No. 1 (the "Amendment") amends and supplements the Schedule 13D (the "Schedule 13D") dated December 24, 1997 filed by Vishay Intertechnology, Inc., a Delaware corporation ("Vishay"), with respect to the Common Stock, \$.01 par value (the "Common Stock"), of Siliconix Corporation, a Delaware corporation (the "Company"). Notwithstanding this Amendment No. 1, the Schedule 13D speaks as of its date.

Item 4 of Schedule 13D, "Purpose of Transaction," is amended to add the following at the end thereof:

On February 22, 2001, Vishay announced a proposal to purchase any and all outstanding shares of Common Stock not already owned by Vishay at a price of \$28.82 per share in cash.

A copy of a letter to the board of directors of the Company containing the proposal is attached as Exhibit 2 and incorporated in this Item by reference. A copy of the press release announcing the proposal is attached as Exhibit 3 and incorporated in this Item by reference.

Item 5(a) of Schedule 13D, "Interest in Securities of the Issuer," is amended by adding the following:

On February 16, 2000, the Company effected a three-for-one split of the Common Stock, as a result of which the number of shares held by Vishay increased from 8,010,000 to 24,030,000. Vishay's percentage interest of 80.4% remained unchanged.

Item 7 of Schedule 13D, "Material to be Filed as Exhibits," is amended by adding the following exhibits:

Exhibit 2 Letter to the Company's board of Directors containing the proposal.

Exhibit 3 Press Release announcing the proposal.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Amendment is true, complete and correct.

Dated: February 23, 2001

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Avi D. Eden

Name: Avi D. Eden
Title: Executive Vice President

February 22, 2001

Mr. Glyndwr Smith
Chairman of the Board of Directors
Siliconix Incorporated
2201 Laurelwood Road
Santa Clara, California 95054
Attention: Board of Directors

Gentlemen:

We are proposing to purchase any and all outstanding shares of common stock of Siliconix Incorporated not already owned by Vishay Intertechnology, Inc. at a price of \$28.82 per share in cash. The purchase would be made through a tender offer, subject to customary conditions, in accordance with the rules of the Securities and Exchange Commission.

Alternatively, we could offer to exchange the Siliconix shares for shares of common stock of Vishay. Depending upon whether such exchange would be tax-free to the Siliconix stockholders, we would expect that the value per share of Siliconix in the exchange would be somewhat less than the cash price.

If we hold at least 90 percent of the outstanding Siliconix shares following completion of our offer, we may effect a "short-form" merger of Siliconix with a Vishay subsidiary under Delaware law. If such a merger takes place promptly after the offer, the consideration given to stockholders in the merger would be the same as the consideration received by tendering stockholders in the offer.

We are not requesting that you enter into any agreement with respect to the offer or pay any sort of break-up or similar fee in the event that the offer is not consummated, including because of a higher offer from a subsequent bidder. Our offer would not foreclose any other person from making a higher offer for the shares that we do not already own.

We recognize that a majority of the board of directors of Siliconix is either affiliated with Vishay or serves with Siliconix management. We request the opportunity to discuss our offer with a special committee of independent, non-management Siliconix directors who are unaffiliated with Vishay. We only expect to proceed with our offer if the special committee, after consultations with its financial and legal advisors, concludes that the offer is fair to Siliconix stockholders. In addition, we could also determine not to proceed with the offer if in our sole judgment changes in economic, business or market conditions make the offer unadvisable.

Please call me at (610) 644-1300 at your earliest convenience to discuss this matter. We look forward to hearing from you.

Sincerely,

Avi D. Eden
Vice Chairman

NEWS RELEASE

Contact: Richard N. Grubb, Executive
Vice President and Chief
Financial
Officer or Robert A. Freece
Senior Vice President
610/644-1300

FOR IMMEDIATE RELEASE

VISHAY PROPOSES OFFER FOR ALL SHARES OF SILICONIX
THAT IT DOES NOT ALREADY OWN

MALVERN, PENNSYLVANIA - February 22, 2001 - Vishay Intertechnology, Inc. (NYSE: VSH) announced today that it is proposing to purchase any and all outstanding shares of common stock of Siliconix Incorporated (NASDAQ: SILI) not already owned by Vishay at a price of \$28.82 per share in cash. The proposal was communicated in a letter to the Siliconix Board of Directors. Vishay currently owns 80.4% of the outstanding shares of Siliconix. The purchase would be made through a tender offer, subject to customary conditions, in accordance with the rules of the Securities and Exchange Commission. Vishay also indicated that it might offer to exchange the Siliconix shares for shares of its common stock. Depending upon whether the exchange would be tax-free to Siliconix stockholders, Vishay would expect that the value per share of Siliconix in an exchange offer would be somewhat less than the cash price.

Vishay also stated that, if it holds at least 90 percent of the outstanding Siliconix shares following completion of the offer, it may effect a "short-form" merger of Siliconix with a Vishay subsidiary. If such a merger takes place promptly after the offer, the consideration given to stockholders in the merger would be the same as the consideration received by tendering stockholders in the offer.

Vishay is not asking Siliconix to enter into any agreement with respect to the offer or to pay a break-up fee in the event that the offer is not consummated or a higher offer from another bidder is received. Vishay's offer would not foreclose any other person from making a higher offer for the shares not already owned by Vishay.

Vishay requested the opportunity to discuss its offer with a special committee of independent, non-management Siliconix directors who are unaffiliated with Vishay. Vishay only expects to proceed with its offer if the special committee, after consultations with its financial and legal advisors, concludes that the offer is fair to Siliconix stockholders. Vishay could also determine not to proceed with the offer if in its sole judgment changes in economic, business or market conditions make the offer unadvisable.

Vishay, a Fortune 1,000 Company with annual sales of \$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), IRDCs (infrared communication devices), and power and analog switching integrated circuits. The Company's

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components are vital to electronic operations and 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 60 plants in the U.S., Mexico, Germany, Austria, the United Kingdom, France, Portugal, the Czech Republic, Hungary, Israel, Taiwan (ROC), China and the Philippines. Vishay can be found on the Internet at <http://www.vishay.com>.

If Vishay proceeds with the offer, it will file documentation regarding the offer with the SEC. Siliconix will also be required to file documentation regarding its response to the offer. Investors and security holders are advised to read this documentation, when and if it becomes available, because this documentation will contain important information. Investors and security holders may obtain a free copy of the tender offer documentation (when and if available) and other related documents filed by Vishay and Siliconix at the SEC's website at www.sec.gov. The tender offer documentation and such other documents may also

be obtained from Vishay or Siliconix by directing such request to Vishay Intertechnology, Inc., 63 Lincoln Highway, Malvern, Pennsylvania 19355-2121, tel.: (610) 644-1300, Attention: Corporate Secretary; or to Siliconix Incorporated, 2201 Laurelwood Road, Santa Clara, California 95054, tel.: (408) 988-8000, Attention: Corporate Secretary.

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