

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) May 19, 2020

**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 Number)

63 Lancaster Avenue Malvern, PA	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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of exchange on which registered
Common stock, par value \$0.10 per share	VSH	New York Stock Exchange

## Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

### Appointment of New Executive Officers

Effective July 1, 2020, Joel Smejkal, 53, Executive Vice President – Business Head Passive Components, will move into a new role as Executive Vice President – Corporate Business Development. Mr. Smejkal will continue to report directly to our Chief Executive Officer, Dr. Gerald Paul.

Jeff Webster, 49, will assume Mr. Smejkal's responsibilities as Executive Vice President – Business Head Passive Components effective July 1, 2020. On the same date, Andreas Randbrock, 55, will become Executive Vice President – Global Human Resources. Messrs. Webster and Randbrock will report directly to Dr. Paul. On June 30, 2020, Werner Gebhardt, Executive Vice President – Global Human Resources will retire from that position.

Mr. Webster was formerly Senior Vice President – Corporate Quality, is currently working on special projects as Assistant to the CEO and has been with Vishay since January 2000. Mr. Randbrock is currently Senior Vice President – Employee Development and has been with Vishay since May 2015.

Vishay Intertechnology, Inc.'s ("Vishay," or the "Company") Compensation Committee has approved an increase of Mr. Smejkal's base salary to \$561,966 effective July 1, 2020. With respect to Messrs. Webster and Randbrock, the Compensation Committee has reviewed the salaries, bonus arrangements, and other incentives, and the Company intends to file the employment agreements memorializing those terms as exhibits to its next quarterly report on Form 10-Q.

## Item 5.07 – Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on May 19, 2020. At the Annual Meeting of Stockholders, Vishay's stockholders elected three directors to hold office until the 2023 annual meeting and one director to hold office until the 2021 annual meeting, ratified the appointment of Ernst & Young LLP as Vishay's independent registered public accounting firm for the year ending December 31, 2020, and voted on an advisory basis to approve Vishay's executive compensation.

Each share of common stock is entitled to one vote, and each share of Class B common stock is entitled to ten votes.

The results of the votes of stockholders on each matter set forth at the Annual Meeting are as follows:

### *Election of Directors to Hold Office until 2023*

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
<b>Michael J. Cody</b>			
Common stock	112,110,761	1,059,837	6,013,688
Class B common stock	12,057,515	-	262
Total voting power	<u>232,685,911</u>	<u>1,059,837</u>	<u>6,016,308</u>
<b>Dr. Abraham Ludormirski</b>			
Common stock	92,146,553	21,024,045	6,013,688
Class B common stock	12,039,494	18,021	262
Total voting power	<u>212,541,493</u>	<u>21,204,255</u>	<u>6,016,308</u>
<b>Raanan Zilberman</b>			
Common stock	95,816,986	17,353,612	6,013,688
Class B common stock	12,039,494	18,021	262
Total voting power	<u>216,211,926</u>	<u>17,533,822</u>	<u>6,016,308</u>

### *Election of Director to Hold Office Until 2021*

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
<b>Jeffrey H. Vanneste</b>			
Common stock	108,481,325	4,689,273	6,013,688
Class B common stock	12,057,515	-	262
Total voting power	<u>229,056,475</u>	<u>4,689,273</u>	<u>6,016,308</u>

## ***Ratification of Appointment of Independent Registered Public Accounting Firm***

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Common stock	116,448,355	2,642,997	92,934	-
Class B common stock	12,057,777	-	-	-
Total voting power	<u>237,026,125</u>	<u>2,642,997</u>	<u>92,934</u>	<u>-</u>

## ***Advisory Vote on Executive Compensation***

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Common stock	108,780,753	4,146,153	243,692	6,013,688
Class B common stock	12,023,171	-	34,344	262
Total voting power	<u>229,012,463</u>	<u>4,146,153</u>	<u>587,132</u>	<u>6,016,308</u>

## **Item 8.01 - Other Events**

### *Cash Dividend Declaration*

On May 20, 2020 Vishay declared a quarterly cash dividend of \$0.095 per share of common stock and Class B common stock outstanding payable on June 25, 2020 to stockholders of record at the close of business on June 12, 2020. A copy of the press release announcing the dividend declaration is attached as Exhibit 99.1 to this report.

### *Convertible Notes Repurchase Authority*

On May 20, 2020, the Company's Board of Directors authorized a program to repurchase up to \$200 million of the outstanding convertible senior notes due 2025 in open market repurchases or through privately negotiated transactions. Such transactions are subject to the execution of formal agreements with a purchasing agent, as well as market and business conditions, legal requirements, and other factors. Such authorization does not obligate us to acquire any particular amount of convertible senior notes, and it may be terminated or suspended at any time at our discretion, in accordance with applicable laws and regulations. The Company expects to fund any such transactions through cash on hand, and if necessary, borrowings under its revolving credit facility.

## **Item 9.01 – Financial Statements and Exhibits**

### **(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
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<a href="#">99.1</a>	<a href="#">Dividend declaration press release dated May 20, 2020</a>
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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## 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: May 20, 2020

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Lori Lipcaman

Name: Lori Lipcaman  
Title: Executive Vice President and  
Chief Financial Officer

**VISHAY INTERTECHNOLOGY DECLARES QUARTERLY DIVIDEND**

MALVERN, Pa. – May 20, 2020 – Vishay Intertechnology, Inc. (NYSE:VSH), one of the world's largest manufacturers of discrete semiconductors and passive components, announced today that the Company's Board of Directors declared a dividend of \$0.095 per share of common stock and Class B common stock to be paid June 25, 2020 to stockholders of record as of the close of business on June 12, 2020. Future dividends will be subject to Board approval.

**About Vishay**

Vishay Intertechnology, Inc., a Fortune 1000 Company listed on the NYSE (VSH), is one of the world's largest manufacturers of discrete semiconductors (diodes, MOSFETs, and infrared optoelectronics) and passive electronic components (resistors, inductors, and capacitors). These components are used in virtually all types of electronic devices and equipment, in the industrial, computing, automotive, consumer, telecommunications, military, aerospace, power supplies, and medical markets. Vishay's product innovations, successful acquisition strategy, and "one-stop shop" service have made it a global industry leader. Vishay can be found on the Internet at <http://www.vishay.com>.

**Forward-Looking Statements**

Statements contained herein that relate to the Company's future cash dividends on its common stock and Class B common stock are forward-looking statements within the safe harbor provisions of Private Securities Litigation Reform Act of 1995. Words such as "to be," "will be," or other similar words or expressions often identify forward-looking statements. Such statements are based on current expectations only, and are subject to certain risks, uncertainties and assumptions, many of which are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results, performance, or achievements may vary materially from those anticipated, estimated or projected. Among the factors that could cause actual results to materially differ include: general business and economic conditions; manufacturing or supply chain interruptions or changes in customer demand because of COVID-19 or similar diseases; delays or difficulties in implementing our cost reduction strategies; delays or difficulties in expanding our manufacturing capacities; an inability to attract and retain highly qualified personnel; changes in foreign currency exchange rates; uncertainty related to the effects of changes in foreign currency exchange rates; competition and technological changes in our industries; difficulties in new product development; difficulties in identifying suitable acquisition candidates, consummating a transaction on terms which we consider acceptable, and integration and performance of acquired businesses; changes in U.S. and foreign trade regulations and tariffs, and uncertainty regarding the same; changes in applicable domestic and foreign tax regulations, and uncertainty regarding the same; changes in applicable accounting standards and other factors affecting our operations that are set forth in our filings with the Securities and Exchange Commission, including our annual reports on Form 10-K and our quarterly reports on Form 10-Q. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Contact:**

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