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) November 4, 2026

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 2.02 – Results of Operations and Financial Condition

On November 4, 2026, Vishay Intertechnology, Inc. (the "Company") issued a press release announcing its financial results for the fiscal quarter and nine fiscal months ended October 3, 2026. A copy of the press release is attached as Exhibit 99.1 to this report.

Item 7.01 – Regulation FD Disclosure

Computational Guidance on Earnings Per Share Estimates

The Company frequently receives questions from analysts and stockholders regarding its diluted earnings per share ("EPS") computation. The information furnished in this Form 8-K provides additional information on the impact of key variables on the EPS computation, particularly as they relate to the fourth fiscal quarter of 2026.

Accounting principles require that EPS be computed based on the weighted average shares outstanding ("basic"), and also assuming the issuance of potentially issuable shares (such as those subject to equity awards and convertible debt) if those potentially issuable shares would reduce EPS ("diluted").

The number of shares related to equity awards included in diluted EPS is based on the "Treasury Stock Method" prescribed in Financial Accounting Standards Board ("FASB") ASC Topic 260, *Earnings Per Share* ("FASB ASC Topic 260"). This method assumes a theoretical repurchase of shares using the unrecognized compensation expense and any other proceeds at a price equal to the issuer's average stock price during the related earnings period. Accordingly, the number of shares includable in the calculation of diluted EPS in respect of equity awards is dependent on this average stock price and will increase as the average stock price increases. This method is also utilized for net share settlement debt.

The number of shares includable in the calculation of diluted EPS in respect of conventional convertible or exchangeable securities is based on the "If Converted Method" prescribed in FASB ASC Topic 260. This method assumes the conversion or exchange of these securities for shares of common stock.

Pursuant to the indenture governing the senior convertible notes due 2030 (the "2030 Notes"), Vishay is required to pay the principal amount of the senior convertible debt instruments in cash. Vishay, at its option, will settle any additional value in cash, common stock, or a combination of both.

The 2030 Notes will be included in the diluted EPS computation using the "If Converted Method," but with no adjustment for interest expense.

The following estimates of shares expected to be used in the calculation of diluted EPS consider the number of the Company's shares currently outstanding and the Company's convertible securities currently outstanding and their exercise and conversion features currently in effect. The Company adjusts its calculation for the estimated effect of expected quarterly activity. The estimates assume no share or convertible debt instrument repurchases during the fourth fiscal quarter of 2026. Changes in these parameters or estimates could have a material impact on the calculation of diluted EPS.

The following estimates of shares expected to be used in the calculation of diluted EPS should be read in conjunction with the information on earnings per share in the Company's filings on Form 10-Q and Form 10-K. These estimates are unaudited and are not necessarily indicative of the shares used in the diluted EPS computation for any prior period. The estimates below are not necessarily indicative of the shares to be used in the quarterly diluted EPS computation for any period subsequent to the fourth fiscal quarter of 2026. The Company assumes no duty to revise these estimates as a result of changes in the parameters on which they are based or any changes in accounting principles. Also, the presentation is not intended as a forecast of EPS values or share prices of the Company's common stock for any period.

For the fourth fiscal quarter of 2026:

- The Company has approximately 153 million shares issued and outstanding, including shares of common stock and class B common stock.

- The number of shares included in diluted EPS related to restricted stock units does not vary significantly and is generally less than 5 million incremental shares.

- The Company's Convertible Senior Notes due 2030 are convertible at a conversion price of $30.16 per $1,000 principal amount, equivalent to 33.1609 shares per $1,000 principal amount. There is $750 million principal amount of the notes outstanding. The number of shares of common stock that Vishay will include in its diluted earnings per share computation, assuming an average market price for Vishay common stock in excess of the conversion price, will be determined in accordance with the following formula:

  S = [$750,000,000 / $1000] * [(P - $30.16) * 33.1609] / P

  where

  S = the number of shares to be included in diluted EPS, and
  P = the average market price of Vishay common stock for the quarter.

  If the average market price is less than $30.16, no shares will be included in the diluted earnings per share computation.

Accordingly, the following table summarizes the approximate number of shares to be included in the denominator of the diluted EPS calculation assuming net earnings attributable to Vishay stockholders for various average stock prices *(number of shares in millions)*:

Average Stock Price		Projected Diluted Shares
$	<30.16	157
$	35.00	161
$	40.00	164
$	45.00	166
$	50.00	168
$	55.00	170
$	60.00	171

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated November 4, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: November 4, 2026

VISHAY INTERTECHNOLOGY, INC.

By: /s/ David L. Tomlinson

Name: David L. Tomlinson
Title: Senior Vice President – Chief Accounting Officer

Exhibit 99.1

Vishay Intertechnology Reports Third Quarter 2026 Results

Malvern, PA, November 4, 2026 – Vishay Intertechnology, Inc., (NYSE: VSH), one of the world's largest manufacturers of discrete semiconductors and passive electronic components, today announced results for the fiscal third quarter ended October 3, 2026.

Highlights

- 3Q 2026 revenues of $978.9 million
- 3Q 2026 gross margin was 25.5%
- 3Q 2026 operating margin was 9.4%
- 3Q 2026 diluted EPS of $0.37
- 3Q 2026 book-to-bill of 1.29 with book-to-bill of 1.28 for semiconductors and 1.31 for passive components
- Backlog at quarter end was 6.6 months

“Q3 revenue of $979 million marked the highest quarterly revenue ever in Vishay’s history and exceeded the top end of our guidance. With revenue growth of 24% over last year, we lifted our gross profit margin to 25.5%, 600 basis points higher. This significant gross margin improvement flowed through to earnings which surged to $0.37 per share. All technologies delivered strong results, demonstrating the value of Vishay as a hybrid supplier of discrete semiconductors and passive components,” said Joel Smejkal, president and CEO. “We remain intensely focused on execution under Vishay 3.0, delivering on our promise to our customers to be a reliable supplier with incremental capacity and maintain competitive lead times.”

4Q 2026 Outlook

For the fourth quarter of 2026, management expects revenues in the range of $990 million +/- $15 million and a gross profit margin in the range of 26.0% +/- 50 basis points.

Conference Call

A conference call to discuss Vishay’s third quarter financial results is scheduled for Wednesday, November 4, 2026, at 9:00 a.m. ET. To participate in the live conference call, please pre-register here. Upon registering, you will be emailed a dial-in number, and unique PIN.

A live audio webcast of the conference call and a PDF copy of the press release and the quarterly presentation will be accessible directly from the Investor Relations section of the Vishay website at http://ir.vishay.com.

There will be a replay of the conference call available on the Investor Relations website approximately one hour following the call and will remain available for 30 days.

About Vishay

Vishay manufactures one of the world's largest portfolios of discrete semiconductors and passive electronic components that are essential to innovative designs in the automotive, industrial, computing, consumer, telecommunications, military, aerospace, and healthcare markets. Serving customers worldwide, Vishay is ***The DNA of tech***®. Vishay Intertechnology, Inc. is a Fortune 1,000 Company listed on the NYSE (VSH). More on Vishay at www.Vishay.com.

This press release includes certain financial measures which are not recognized in accordance with U.S. generally accepted accounting principles ("GAAP"), including adjusted net earnings; adjusted earnings per share; adjusted net revenues; adjusted gross margin; adjusted operating margin; free cash; earnings before interest, taxes, depreciation and amortization ("EBITDA"); adjusted EBITDA; and adjusted EBITDA margin; which are considered "non-GAAP financial measures" under the U.S. Securities and Exchange Commission rules. These non-GAAP measures supplement our GAAP measures of performance or liquidity and should not be viewed as an alternative to GAAP measures of performance or liquidity. Non-GAAP measures such as adjusted net earnings, adjusted earnings per share, adjusted net revenues, adjusted gross margin, adjusted operating margin, free cash, EBITDA, adjusted EBITDA, and adjusted EBITDA margin do not have uniform definitions. These measures, as calculated by Vishay, may not be comparable to similarly titled measures used by other companies. Management believes that such measures are meaningful to investors because they provide insight with respect to intrinsic operating results and financial trends of the Company. Although the terms "free cash" and "EBITDA" are not defined in GAAP, the measures are derived using various line items measured in accordance with GAAP. Reconciling items to arrive at adjusted net earnings represent significant charges or credits that are important to understanding the Company's intrinsic operations. Reconciling items to calculate adjusted net revenues, adjusted gross margin, adjusted operating margin, and adjusted EBITDA represent those same items used in computing adjusted net earnings, as relevant. Furthermore, the presented calculation of adjusted EBITDA is substantially similar to, but not identical to, a measure used in the calculation of financial ratios required for covenant compliance under Vishay's revolving credit facility. These reconciling items are indicated on the accompanying reconciliation schedules and are more fully described in the Company's financial statements presented in its annual report on Form 10-K and its quarterly reports presented on Forms 10-Q.

Statements contained herein that relate to the Company's future performance, including forecasted revenues and margins, capacity expansion, multi-year customer demand, stockholder returns, and the performance of the economy in general, are forward-looking statements within the safe harbor provisions of Private Securities Litigation Reform Act of 1995. Words and expressions such as "will," "expect," "going forward" 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; 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; volatility in prices for metals and materials; 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.

The DNA of tech® *is a trademark of Vishay Intertechnology.*

Contact:
Vishay Intertechnology, Inc.
Peter Henrici

Executive Vice President, Corporate Development
+1-610-644-1300

VISHAY INTERTECHNOLOGY, INC.
Summary of Operations
(Unaudited - In thousands, except per share amounts)

	Fiscal quarters ended		
	October 3, 2026	July 4, 2026	September 27, 2025
Net revenues[(a)]	$ 978,939	$ 888,575	$ 790,640
Costs of products sold[(b)]	729,554	681,193	636,781
Gross profit	249,385	207,382	153,859
Gross margin	25.5%	23.3%	19.5%
Selling, general, and administrative expenses	157,168	153,856	134,712
Operating income	92,217	53,526	19,147
Operating margin	9.4%	6.0%	2.4%
Other income (expense):			
Interest expense	(6,676)	(10,333)	(9,525)
Other	1,742	(794)	2,265
Total other income (expense) - net	(4,934)	(11,127)	(7,260)
Income before taxes	87,283	42,399	11,887
Income tax expense	28,314	14,275	19,763
Net earnings (loss)	$ 58,969	$ 28,124	$ (7,876)
Basic earnings (loss) per share	$ 0.38	$ 0.21	$ (0.06)
Diluted earnings (loss) per share	$ 0.37	$ 0.19	$ (0.06)
Weighted average shares outstanding - basic	153,523	136,824	135,720
Weighted average shares outstanding - diluted	160,819	147,901	135,720
Cash dividends per share	$ 0.10	$ 0.10	$ 0.10

(a) Net revenues for the fiscal quarter ended July 4, 2026 are reduced by ($30,008) for tariff refunds passed through to customers, with no impact on gross profit.
(b) Costs of product sold for the fiscal quarter ended July 4, 2026 are reduced by ($30,008) for tariff refunds received from the U.S. government, with no impact on gross profit.

VISHAY INTERTECHNOLOGY, INC.
Summary of Operations
(Unaudited - In thousands, except per share amounts)

	Nine fiscal months ended October 3, 2026	Nine fiscal months ended September 27, 2025
Net revenues[(c)]	$ 2,706,756	$ 2,268,126
Costs of products sold[(d)]	2,073,377	1,830,030
Gross profit	633,379	438,096
Gross margin	23.4%	19.3%
Selling, general, and administrative expenses[(e)]	465,512	396,016
Operating income	167,867	42,080
Operating margin	6.2%	1.9%
Other income (expense):		
Interest expense	(26,982)	(28,903)
Other	1,649	6,759
Total other income (expense) - net	(25,333)	(22,144)
Income before taxes	142,534	19,936
Income tax expense	48,277	29,900
Net earnings (loss)	$ 94,257	$ (9,964)
Basic earnings (loss) per share	$ 0.66	$ (0.07)
Diluted earnings (loss) per share	$ 0.63	$ (0.07)
Weighted average shares outstanding - basic	142,065	135,739
Weighted average shares outstanding - diluted	148,664	135,739
Cash dividends per share	$ 0.30	$ 0.30

(c) Net revenues for the nine fiscal months ended October 3, 2026 are reduced by ($30,008) for tariff refunds passed through to customers, with no impact on gross profit.
(d) Costs of product sold for the nine fiscal months ended October 3, 2026 are reduced by ($30,008) for tariff refunds received from the U.S. government, with no impact on gross profit.
(e) Selling, general, and administrative expenses for the nine fiscal months ended September 27, 2025 include a ($11,293) benefit recognized upon the favorable resolution of a contingency.

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

	October 3, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 1,139,887	$ 514,966
Short-term investments	5,304	265
Accounts receivable, net	367,048	381,802
Inventories:		
Finished goods	174,418	182,444
Work in process	365,575	331,347
Raw materials	265,495	245,412
Total inventories	805,488	759,203
Prepaid expenses and other current assets	233,063	231,004
Total current assets	2,550,790	1,887,240
Property and equipment, at cost:		
Land	85,515	86,399
Buildings and improvements	846,712	839,856
Machinery and equipment	3,487,407	3,477,884
Construction in progress	564,927	464,475
Allowance for depreciation	(3,251,827)	(3,195,455)
	1,732,734	1,673,159
Right of use assets	118,996	119,746
Deferred income taxes	189,525	183,016
Goodwill	179,928	180,390
Other intangible assets, net	67,785	78,487
Other assets	109,030	112,122
Total assets	$ 4,948,788	$ 4,234,160

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

	October 3, 2026	December 31, 2025
Liabilities and equity		
Current liabilities:		
Trade accounts payable	$ 246,311	$ 214,984
Payroll and related expenses	192,326	164,114
Lease liabilities	28,099	26,546
Other accrued expenses	268,088	300,031
Income taxes	34,768	14,751
Total current liabilities	769,592	720,426
Long-term debt less current portion	735,482	950,893
Deferred income taxes	95,991	96,818
Long-term lease liabilities	92,757	95,799
Other liabilities	135,972	109,228
Accrued pension and other postretirement costs	164,616	172,723
Total liabilities	1,994,410	2,145,887
Equity:		
Vishay stockholders' equity		
Common stock	14,130	12,351
Class B convertible common stock	1,210	1,210
Capital in excess of par value	1,955,384	1,101,086
Retained earnings	943,885	892,232
Accumulated other comprehensive income	39,769	81,394
Total equity	2,954,378	2,088,273
Total liabilities and equity	$ 4,948,788	$ 4,234,160

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

	Nine fiscal months ended October 3, 2026	September 27, 2025
Operating activities		
Net earnings (loss)	$ 94,257	$ (9,964)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Depreciation and amortization	174,035	167,036
Loss on disposal of property and equipment	107	56
Inventory write-offs for obsolescence	33,374	25,614
Deferred income taxes	(5,026)	(7,461)
Stock compensation expense	29,875	17,635
Other	8,993	(2,189)
Change in U.S. transition tax liability	-	(47,027)
Change in repatriation tax liability	(4,092)	(9,375)
Changes in operating assets and liabilities	(16,732)	(99,379)
Net cash provided by operating activities	314,791	34,946
Investing activities		
Capital expenditures	(253,409)	(178,491)
Proceeds from sale of property and equipment	480	854
Purchase of short-term investments	(5,356)	(28,575)
Maturity of short-term investments	317	45,111
Other investing activities	(410)	(2,336)
Net cash used in investing activities	(258,378)	(163,437)
Financing activities		
Proceeds from follow-on public offering, net of underwriting discounts and issuance costs	830,250	-
Principal payments on long-term debt	-	(41,911)
Net proceeds (payments) on revolving credit facility	(219,000)	53,000
Dividends paid to common stockholders	(38,933)	(37,050)
Dividends paid to Class B common stockholders	(3,629)	(3,629)
Repurchase of common stock	-	(12,538)
Cash withholding taxes paid when shares withheld for vested equity awards	(4,090)	(4,000)
Other financing activities	10,000	10,080
Net cash provided by (used in) financing activities	574,598	(36,048)
Effect of exchange rate changes on cash and cash equivalents	(6,090)	18,111
Net increase (decrease) in cash and cash equivalents	624,921	(146,428)
Cash and cash equivalents at beginning of period	514,966	590,286
Cash and cash equivalents at end of period	$ 1,139,887	$ 443,858

VISHAY INTERTECHNOLOGY, INC.
Reconciliation of Adjusted Earnings Per Share
(Unaudited - In thousands, except per share amounts)

	Fiscal quarters ended			Nine fiscal months ended	
	October 3, 2026	July 4, 2026	September 27, 2025	October 3, 2026	September 27, 2025
Net earnings (loss)	$ 58,969	$ 28,124	$ (7,876)	$ 94,257	$ (9,964)
Reconciling items affecting net revenues:					
Tariff refunds passed through to customers	-	30,008	-	30,008	-
Other reconciling items affecting gross profit:					
Tariff refunds received from U.S. government	-	(30,008)	-	(30,008)	-
Other reconciling items affecting operating income:					
Favorable resolution of contingency	-	-	-	-	(11,293)
Reconciling items affecting tax expense:					
Change in tax laws and regulations	-	-	13,657	-	13,657
Adjusted net earnings (loss)	$ 58,969	$ 28,124	$ 5,781	$ 94,257	$ (7,600)
Adjusted weighted average diluted shares outstanding	160,819	147,901	136,582	148,664	135,739
Adjusted earnings (loss) per diluted share	$ 0.37	$ 0.19	$ 0.04	$ 0.63	$ (0.06)

VISHAY INTERTECHNOLOGY, INC.
Reconciliation of Free Cash
(Unaudited - In thousands)

	Fiscal quarters ended			Nine fiscal months ended	
	October 3, 2026	July 4, 2026	September 27, 2025	October 3, 2026	September 27, 2025
Net cash provided by operating activities	$ 145,763	$ 105,359	$ 27,639	$ 314,791	$ 34,946
Proceeds from sale of property and equipment	259	155	360	480	854
Less: Capital expenditures	(47,547)	(95,201)	(52,324)	(253,409)	(178,491)
Free cash	$ 98,475	$ 10,313	$ (24,325)	$ 61,862	$ (142,691)

VISHAY INTERTECHNOLOGY, INC.
Reconciliation of EBITDA and Adjusted EBITDA
(Unaudited - In thousands)

	Fiscal quarters ended			Nine fiscal months ended	
	October 3, 2026	July 4, 2026	September 27, 2025	October 3, 2026	September 27, 2025
Net earnings (loss)	$ 58,969	$ 28,124	$ (7,876)	$ 94,257	$ (9,964)
Interest expense	6,676	10,333	9,525	26,982	28,903
Interest income	(7,718)	(4,088)	(2,710)	(14,844)	(10,610)
Income taxes	28,314	14,275	19,763	48,277	29,900
Depreciation and amortization	59,707	56,117	57,293	174,035	167,036
EBITDA	$ 145,948	$ 104,761	$ 75,995	$ 328,707	$ 205,265
Reconciling items					
Tariff refunds passed through to customers	$ -	$ 30,008	$ -	$ 30,008	$ -
Tariff refunds received from U.S. government	-	(30,008)	-	(30,008)	-
Favorable resolution of contingency	-	-	-	-	(11,293)
Adjusted EBITDA	$ 145,948	$ 104,761	$ 75,995	$ 328,707	$ 193,972
Adjusted EBITDA margin[(f)]	14.9%	11.4%	9.6%	12.0%	8.6%

(f) Adjusted EBITDA as a percentage of adjusted net revenues.

VISHAY INTERTECHNOLOGY, INC.
Schedule of Adjusted Revenue, Gross Profit, and Gross Margin
(Unaudited - In thousands)

	Fiscal quarter ended October 3, 2026	Fiscal quarter ended July 4, 2026		Nine fiscal months ended October 3, 2026	
	GAAP and Adjusted[g]	GAAP	Adjusted[h]	GAAP	Adjusted[h]
Net revenues	$ 978,939	$ 888,575	$ 918,583	$ 2,706,756	$ 2,736,764
Gross profit	249,385	207,382	207,382	633,379	633,379
Gross margin	25.5%	23.3%	22.6%	23.4%	23.1%

(g) Net revenues for the fiscal quarter ended October 3, 2026 do not contain any adjusting items.
(h) Adjusted net revenues for the fiscal quarter ended July 4, 2026 and nine fiscal months ended October 3, 2026 exclude $30,008 for tariff refunds passed through to customers, with no impact on gross profit. The tariff refunds are recognized as a reduction of Net revenues and Costs of products sold in the GAAP results. Adjusted gross margin is calculated using adjusted net revenues.