

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 23, 2017

**Vishay Intertechnology, Inc.**

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(Exact name of registrant as specified in its charter)

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Delaware	1-7416	38-1686453
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

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63 Lancaster Avenue Malvern, PA 19355-2143	19355-2143
(Address of Principal Executive Offices)	Zip Code

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

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(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.

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

**(e) Compensatory Arrangements of Certain Officers**

Vishay Intertechnology, Inc. ("Vishay") held its Annual Meeting of Stockholders on May 23, 2017. Vishay's stockholders voted to approve the amended and restated Vishay Intertechnology, Inc. 162(m) Cash Bonus Plan (the "Plan"). The amended and restated Plan is substantially similar to the Plan last approved by stockholders in 2012.

The foregoing description is qualified in its entirety by reference to the Plan, which is incorporated herein by reference to Annex A to Vishay's definitive proxy statement, dated March 31, 2017, for its 2017 Annual Meeting of Stockholders.

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

At the Annual Meeting of Stockholders, Vishay's stockholders elected three directors to hold office until the 2020 annual meeting, ratified the appointment of Ernst & Young LLP as Vishay's independent registered public accounting firm for the year ending December 31, 2017, voted on an advisory basis to approve Vishay's executive compensation, voted on an advisory basis to submit executive compensation to an advisory vote on a triennial basis, and approved the amended and restated Vishay Intertechnology Section 162(m) Cash Bonus Plan.

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 2020***

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
<b>Dr. Abraham Ludomirski</b>			
Common stock	90,229,947	22,088,520	8,856,279
Class B common stock	12,039,494	18,021	262
Total voting power	<u>210,624,887</u>	<u>22,268,730</u>	<u>8,858,899</u>
<b>Ronald Ruzic</b>			
Common stock	107,066,204	5,252,263	8,856,279
Class B common stock	12,039,494	18,021	262
Total voting power	<u>227,461,144</u>	<u>5,432,473</u>	<u>8,858,899</u>
<b>Raanan Zilberman</b>			
Common stock	111,343,995	974,472	8,856,279
Class B common stock	12,057,515	-	262
Total voting power	<u>231,919,145</u>	<u>974,472</u>	<u>8,858,899</u>

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

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Common stock	117,305,931	3,772,604	96,211	-
Class B common stock	12,057,777	-	-	-
Total voting power	<u>237,883,701</u>	<u>3,772,604</u>	<u>96,211</u>	<u>-</u>

***Advisory Vote on Executive Compensation***

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Common stock	101,554,328	10,566,217	197,922	8,856,279
Class B common stock	12,039,494	18,021	-	262
Total voting power	<u>221,949,268</u>	<u>10,746,427</u>	<u>197,922</u>	<u>8,858,899</u>

***Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation***

	<u>Triennially</u>	<u>Biannually</u>	<u>Annually</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Common stock	21,470,380	103,741	89,471,165	1,273,181	8,856,279
Class B common stock	11,191,597	847,897	18,021	-	262
Total voting power	<u>133,386,350</u>	<u>8,582,711</u>	<u>89,651,375</u>	<u>1,273,181</u>	<u>8,858,899</u>

***Approval of the Amended and Restated Vishay Intertechnology Section 162(m) Cash Bonus Plan***

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Common stock	105,509,805	6,617,902	190,760	8,856,279
Class B common stock	12,057,515	-	-	262
Total voting power	<u>226,084,955</u>	<u>6,617,902</u>	<u>190,760</u>	<u>8,858,899</u>

**Item 8.01 – Other Events.***Cash Dividend Declaration*

On May 23, 2017, Vishay declared a quarterly cash dividend of \$0.0625 per share of common stock and Class B common stock outstanding payable on June 29, 2017 to stockholders of record at the close of business on June 15, 2017. A copy of the press release announcing the dividend declaration is attached as Exhibit 99.1 to this report.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amended and restated Vishay Intertechnology, Inc. 162(m) Cash Bonus Plan. Incorporated by reference to Annex A to our definitive proxy statement, dated March 31, 2017, for our 2017 Annual Meeting of Stockholders.
99.1	Press release dated May 23, 2017.

## 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 23, 2017

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Lori Lipcaman

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

## Vishay Intertechnology Declares Quarterly Dividend

**MALVERN, PENNSYLVANIA** – May 23, 2017 Vishay Intertechnology, Inc. (NYSE: VSH), announced today that the Company's Board of Directors declared a dividend of \$0.0625 per share of common stock and Class B common stock to be paid on June 29, 2017 to stockholders of record as of the close of business on June 15, 2017. Future dividends will be subject to Board approval.

### About Vishay

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, 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 performance, including statements with respect to quarterly cash dividends, are forward-looking statements within the safe harbor provisions of Private Securities Litigation Reform Act of 1995. 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; delays or difficulties in implementing our cost reduction strategies; changes in foreign currency exchange rates; changes in applicable domestic and foreign tax regulations; 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:

Vishay Intertechnology, Inc.  
Peter G. Henrici  
Senior Vice President, Corporate Communications  
+1-610-644-1300