

As filed with the Securities and Exchange Commission on May 18, 2026.

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933**

**VISHAY INTERTECHNOLOGY, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**38-1686453**

(I.R.S. Employer Identification No.)

**63 Lancaster Avenue  
Malvern, Pennsylvania 19355-2143**  
(Address of principal executive offices, including zip code)

**Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan**

(Full title of the plan)

**David L. Tomlinson  
Senior Vice President, Chief Accounting Officer**

**Vishay Intertechnology, Inc.  
63 Lancaster Avenue  
Malvern, Pennsylvania 19355-2143  
(610) 644-1300**

(Name, address and telephone number,  
including area code, of agent for service)

Copies of all communications to:

**Brian Katz  
Troutman Pepper Locke LLP  
3000 Two Logan Square  
Eighteenth and Arch Streets  
Philadelphia, PA 19103-2799  
(215) 981-4000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.



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## EXPLANATORY NOTE

Vishay Intertechnology, Inc. (the “Company”) is hereby registering 8,000,000 shares of its common stock, par value \$0.10 per share (the “Common Stock”), which includes (i) an additional 6,000,000 shares of Common Stock reserved for issuance under the Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan (as amended, the “Plan”) and (ii) 2,000,000 shares of Common Stock to accommodate the share recycling provisions in the Plan, which provide that (among other things) shares withheld for taxes or shares subject to forfeited awards may again become available for issuance under the Plan. The registration statement on Form S-8 (Registration No. 333-272140, the “Prior Plan Registration Statement”), as filed with the Securities and Exchange Commission on May 23, 2023, relating to the same class of securities and the same benefit plan is currently effective and, in accordance with Instruction E of the General Instructions to Form S-8, the contents of the Prior Plan Registration Statement, to the extent they relate to the Plan and the shares of Common Stock issuable thereunder, are incorporated herein by reference.

### Item 8. Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Corrected Amended and Restated Certificate of Incorporation of Vishay Intertechnology, Inc. dated June 5, 2012. Incorporated by reference to Exhibit 3.1 to our current report on Form 8-K filed June 5, 2012.</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Amended and Restated Bylaws dated June 1, 2011. Incorporated by reference to Exhibit 3.2 to our current report on Form 8-K filed June 2, 2011.</u></a>
<a href="#"><u>3.3</u></a>	<a href="#"><u>First Amendment to Amended and Restated Bylaws. Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed August 11, 2015.</u></a>
<a href="#"><u>3.4</u></a>	<a href="#"><u>Second Amendment to Amended and Restated Bylaws. Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed February 21, 2023.</u></a>
<a href="#"><u>4.3</u></a>	<a href="#"><u>Description of Registrant's Securities. Incorporated by reference to Exhibit 4.1 to our Quarterly Report on Form 10-Q, filed on November 2, 2022.</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Troutman Pepper Locke LLP.</u></a>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Amendment No. 1 to the Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan. Incorporated by reference to Annex A to the Company's Proxy Statement for its 2026 Annual Meeting of Stockholders, filed on April 8, 2026.</u></a>
<a href="#"><u>23.1*</u></a>	<a href="#"><u>Consent of Troutman Pepper Locke LLP (included in Exhibit 5.1).</u></a>
<a href="#"><u>23.2*</u></a>	<a href="#"><u>Consent of Ernst &amp; Young LLP.</u></a>
<a href="#"><u>24.1*</u></a>	<a href="#"><u>Power of Attorney (set forth on the signature page of this Registration Statement).</u></a>
<a href="#"><u>107*</u></a>	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malvern, State of Pennsylvania, on May 18, 2026.

**VISHAY INTERTECHNOLOGY,  
INC.**

By: /s/ David L. Tomlinson  
Name: David L. Tomlinson  
Title: Senior Vice President, Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on May 18, 2026.

Each person in so signing also makes, constitutes and appoints David L. Tomlinson his or her true and lawful attorney-in-fact, with full power of substitution, to execute and cause to be filed with the Commission pursuant to the requirements of the Securities Act, any and all amendments and post-effective amendments to this Registration Statement, with exhibits to such registration statements and amendments and other documents in connection therewith, and hereby ratifies and confirms all that said attorney-in-fact or his or her substitute or substitutes may do or cause to be done by virtue hereof.

<b>Signature</b>	<b>Title</b>
<u>/s/ Joel Smejkal</u> Joel Smejkal	President, Chief Executive Officer, and Director (Principal Executive Officer)
<u>/s/ David E. McConnell</u> David E. McConnell	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
<u>/s/ David L. Tomlinson</u> David L. Tomlinson	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Marc Zandman</u> Marc Zandman	Executive Chairman of the Board of Directors
<u>/s/ Renee B. Booth</u> Renee B. Booth	Director
<u>/s/ Michael J. Cody</u> Michael J. Cody	Director
<u>/s/ Michiko Kurahashi</u> Dr. Michiko Kurahashi	Director
<u>/s/ Abraham Ludomirski</u> Dr. Abraham Ludomirski	Director
<u>/s/ John Malvisi</u> John Malvisi	Director
<u>/s/ Ruta Zandman</u> Ruta Zandman	Director
<u>/s/ Raanan Zilberman</u> Raanan Zilberman	Director

May 18, 2026

Vishay Intertechnology, Inc.  
63 Lancaster Avenue  
Malvern, Pennsylvania 19355

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Vishay Intertechnology, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), as filed by the Company with the Securities and Exchange Commission (the "Commission") on the date hereof, pursuant to the Securities Act of 1933, as amended (the "Securities Act"), to register 8,000,000 shares of common stock, par value \$0.10 per share, of the Company (the "Shares"), issuable by the Company from time to time pursuant to the Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan (as amended, the "Plan").

This opinion is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have examined originals or copies of such corporate records, agreements and instruments of the Company, statements and certificates of public officials and officers of the Company, and such other documents, records and instruments, including the Plan, and we have made such legal and factual inquiries as we have deemed necessary or appropriate as a basis for us to render the opinions hereinafter expressed. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to the certificates and statements of appropriate representatives of the Company.

In connection herewith, we have assumed that (i) all of the documents referred to in this opinion letter have been duly authorized by, have been duly executed and delivered by, and constitute the valid, binding and enforceable obligations of, all of the parties to such documents, (ii) all of the signatories to the documents referred to in this opinion letter have been duly authorized, and (iii) all of the parties to the documents referred to in this opinion letter are duly organized and validly existing and have the power and authority (corporate or other) to execute, deliver and perform such documents.

We do not purport to express an opinion on any laws other than the laws of the State of Delaware. The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same. The opinions expressed herein are based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement these opinions should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinions, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized for issuance, and when issued, delivered and paid for in accordance with the Plan (assuming that, upon any issuance of the Shares, the total number of shares of common stock issued and outstanding will not exceed the total number of shares of common stock that the Company is then authorized to issue under its Certificate of Incorporation, as amended), the Shares will be validly issued, fully paid and non-assessable.

We do not render any opinions except as set forth above. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus filed as a part thereof. We also consent to your filing copies of this opinion as an exhibit to the Registration Statement with such agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the offering and sale of the securities addressed herein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ Troutman Pepper Locke LLP

Troutman Pepper Locke LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2023 Long-Term Incentive Plan of Vishay Intertechnology, Inc. of our reports dated February 13, 2026, with respect to the consolidated financial statements of Vishay Intertechnology, Inc. and the effectiveness of internal control over financial reporting of Vishay Intertechnology, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania

May 18, 2026

