

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 6, 2001

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

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

SILICONIX INCORPORATED
(NAME OF SUBJECT COMPANY (ISSUER))

VISHAY INTERTECHNOLOGY, INC.
AND

VISHAY TEMIC SEMICONDUCTOR ACQUISITION HOLDINGS CORP.
(OFFERORS)

(NAMES OF FILING PERSONS (IDENTIFYING STATUS AS
OFFEROR, ISSUER OR OTHER PERSON))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(TITLE OF CLASS OF SECURITIES)

82707923

(CUSIP NUMBER OF CLASS OF SECURITIES)

AVI D. EDEN
C/O VISHAY INTERTECHNOLOGY, INC.
63 LINCOLN HIGHWAY
MALVERN, PENNSYLVANIA 19355-2120
(610) 644-1300

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF FILING PERSONS)

COPY TO:

ABBE L. DIENSTAG, ESQ.
KRAMER LEVIN NAFTALIS & FRANKEL LLP
919 THIRD AVENUE
NEW YORK, NEW YORK 10022
(212) 715-9100

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer:

Check the appropriate boxes below to designate any transactions to which
the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the
results of the tender offer:

This Amendment No. 2 amends the Tender Offer Statement on Schedule TO (as amended, this "Schedule TO"), filed by Vishay Intertechnology, Inc. ("Vishay"), a Delaware corporation, and Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Vishay TEMIC"), a Delaware corporation and a wholly-owned subsidiary of Vishay. This Schedule TO relates to the offer by Vishay TEMIC to exchange Vishay shares of common stock, par value \$0.10 per share, for each outstanding share of common stock, par value \$0.01 per share, of Siliconix incorporated, a Delaware corporation, that Vishay and its subsidiaries do not own, upon the terms and subject to the conditions set forth in the Prospectus dated June 1, 2001 and in the related Letter of Transmittal, copies of which are incorporated by reference herein as Exhibits (a)(1) and (a)(2).

This Amendment No. 2 is made for the purpose of filing Exhibit a(22) by incorporation by reference.

ITEM 12. MATERIAL TO BE FILED AS EXHIBITS.

- (a)(1) Prospectus dated June 1, 2001, (incorporated by reference from Vishay's Amendment No. 1 to Registration Statement on Form S-4 filed on June 1, 2001 (the "Amendment No. 1")).
- (a)(2) Form of Letter of Transmittal (incorporated by reference to exhibit 99.1 to the Amendment No. 1).
- (a)(3) Form of Notice of Guaranteed Delivery (incorporated by reference to exhibit 99.2 to the Amendment No. 1).
- (a)(4) Form of Letter from Vishay TEMIC to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to exhibit 99.3 to the Amendment No. 1).
- (a)(5) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients (incorporated by reference to exhibit 99.4 to the Amendment No. 1).
- (a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 (incorporated by reference to exhibit 99.5 to Vishay's Registration Statement on Form S-4 filed on May 25, 2001 (the "Form S-4")).
- (a)(7) Summary Advertisement as published in The Wall Street Journal on May 25, 2001 (incorporated by reference to exhibit 99.6 to the Form S-4).
- (a)(8) Press Release issued by Vishay on May 25, 2001, (incorporated by reference to exhibit 99.20 to the Form S-4).
- (a)(9) Request from Vishay TEMIC for stockholder list of Siliconix (incorporated by reference to exhibit 99.7 to the Form S-4).
- (a)(10) Complaint titled Robert C. Dickinson v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.8 to the Form S-4).
- (a)(11) Complaint titled Moshe Miller v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc. filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.9 to the Form S-4).
- (a)(12) Complaint titled Mathew Delaney v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.10 to the Form S-4).

- (a)(13) Complaint titled Steven Goldstein v. Siliconix incorporated, Vishay Intertechnology, Inc., Michael A. Rosenberg, Mark B. Segall, King Owyang Ph.D., Everett Arndt, Lori Lipcaman and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.11 to the Form S-4).
- (a)(14) Complaint titled Goldplate Investment Partners v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.12 to the Form S-4).
- (a)(15) Complaint titled Barry Feldman v. Michael Rosenberg, Mark B. Segall, King Owyang, Everett Arndt, Lori Lipcaman, Glyndwr Smith, Vishay Intertechnology, Inc. and Siliconix incorporated, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.13 to the Form S-4).
- (a)(16) Complaint titled Robert Mullin v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.14 to the Form S-4).
- (a)(17) Complaint titled Mohammed Yassin v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 26, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.15 to the Form S-4).
- (a)(18) Copy of complaint titled Griffin Portfolio Management Corp. v. Siliconix incorporated, Vishay Intertechnology, Inc., Michael A. Rosenberg, Mark B. Segall, King Owyang Ph.D., Everett Arndt, Lori Lipcaman and Glyndwr Smith, filed on February 27, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.16 to the Form S-4).
- (a)(19) Complaint titled Jonathan Rex v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Vishay Intertechnology, Inc., Felix Zandman, Avi Eden, Gerald Paul, Richard N. Grubb, Robert A. Freece, Eliyahu Hurvitz, Edward B. Shils, Luella B. Slaner, Mark I. Solomon, Jean-Claude-Tine and Does 1 through 100, Inclusive, filed on February 23, 2001 in the State Court of the State of California, County of Santa Clara (incorporated by reference to exhibit 99.17 to the Form S-4).
- (a)(20) Complaint titled Crandon Capital Partners v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc. and Does 1 through 100, Inclusive, filed on February 27, 2001 in the State Court of the State of California, County of Santa Clara (incorporated by reference to exhibit 99.18 to the Form S-4).
- (a)(21) Complaint titled Raymond L. Fitzgerald v. Vishay Intertechnology, Inc., Everett Arndt, Lori Lipcaman, King Owyang, Michael Rosenberg, Mark Segall, Glyndwr Smith and Siliconix incorporated, filed on March 8, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.19 to the Form S-4).
- (a)(22) Verified Amended Complaint titled In Re Siliconix incorporated Shareholders Litigation, filed on May 31, 2001 in the Chancery Court of the State of Delaware, County of New Castle (incorporated by reference to exhibit 99.21 to Vishay's Amendment No. 2 to Registration Statement on Form S-4 filed on June 6, 2001).

- (b) None.
- (g) None.
- (h)(1) Tax opinion of Kramer Levin Naftalis & Frankel LLP
(incorporated by reference to exhibit 8.1 to the Form S-4).

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VISHAY INTERTECHNOLOGY, INC.

By: /s/ AVI D. EDEN

 Name: Avi D. Eden
 Title: Vice Chairman of the Board,
 Executive Vice
 President and General Counsel

VISHAY TEMIC SEMICONDUCTOR ACQUISITION
 HOLDINGS CORP.

By: /s/ AVI D. EDEN

 Name: Avi D. Eden
 Title: Vice President

Dated: June 6, 2001