SECURITIES AND EXCHANGE COMMISSION
Room 1004
450 Fifth Street, NW
Washington, DC 20549

RE: Quarterly Report on Form 10-Q

Gentlemen:

We are transmitting for filing the quarterly report of Vishay Intertechnology, Inc., on Form 10-Q for the quarter ended June 30, 1994.

Sincerely yours,
Vishay Intertechnology, Inc.

/s/ Richard N. Grubb

Richard N. Grubb
Vice President, Treasurer

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)
x QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 1994

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-7416

VISHAY INTERTECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	38-1686453
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

63 Lincoln Highway, Malvern, Pennsylvania	19355
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No

As of August 12, 1994 registrant had 21,289,168 shares of its Common Stock and 3,753,711 shares of its Class B Common Stock outstanding.

VISHAY INTERTECHNOLOGY, INC.

FORM 10-Q JUNE 30, 1994

CONTENTS

VISHAY INTERTECHNOLOGY, INC.
Consolidated Condensed Balance Sheet
(Unaudited)

ASSETS	June 30 1994	December 31 1993
CURRENT ASSETS		
Cash and cash equivalents	$18,160,000	$10,931,000
Accounts receivable	159,319,000	125,284,000
Inventories:		
Finished goods	92,012,000	85,783,000
Work in process	76,150,000	65,592,000
Raw materials	79,860,000	73,280,000
Prepaid expenses and other current assets	38,964,000	33,365,000
TOTAL CURRENT ASSETS	464,465,000	394,235,000
PROPERTY AND EQUIPMENT - AT COST		
Land	36,285,000	33,791,000
Buildings and improvements	146,058,000	136,432,000
Machinery and equipment	443,512,000	398,885,000
Allowance for depreciation	(174,954,000)	(149,004,000)
	450,901,000	420,104,000
GOODWILL	122,684,000	118,286,000
OTHER ASSETS	13,570,000	15,481,000
	$1,051,620,000	$948,106,000

June 30 December 31

LIABILITIES AND STOCKHOLDERS' EQUITY	1994	1993
CURRENT LIABILITIES		
Notes payable to banks	$34,039,000	$22,695,000
Trade accounts payable	48,745,000	48,404,000
Payroll and related expenses	38,142,000	28,942,000
Other accrued expenses	48,385,000	54,112,000
Income taxes	6,528,000	3,740,000
Current portion of long-term debt	30,995,000	30,536,000
TOTAL CURRENT LIABILITIES	206,834,000	188,429,000
LONG-TERM DEBT	306,607,000	266,999,000
DEFERRED INCOME TAXES	25,635,000	26,080,000
OTHER LIABILITIES	24,474,000	24,081,000
ACCRUED RETIREMENT COSTS	74,394,000	66,014,000
STOCKHOLDERS' EQUITY		
Common stock	1,852,000	1,763,000
Class B common stock	377,000	359,000
Capital in excess of par value	330,212,000	288,980,000
Retained earnings	91,464,000	105,849,000
Foreign currency translation adjustment	(2,888,000)	(13,109,000)
Unearned compensation	(62,000)	(60,000)
Pension adjustment	(7,279,000)	(7,279,000)
	413,676,000	376,503,000
	$1,051,620,000	$948,106,000

See notes to consolidated condensed financial statements.

VISHAY INTERTECHNOLOGY, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Operations
(Unaudited)

	Three Months Ended June 30	
	1994	1993
Net sales	$226,683,000	$224,653,000
Costs of products sold	171,231,000	174,453,000
GROSS PROFIT	55,452,000	50,200,000
Selling, general, and administrative expenses	31,451,000	30,442,000
Restructuring expense	-	482,000
Unusual item	-	(1,000,000)
Amortization of goodwill	849,000	650,000
OPERATING INCOME	23,152,000	19,626,000
Other income (expense):		
Interest expense	(5,396,000)	(4,979,000)
Other	(435,000)	(439,000)
	(5,831,000)	(5,418,000)
EARNINGS BEFORE INCOME TAXES	17,321,000	14,208,000
Income taxes	3,095,000	2,126,000
NET EARNINGS	$14,226,000	$12,082,000
Net earnings per share	$0.64	$0.54
Weighted average shares outstanding	22,293,000	22,288,000

See notes to consolidated condensed financial statements.

VISHAY INTERTECHNOLOGY, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Operations
(Unaudited)

	Six Months Ended June 30 1994	1993
Net sales	$452,698,000	$452,153,000
Costs of products sold	346,446,000	352,019,000
GROSS PROFIT	106,252,000	100,134,000
Selling, general, and administrative expenses	61,627,000	61,050,000
Restructuring expense	-	1,992,000
Unusual item	-	(3,000,000)
Amortization of goodwill	1,650,000	1,260,000
OPERATING INCOME	42,975,000	38,832,000
Other income (expense):		
Interest expense	(10,436,000)	(10,864,000)
Other	33,000	(461,000)
	(10,403,000)	(11,325,000)
EARNINGS BEFORE INCOME TAXES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE	32,572,000	27,507,000
Income taxes	5,688,000	4,387,000
EARNINGS BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE	26,884,000	23,120,000
Cumulative effect of accounting change for income taxes	-	1,427,000
NET EARNINGS	$26,884,000	$24,547,000
Earnings per share:		
Before cumulative effect of accounting change	$1.21	$1.03
Accounting change for income taxes	-	$0.07
Net earnings	$1.21	$1.10
Weighted average shares outstanding	22,292,000	22,287,000

See notes to consolidated condensed financial statements.

VISHAY INTERTECHNOLOGY, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30 1994	1993
OPERATING ACTIVITIES		
Net earnings	$26,884,000	$24,547,000
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	26,034,000	23,763,000
Other, including cumulative effect of accounting change	3,140,000	1,812,000
Changes in operating assets and liabilities	(45,780,000)	(30,977,000)

NET CASH PROVIDED BY OPERATING ACTIVITIES	10,278,000	19,145,000
INVESTING ACTIVITIES		
Purchases of property and equipment-net	(42,941,000)	(29,968,000)
Purchase of businesses, net of cash acquired	-	(1,681,000)
NET CASH USED IN INVESTING ACTIVITIES	(42,941,000)	(31,649,000)
FINANCING ACTIVITIES		
Proceeds from long-term borrowings	118,562,000	179,280,000
Payments on long-term borrowings	(88,976,000)	(169,014,000)
Net increase in short-term borrowings	10,029,000	2,250,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	39,615,000	12,516,000
Effect of exchange rate changes on cash	277,000	(347,000)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	7,229,000	(335,000)
Cash and cash equivalents at beginning of period	10,931,000	15,977,000
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$18,160,000	$15,642,000

See notes to consolidated condensed financial statements.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)
June 30, 1994

Note 1: Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary for presentation of financial position, results of operations, and cashflows required by generally accepted accounting principles for complete financial statements. The information furnished reflects all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair summary of the financial position, results of operations and cash flows for the interim periods presented. The financial statements should be read in conjunction with the financial statements and notes thereto filed with Form 10-K for the year ended December 31, 1993.

Note 2: Earnings Per Share

Earnings per share amounts for all periods presented reflect a 5% stock dividend paid on June 13, 1994.

Note 3: Restructuring Charge and Unusual Item

The operating results for the quarter and six months ended June 30,1993 include restructuring expenses of $482,000 and $1,992,000, respectively, relating to the downsizing of the Company's French operations and income from unusual items of $1,000,000 and $3,000,000, respectively, for a business interruption insurance recovery.

Note 4: Income Taxes

Effective January 1, 1993, the Company changed its method of accounting for income taxes from the deferred method to the liability method required by FASB Statement No. 109, "Accounting for Income Taxes". The cumulative effect of adopting Statement No. 109 as of January 1, 1993 was to increase net earnings by $1,427,000, or $.07 per share.

Note 5: Subsequent Event

On July 18, 1994, the Company purchased all of the capital stock of Vitramon, Inc. and Vitramon Limited U.K. (collectively, "Vitramon") from Thomas & Betts Corporation for $184,000,000 in cash. Vitramon is a leading producer of multi-layer ceramic chip capacitors with manufacturing facilities primarily in the United States, France, Germany and the United Kingdom. For the year ended January 1, 1994 Vitramon reported net sales of approximately $118.4 million and net income of approximately $4.7 million.

To finance the acquisition of Vitramon, the Company borrowed an aggregate of $200 million from a syndicate of banks, of which $100 million (the "Bridge Facility") is due on July 18, 1996 and $100 million (non-amortizing term loan) is due on July 18, 2001. The Company also amended the terms of its existing bank agreements, which resulted in the loans becoming unsecured, a reduction in the number of financial and restrictive covenants and a decrease in interest rates, and which will result in the release of all collateral held by the Banks. See "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Financial Condition".

Note 6: Public Stock Offering

On August 12, 1994, the Company announced the completion of its common stock offering of 2,750,000 shares and received net proceeds of $108,748,750. The proceeds will be used to prepay the Bridge Facility and reduce revolving credit borrowings. Bear Stearns & Co. Inc., Donaldson, Lufkin & Jenrette Securities Corporation, Lehman Brothers, Merrill Lynch & Co. and Salomon Brothers Inc were managing underwriters of the offering.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

Net sales for the quarter and six months ended June 30, 1994 increased $2,030,000 and $545,000, respectively, from the comparable periods of the prior year. Net sales increased slightly even though the strengthening of the U.S. dollar against foreign currencies in comparison to the prior year has resulted in decreases of $3,055,000 and $8,455,000, respectively, in reported sales for the quarter and six months ended June 30, 1994. Management believes that the U.S. and European economies are continuing to show signs of recovery. Net bookings for the quarter and six months ended June 30, 1994 increased by 10.5% and 7.9%, respectively, over the comparable periods of the prior year.

Costs of products sold for the quarter and six months ended June 30, 1994 were 75.5% and 76.5% of net sales, respectively, as compared to 77.7% and 77.9%, respectively, for the comparable periods of the prior year. Costs of products sold have been reduced by Israeli government grants of $2,336,000 and $4,157,000 for the quarter and six months ended June 30, 1994, respectively, as compared to $747,000 and $1,043,000, respectively, for the comparable periods of the prior year. This period to period increase in grants is primarily a result of an increase in the Company's work force in Israel. The majority of the incentive programs participated in by the Company resulted from, and will likely continue to depend on, increasing the number of the Company's employees in Israel. Exclusive of government grants, costs of products sold were 76.6% and 77.4% of sales for the quarter and six months ended June 30, 1994, respectively, compared to 78.0% and 78.1% for the comparable periods of the prior year. The continued improvement in costs of products sold is a result of lower labor costs in Israel.

Selling, general, and administrative expenses for the quarter and six months ended June 30, 1994 were 13.9% and 13.6% of net sales, respectively, compared to 13.5% for the comparable periods of the prior year. While we believe these percentages to be acceptable, we are continuing to explore additional cost saving opportunities.

Restructuring charges of $482,000 and $1,992,000 incurred during the quarter and six months ended June 30, 1993 related to the Company's decision to downsize its French operations as a result of that country's business climate. The Company recognized as income during the quarter and six months ended June 30, 1993 $1,000,000 and $3,000,000, respectively, for an insurance recovery for lost profits from a business interruption insurance claim. Such recoveries ultimately amounted to $7,221,000 for the entire 1993 calendar year.

Interest costs increased by $417,000 for the quarter ended June 30,1994 due to additional bank borrowings. Interest costs decreased by $428,000 for the six months ended June 30, 1994 as a result of a lower average borrowing rate resulting from a change in the Company's mix of borrowings throughout the U.S. and Europe as compared to the prior year's period.

The effective tax rates for the quarter and six months ended June 30, 1994 were 17.9% and 17.5%, respectively, compared to 15.0% and 15.9% for the comparable periods of the prior year. The effective tax rate for calendar year 1993, exclusive of the effect of nontaxable insurance proceeds, was 18.6%. The estimated 1994 rate anticipates the effect of doing increased business in lower tax rate jurisdictions (especially Israel).

The effect of the low tax rates in Israel (as compared to the statutory rate in the United States) has been to increase net earnings by $3,421,000 and $2,210,000 for the quarters ended June 30, 1994 and 1993, respectively, and $5,942,000 and $3,897,000 for the six months ended June 30, 1994 and 1993, respectively. This period to period increase in net earnings is primarily a result of increased earnings for the Israel operations. The more favorable Israeli tax rates are applied to specific approved projects and normally continue to be available for a period of ten years. New projects are continually being introduced.

Included in net earnings for the six months ended 1993 is a one-time tax benefit of $1,427,000 resulting from the adoption of FASB Statement No. 109, "Accounting for Income Taxes".

Financial Condition

Cash flows from operations were $10,278,000 for the six months ended June 30, 1994 compared to $19,145,000 for the prior year's period. The decrease in net cash provided by operating activities in comparison to the prior year's period resulted primarily from $7,645,000 of cash payments made in the first six months of 1994 for accruals the Company established in connection with the Sprague and Roederstein acquisitions. Purchases of property and equipment for the six months ended June 30, 1994 were $42,941,000 compared to $29,968,000 in the prior year's period. This increase reflects the Company's on-going program to purchase additional equipment to meet growing customer demand for surface mount components. Net cash provided by financing activities of $39,615,000 for the six months ended June 30, 1994 was used primarily to finance the additions to property and equipment.

On July 18, 1994, the Company and certain of its subsidiaries entered into agreements (the "Bank Agreements") with a group of banks, including Comerica Bank, as agent for the banks ("Banks"). The Bank Agreements amended and restated the Company's previously-existing revolving credit and term loan agreements and added two new facilities that were used to finance the acquisition of Vitramon.

After giving effect to the Bank Agreements, the Company's domestic credit facilities consist of a $200,000,000 revolving credit facility that matures on December 31, 1997, subject to the Company's right to request year-to-year renewals thereafter, a $102,500,000 term loan that matures on December 31, 2000, a $100,000,000 Bridge Facility, due on July 18, 1996 and a $100,000,000 non-amortizing term loan due July 18, 2001. Borrowings under these facilities bear interest at variable rates based on the prime rate or, at the Company's option, LIBOR.

The Banks also provided Deutsche Mark ("DM") denominated revolving credit and term loan facilities for certain of the Company's German subsidiaries, which permit borrowings, in the aggregate, of DM153,821,990, including a DM 40,000,000 revolving credit facility that matures on December 31, 1997, subject to the borrower's right to request year-to-year renewals thereafter, a DM 9,506,000 term loan that matures on December 31, 1994 and a DM 104,315,990 term loan that matures on December 31, 1997. Borrowings bear interest at variable rates based on LIBOR.

As a result of the amendments contained in the Bank Agreements, all of the Company's bank facilities are unsecured and all collateral currently held by the Banks will be released. However, the facilities are cross-guaranteed by the Company and certain of its subsidiaries. The Bank Agreements also resulted in a decrease in interest rates from those previously in effect as well as a reduction in the number of financial and restrictive covenants. Financial covenants are currently limited to requirements regarding leverage and fixed charge coverage ratios and minimum tangible net worth. Other restrictive covenants include limitations on the payment of cash dividends, guarantees and liens.

The Company's financial condition at June 30, 1994 is strong, with a current ratio of 2.2 to 1. The Company's ratio of long-term debt (less current portion) to stockholders' equity was .7 to 1 at June 30,1994 and December 31, 1993. On a pro forma basis, after giving effect to the acquisition of Vitramon and related financing as discussed in Note5 and the public stock offering as discussed in Note 6, the ratio of long-term debt (less current portion) to stockholders' equity at June 30, 1994 would be .7 to 1.

Management believes that available sources of credit, together with cash expected to be generated from operations, will be sufficient to satisfy the Company's anticipated financing needs for working capital and capital expenditures during the next twelve months.

Inflation

Normally, inflation does not have a significant impact on the Company's operations. The Company's products are not generally sold on long-term contracts. Consequently, selling prices, to the extent permitted by competition, can be adjusted to reflect cost increases caused by inflation.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings
None

Item 2. Changes in Securities
None

Item 3. Defaults Upon Senior Securities
None

Item 4. Submission of Matters to a Vote of Security Holders

(a) The Company held its Annual Meeting ofStockholders on May 19, 1994.

(b) Proxies for the meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended. There was no solicitation in opposition to management's nominees for the directors as listed in the definitive proxy statement of the Company dated April 18, 1994, and all such nominees were elected.

(c) Briefly described below is each matter voted upon at the Annual Meeting of Stockholders.

(i) Election of the following individuals to hold office as Directors of the Company until the next Annual Meeting of Stockholders:

Total Class A Common Stock voted was 13,137,700.

	For	Against	Abstain	Broker Non-Votes
Felix Zandman	13,111,574	26,126	0	0
Donald G. Alfson	13,111,624	26,076	0	0
Guy Brana	13,064,662	73,038	0	0
Robert A. Freece	13,111,474	26,226	0	0
Richard N. Grubb	13,110,417	27,283	0	0
Gerald Paul	13,111,624	26,076	0	0
Edward Shils	13,108,441	29,259	0	0
Luella B. Slaner	13,107,284	30,416	0	0
Mark I. Solomon	13,099,200	38,500	0	0
Jean-Claude Tine	13,094,360	43,340	0	0

Total Class B Common Stock voted was 3,477,617 in favor, 0 against, 0 abstained, and 0 broker non-votes.

(ii) Ratification of the appointment of Ernst & Young, independent certified public accountants, to audit the books and accounts of the Company for the calendar year ending December 31, 1994. Total Class A Common Stock voted was 13,090,873 in favor, 18,944 against, 27,368 abstained, and 0 broker non-votes. Total Class B Common Stock voted was 3,477,617 in favor, 0 against, 0 abstained, and 0 broker non-votes.

(iii) Approval of proposal to adopt the performance-based compensation plan for the Chief Executive Officer. Total Class A Common Stock voted was 12,347,297 in favor, 660,999 against, 129,404 abstained, and 0 broker non-votes. Total Class B Common Stock voted was 3,477,107 in favor, 0 against, 105 abstained and 0 broker non-votes.

(iv) Approval of proposal to amend the Dale Electronics, Inc. Employee Stock Plan. Total Class A Common Stock voted was 12,588,315 in favor, 406,759 against, 142,626 abstained, and 0 broker non-votes.
Total Class B Common Stock voted was 3,477,107 in favor, 0 against, 105 abstained and 0 broker non-votes.

Item 5. Other Information
None

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits
None

(b) Reports on Form 8-K
None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of1934, the registrant has duly caused this report to be signed on its behalfby the undersigned thereunto duly authorized.

VISHAY INTERTECHNOLOGY, INC.

/s/ Richard N. Grubb

Richard N. Grubb
Vice President, Treasurer
(Duly Authorized and Chief Financial Officer)

Date: August 12, 1994