

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 2, 2001

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

Delaware	1-7416	38-1686453
(State or other jurisdiction of incorporation or organization)	(Commission file number)	(I.R.S. employer identification no.)

63 Lincoln Highway Malvern, Pennsylvania (Address of principal executive offices)	19355-2120 (Zip code)
--	--------------------------

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

(Former name or former address, if changed since last report.)

Item 2. Acquisition or Disposition of Assets.

On November 2, 2001, Vishay Intertechnology, Inc. ("Vishay") announced that it had completed the acquisition of General Semiconductor, Inc. ("General Semiconductor"). Pursuant to the Agreement and Plan of Merger dated as of July 31, 2001 among Vishay, Vishay Acquisition Corp. and General Semiconductor, Vishay Acquisition Corp., a wholly-owned subsidiary of Vishay, merged with and into General Semiconductor, with General Semiconductor surviving as a wholly-owned subsidiary of Vishay. In connection with the merger, each outstanding share of General Semiconductor common stock has been exchanged for 0.563 of a share of Vishay's common stock.

Attached hereto as Exhibit 99.1 is the press release issued by Vishay regarding the completion of the acquisition.

Item 5. Other Events.

In connection with the acquisition of General Semiconductor, the stockholders of Vishay approved an amendment to Vishay's Amended and Restated Certificate of Incorporation, which increased the number of authorized shares of Vishay common stock from 150,000,000 to 300,000,000 and increased the number of authorized shares of Vishay Class B convertible common stock from 20,000,000 to 40,000,000. A copy of the Certificate of Amendment filed on November 2, 2001 with the Secretary of State of Delaware is attached as Exhibit 3.1.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired:

The Consolidated Financial Statements of General Semiconductor as of December 31, 2000 and 1999 and for each of the three years ended December 31, 2000, 1999 and 1998 are incorporated herein by reference. The Unaudited Consolidated Financial Statements of General Semiconductor as of June 30, 2001 and for each of the six months ended June 30, 2001 and 2000 are incorporated herein by reference.

(b) Pro Forma Financial Information:

The pro forma financial information required by this Item 7(b) will be filed by amendment to this report on Form 8-K.

(c) Exhibits

3.1 Certificate of Amendment of Amended and Restated Certificate of Incorporation of Vishay.

23.1 Consent of Deloitte & Touche LLP.

99.1 Press Release dated November 2, 2001.

99.2 Financial Statements of General Semiconductor (incorporated by reference to General Semiconductor's Annual Report on Form 10-K for the year ended December 31, 2000 and to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, as amended (File No. 1-5442)).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Vishay Intertechnology, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 13, 2001

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Avi D. Eden

Avi D. Eden
Executive Vice President
and General Counsel

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VISHAY INTERTECHNOLOGY, INC.

Adopted in accordance with the provisions of
Section 242 of the Delaware General Corporation Law

It is hereby certified that:

1. The name of the corporation is Vishay Intertechnology, Inc. (hereinafter, the "Corporation").

2. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking out the first paragraph of Article Fourth thereof and substituting in lieu of said paragraph of said Article the following new paragraph:

"FOURTH: Section 1. Classes and Number of Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 341,000,000 shares. The classes and the aggregate number of shares of stock of each class which the Corporation shall have authority to issue are as follows:

(i) 300,000,000 shares of Common Stock, \$0.10 par value per share (hereinafter the "Common Stock");

(ii) 40,000,000 shares of Class B Common Stock, \$0.10 par value per share (hereinafter the "Class B Stock"); and

(iii) 1,000,000 shares of Preferred Stock, \$1.00 par value per share, with such rights, privileges, restrictions and preferences as the Board of Directors may authorize from time to time (hereinafter the "Preferred Stock")."

3. The Amendment of the Amended and Restated Certificate of Incorporation of the Corporation herein certified has been duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

Signed and attested to on November 2, 2001

/s/ Richard N. Grubb

Name: Richard N. Grubb
Title: Executive Vice President,
Treasurer and Chief Financial Officer

Attest:

/s/ William J. Spires

Name: William J. Spires
Title: Vice President and Secretary

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference of our report dated February 7, 2001, with respect to the consolidated financial statements of General Semiconductor, Inc. ("General Semiconductor") included in General Semiconductor's Annual Report on Form 10-K for the year ended December 31, 2000, incorporated by reference in the Current Report on Form 8-K of Vishay Intertechnology, Inc. dated November 2, 2001.

/s/ Deloitte & Touche LLP

Jericho, New York
November 12, 2001

NEWS RELEASE

Contact: Richard N. Grubb,
Executive Vice President and
Chief Financial Officer or
Robert A. Freece, Senior Vice President

610/644-1300

FOR IMMEDIATE RELEASE

VISHAY COMPLETES ACQUISITION OF GENERAL SEMICONDUCTOR;
BECOMES #2 MANUFACTURER OF DISCRETE SEMICONDUCTOR WORLDWIDE,
#1 IN DIODES & #1 IN RECTIFIERS

MALVERN, PENNSYLVANIA, - November 2, 2001 - Vishay Intertechnology, Inc. (NYSE:VSH) announced today that it had completed the acquisition of General Semiconductor, Inc. (NYSE:SEM) following approval of the transaction and related matters by stockholders of the two companies at meetings held earlier today.

Stockholders of General Semiconductor are receiving 0.563 of a share of Vishay's common stock for each General Semiconductor share, or a value of \$10.74 per General Semiconductor share based on Vishay's November 1 closing price on the New York Stock Exchange of \$19.08 per share.

Commenting on the transaction, Dr. Felix Zandman, Vishay's Chairman and Chief Executive Officer, remarked: "We are very pleased to complete the acquisition of General Semiconductor and to welcome General Semiconductor stockholders as new stockholders of Vishay. The transaction further secures our position as one of the premier manufacturers and suppliers of discrete electronic components worldwide. With this acquisition, Vishay becomes the #2 manufacturer of discrete semiconductors worldwide and the #1 manufacturer of diodes and rectifiers worldwide. The acquisition also will reinforce Vishay's position in small signal transistors, power metal oxide-semiconductor field effect-transistors (MOSFETs) and power integrated circuits (ICs)."

Dr. Zandman continued, "The combination of our two companies is expected to open up new opportunities for product innovation and development, promote important efficiencies and lay the foundations for future growth. Especially in these uncertain times, we believe that the strengths and synergies of the combined company will preserve and enhance value for all Vishay stockholders.

General Semiconductor is a leader in the design, manufacture and distribution of semiconductors serving the power management market. General Semiconductor provides customers with a

broad array of products, including rectifiers, transient voltage suppressors, small-signal transistors, diodes, MOSFETs and analog ICs. Its global customer base includes original equipment manufacturers, electronic distributors and contract equipment manufacturers. Key market segments for its products include automotive, computer, consumer and telecommunications. General Semiconductor had year 2000 sales of \$494 million split 42% in Asia, 30% in Europe and 28% in North America.

Vishay, a Fortune 1,000 Company with year 2000 sales of \$2.5 billion, is the largest U.S. and European manufacturer of passive electronic components (resistors, capacitors, inductors). Vishay is the #2 manufacturer of discrete semiconductors worldwide and the #1 manufacturer of diodes and rectifiers worldwide. Vishay is also the world's largest manufacturer of infrared communication devices (IRDCs), and has a leading position in power and analog switching circuits. Vishay's components can be found in products manufactured in a very broad range of industries worldwide. With headquarters in Malvern, Pennsylvania, Vishay employs over 17,000 people in 66 plants in the U.S., Mexico, Germany, Austria, the United Kingdom, France, Portugal, the Czech Republic, Hungary, Israel, Taiwan, China and the Philippines. Vishay can be found on the Internet at <http://www.vishay.com>.

This press release contains forward-looking statements based on current expectations or beliefs, as well as assumptions about future events. These statements and all other statements that are not historical facts are subject to factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The reader is cautioned not to put undue reliance on these forward-looking statements, which are not a guarantee of future performance and are subject to a number of uncertainties and other factors, many of which are outside the control of Vishay. The

forward-looking statements in this release address the potential benefits of the acquisition of General Semiconductor. The following factors, among others, could cause actual results to differ materially from those described in these forward-looking statements: the timing and success of integrating Vishay's and General Semiconductor's businesses; competition and technological changes in the industries in which Vishay and General Semiconductor operate; and general economic, business and political conditions. For a detailed discussion of these and other factors likely to influence future results, please refer to Vishay and General Semiconductor's filings with the Securities and Exchange Commission.