

As filed with the Securities and Exchange Commission on June 5, 2023.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-144466
POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-196143

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)

**Vishay Intertechnology, Inc. 2007 Stock Incentive Program
Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan**
(Full title of the plan)

**Lori Lipcaman
Executive Vice President, Chief Financial Officer
Vishay Intertechnology, Inc.
63 Lancaster Avenue
Malvern, Pennsylvania 19355-2143**

(Name and Address of Agent For Service)

Telephone: (610) 644-1300
(Telephone Number, Including Area Code, of Agent For Service)

Copies of all communications to:

**Brian Katz
Troutman Pepper Hamilton Sanders 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 | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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.

EXPLANATORY NOTE

Vishay Intertechnology, Inc., a Delaware corporation (the “Company”) hereby amends its Registration Statements on Form S-8 (File Nos. 333-144466 and 333-196143) (collectively, the “Prior Registration Statements”) by filing this Post-Effective Amendment No. 2 to Registration Statements on Form S-8 to amend the Prior Registration Statements to (i) include the filing fee exhibit which was inadvertently omitted from the Post-Effective Amendment No. 1 to Registration Statements on Form S-8 filed on May 23, 2023 and (ii) amend and restate the information appearing in Item 6 of Part II of such Prior Registration Statements to update the description of the extent to which the Company’s Corrected Amended and Restated Certificate of Incorporation provides exculpation under Delaware law. No additional securities are being registered hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 6. Indemnification of Directors and Officers.

The Company is organized under the laws of the State of Delaware. The General Corporation Law of the State of Delaware, as amended (the “DGCL”), provides that a Delaware corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expense, liability or loss (including attorneys’ fees, judgments, fines and amounts paid in settlement) reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct was unlawful. In the case of an action or suit brought by or in the right of the corporation, indemnification of any director, officer and other agent against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit is permitted if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation; however, no indemnification is permitted in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the Delaware Court of Chancery, or the court in which such action or suit was brought, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Article Ninth of the Company’s Corrected Amended and Restated Certificate of Incorporation provides for the indemnification of any person (and the heirs, executors and administrators of such person) who is or was a director, officer, employee or agent of the Company or of any other company, including another corporation, partnership, joint venture, trust or other enterprise which such person serves or served as such at the request of the Company, in connection with or resulting from any action, suit, proceeding, investigation or claim, civil, criminal, administrative, legislative or other (including any criminal action, suit or proceeding in which such person enters a plea of guilty or nolo contendere or its equivalent), or any appeal relating thereto, which is brought or threatened either by or in the right of the Corporation or such other company (herein called a “derivative action”) or by any other person, governmental authority or instrumentality (herein called a “third-party action”) and in which such person is made a party or is otherwise involved by reason of such person being or having been such director, officer, employee or agent or by reason of any action or omission, or alleged action or omission by such person in such person’s capacity as such director, officer, employee or agent, to the fullest extent permitted by the DGCL and specifies procedures to be followed by the Company and any person requesting indemnification in connection with any claim.

Under the DGCL, a Delaware corporation has the power to purchase and maintain insurance on behalf of any director, officer, employee or other agent of the Company or, if serving in such capacity at the request of the Company, of another enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the corporation has the power to indemnify such person against such liability under the DGCL. The Company has purchased directors and officers liability insurance. A Delaware corporation also may, with certain limitations, set forth in its certificate of incorporation a provision eliminating or limiting the personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director or officer, provided that such provision shall not eliminate or limit the liability of (1) a director or officer for any breach of the director’s or officer’s duty of loyalty to the Company or its stockholders, (2) a director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) a director under Section 174 of the DGCL (relating to unlawful payments of dividends or stock repurchases), (4) a director or officer for any transaction from which the director derived an improper personal benefit, or (5) an officer in any action by or in the right of the Company. Article Ninth of the Company’s Corrected Amended and Restated Certificate of Incorporation includes such a provision with respect to the Company’s directors.

Item 8. Exhibits.

The exhibits filed as part of this Registration Statement are as follows:

| <u>Exhibit Number</u> | <u>Description</u> |
|---|---|
| <u>4.1⁺</u> | <u>Corrected Amended and Restated Certificate of Incorporation of Vishay Intertechnology, Inc. dated June 5, 2012. Incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K filed June 5, 2012.</u> |
| <u>4.2⁺</u> | <u>Amended and Restated Bylaws dated June 1, 2011. Incorporated by reference to Exhibit 3.2 to the Company's current report on Form 8-K filed June 2, 2011.</u> |
| <u>4.3⁺</u> | <u>First Amendment to Amended and Restated Bylaws. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed August 11, 2015.</u> |
| <u>4.4⁺</u> | <u>Second Amendment to Amended and Restated Bylaws. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed February 21, 2023.</u> |
| <u>5.1⁺</u> | <u>Opinion of Kramer Levin Naftalis & Frankel LLP as to the legality of the securities being registered with respect to the Former Plan, dated July 10, 2007, incorporated herein by reference to Exhibit 5.1 to the Company's Registration Statement on Form S-8, filed on July 10, 2007 (File No. 333-144466).</u> |
| <u>5.2⁺</u> | <u>Opinion of Pepper Hamilton LLP (included in Exhibit 5.1 to this Registration Statement) as to the legality of the securities being registered with respect to the Former Plan, dated May 21, 2014, incorporated herein by reference to Exhibit 5.1 to the Company's Registration Statement on Form S-8, filed on May 21, 2014 (File No. 333-196143).</u> |
| <u>5.3⁺</u> | <u>Opinion of Troutman Pepper Hamilton Sanders LLP as to the legality of the shares of Common Stock being registered hereby which may be issued by the Company under the Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan, dated May 23, 2023.</u> |
| <u>23.1*</u> | <u>Consent of Ernst & Young LLP.</u> |
| <u>23.2*</u> | <u>Consent of Troutman Pepper Hamilton Sanders LLP (contained in Exhibit 5.3).</u> |
| <u>24.1⁺</u> | <u>Power of Attorney.</u> |
| <u>99.1*</u> | <u>Filing Fee Table</u> |

+ Previously filed.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 Malvern, Pennsylvania, on this 5th day of June, 2023.

**VISHAY INTERTECHNOLOGY,
INC.
(Registrant)**

By: /s/ Lori Lipcaman

Name: Lori Lipcaman

Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|--------------|
| <i>Principal Executive Officer:</i> <u>/s/ Joel Smejkal</u> Joel Smejkal | President, Chief Executive Officer, and Director | June 5, 2023 |
| <i>Principal Financial and Accounting Officer:</i> <u>/s/ Lori Lipcaman</u> Lori Lipcaman | Executive Vice President and Chief Financial Officer | June 5, 2023 |
| <i>Board of Directors:</i> <u>*</u> Marc Zandman | Executive Chairman of the Board of Directors | June 5, 2023 |
| <u>*</u> Renee B. Booth | Director | June 5, 2023 |
| <u>*</u> Michael J. Cody | Director | June 5, 2023 |
| <u>*</u> Michiko Kurahashi | Director | June 5, 2023 |
| <u>*</u> Abraham Ludomirski | Director | June 5, 2023 |
| <u>*</u> Ziv Shoshani | Director | June 5, 2023 |
| <u>*</u> Timothy V. Talbert | Director | June 5, 2023 |
| <u>*</u> Jeffrey H. Vanneste | Director | June 5, 2023 |
| <u>*</u> Ruta Zandman | Director | June 5, 2023 |
| <u>*</u> Raanan Zilberman | Director | June 5, 2023 |

*By: /s/ Lori Lipcaman
Lori Lipcaman, as Attorney-in-Fact

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Post-Effective Amendment No. 2 to the Registration Statements (Form S-8 No. 333-144466 and Form S-8 No. 333-196143) pertaining to the 2023 Long-Term Incentive Plan of Vishay Intertechnology, Inc. of our reports dated February 22, 2023, 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, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania

June 5, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)Vishay Intertechnology, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule ⁽⁴⁾ | Amount Registered ⁽¹⁾ (3) ⁽⁴⁾ | Proposed Maximum Offering Price Per Unit ⁽⁴⁾ | Maximum Aggregate Offering Price ⁽⁴⁾ | Fee Rate ⁽⁴⁾ | Amount of Registration Fee ⁽⁴⁾ |
|-------------------------------|--|-------------------------------------|--|---|---|-------------------------|---|
| Equity | Common Stock, par value \$0.10 per share | N/A | 1,294,546 ⁽²⁾ | N/A | N/A | N/A | N/A |
| Total Offering Amounts | | | | | N/A | | N/A |
| Total Fee Offsets | | | | | | | \$ -- |
| Net Fee Due | | | | | | | N/A |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall include an additional indeterminate number of shares of the common stock, par value \$0.10 per share (the “Common Stock”) of Vishay Intertechnology, Inc., a Delaware corporation (the “Registrant”), that may become issuable under the Vishay Intertechnology, Inc. 2007 Stock Incentive Program, as amended and restated on May 20, 2014 (the “Former Plan”) and the Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan (the “2023 Plan”) as a result of any future stock splits, stock dividends or similar adjustments of the Registrant’s outstanding Common Stock.

(2) Represents additional shares of the Registrant’s Common Stock subject to outstanding awards under the Former Plan that (i) cease to be subject to such awards as a result of the termination, expiration, cancellation or forfeiture of such awards on or after the effective date of the 2023 Plan (the “Effective Date”) or (ii) are withheld on or after the Effective Date in settlement of tax withholding obligations associated with certain types of outstanding awards under the Former Plan, and may become eligible to be carried over to the 2023 Plan in accordance with the terms thereof (collectively, the “Rollover Shares”).

(3) As described in the “Explanatory Note” to the Post-Effective Amendment No. 1 to Registration Statements on Form S-8 (the “Post-Effective Amendment”) to which this Exhibit 99.1 is attached, the Post-Effective Amendment is being filed to provide that up to 1,294,546 shares of Common Stock (constituting the Rollover Shares) originally registered upon the filing of the Registration Statements on Form S-8, File Nos. 333-144466 and 333-196143, filed with the Securities and Exchange Commission on July 10, 2007 and May 21, 2014, respectively (the “Prior Registration Statements”), for issuance under the Former Plan may be issued under the 2023 Plan as of the Effective Date, pursuant to and in accordance with the terms of the 2023 Plan.

(4) The filing fee for the registration of the offer of the Rollover Shares was paid in full upon the filing of the Prior Registration Statements. Pursuant to SEC Compliance and Disclosure Interpretation 126.43, no filing fee is required for the Post-Effective Amendment.