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VISHAY INTERTECHNOLOGY INC

Form 8-K

May 02, 2006

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

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) May 2, 2006

VISHAY INTERTECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-7416 | 38-1686453 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 63 Lincoln Highway Malvern, PA 19355 | 19355-2143 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02 - RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 2, 2006, Vishay Intertechnology, Inc. issued a press release announcing its financial results for the fiscal quarter ended April 1, 2006. A copy of the press release is furnished as Exhibit 99 to this report.

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ITEM 7.01 - REGULATION FD DISCLOSURE

Computational Note on Earnings Per Share

The holders of the Company's convertible Liquid Yield Option(TM) Notes ("LYONs") have the option to require the Company to repurchase their LYONs at their accreted value at June 4, 2006. The number of LYONs surrendered by holders will have an impact on the weighted average shares outstanding used for earnings per share in future periods. The Company intends to update its disclosures of the approximate weighted average shares outstanding expected to be used in earnings per share computations in future periods after the June 4, 2006 purchase date.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

| Exhibit No. | Description |
|-------------|---------------------------------|
| 99 | Press release dated May 2, 2006 |

SIGNATURE

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

Date: May 2, 2006

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Richard N. Grubb

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