

VISHAY INTERTECHNOLOGY INC

Form 8-K

May 23, 2013

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 23, 2013

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 Number)

63 Lancaster Avenue

Malvern, PA 19355-2143

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))

Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers

Vishay Intertechnology, Inc. ("Vishay") held its Annual Meeting of Stockholders on May 23, 2013. Vishay's stockholders voted to approve the continuation of the Vishay Intertechnology, Inc. 2007 Stock Incentive Program (the "Plan").

The Plan is substantially unchanged as a result of the continuation approved by the Company's stockholders. Our definitive proxy statement dated April 5, 2013 contains additional information about the Plan.

The foregoing description is qualified in its entirety by reference to the amended and restated 2007 Stock Incentive Program, incorporated herein by reference to Annex A to our definitive proxy statement, dated April 5, 2013, for our 2013 Annual Meeting of Stockholders.

Item 5.07 – Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders, Vishay's stockholders voted on the election of four directors to hold office until 2016, the ratification of the appointment of Ernst & Young LLP as Vishay's independent registered public accounting firm for the year ending December 31, 2013, and the approval of the Vishay Intertechnology, Inc. 2007 Stock Incentive Program.

Each share of common stock is entitled to one vote, and each share of Class B common stock is entitled to ten votes.

The results of the votes of stockholders on each matter set forth at the Annual Meeting are as follows:

Election of Directors to Hold Office until 2016

| | For | Withheld | Broker Non-Votes |
|----------------------|-------------|-----------|---------------------|
| Dr. Gerald Paul | | | |
| Common stock | 103,789,279 | 3,175,191 | 11,418,921 |
| Class B common stock | 12,026,976 | - | 262 |
| Total voting power | 224,059,039 | 3,175,191 | 11,421,541 |
| Frank Dieter Maier | | | |
| Common stock | 105,086,896 | 1,877,574 | 11,418,921 |
| Class B common stock | 12,008,955 | 18,021 | 262 |
| Total voting power | 225,176,446 | 2,057,784 | 11,421,541 |
| Timothy V. Talbert | | | |
| Common stock | 105,969,802 | 994,668 | 11,418,921 |
| Class B common stock | 12,026,976 | - | 262 |
| Total voting power | 226,239,562 | 994,668 | 11,421,541 |
| Thomas C. Wertheimer | | | |
| Common stock | 105,301,049 | 1,663,421 | 11,418,921 |
| Class B common stock | 12,026,976 | - | 262 |
| Total voting power | 225,570,809 | 1,663,421 | 11,421,541 |

Ratification of Appointment of Independent Registered Public Accounting Firm

| | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|---------|---------|---------------------|
| Common stock | 117,404,965 | 784,150 | 194,276 | - |
| Class B common stock | 12,027,238 | - | - | - |
| Total voting power | 237,677,345 | 784,150 | 194,276 | - |

Approval of the Vishay Intertechnology, Inc. 2007 Stock Incentive Program

| | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|-----------|---------|---------------------|
| Common stock | 104,881,601 | 1,962,270 | 120,599 | 11,418,921 |
| Class B common stock | 12,026,976 | - | - | 262 |
| Total voting power | 225,151,361 | 1,962,270 | 120,599 | 11,421,541 |

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

10.1 Vishay
Intertechnology,
Inc. 2007 Stock
Incentive
Program.
Incorporated by

reference to
Annex A to our
definitive proxy
statement, dated
April 5, 2013,
for our 2013
Annual Meeting
of Stockholders.

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 23, 2013

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Lori Lipcaman

Name: Lori Lipcaman

Title: Executive Vice President and
Chief Financial Officer