

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) July 6, 2026

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
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of exchange on which registered
Common stock, par value \$0.10 per share	VSH	New York Stock Exchange

Item 8.01 – Other Events

On July 6, 2026, Vishay Intertechnology, Inc. (the "Company") announced that it had notified the holders of its 2.25% convertible senior notes due 2030 (the "Notes") that the Notes have become convertible, at the option of the holders during the calendar quarter ending October 3, 2026. The Notes are convertible into cash, up to the aggregate principal amount of the Notes, and in cash, shares of the Company's common stock or a combination thereof, at the Company's election, in respect of the remainder, if any, of the Company's conversion obligation in excess of the aggregate principal amount of the Notes being converted.

A copy of the Company's press release, dated July 6, 2026, is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01. A copy of the notice provided to the holders of the Notes in accordance with the terms of the indenture governing the Notes is attached hereto as Exhibit 99.2 and is incorporated by reference into this Item 8.01.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated July 6, 2026.
99.2	Form of Notice of Convertibility to Holders of Vishay Intertechnology, Inc.'s 2.25% Convertible Senior Notes due 2030.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: July 6, 2026

VISHAY INTERTECHNOLOGY, INC.

By: /s/ David L. Tomlinson

Name: David L. Tomlinson

Title: Senior Vice President – Chief Accounting Officer

**Vishay Intertechnology, Inc. Announces Conversion Period
for 2.25% Convertible Senior Notes due 2030**

MALVERN, Pa., July 6, 2026 - Vishay Intertechnology, Inc. (NYSE: VSH), one of the world's largest manufacturers of discrete semiconductors and passive components, today notified holders of its 2.25% convertible senior notes due 2030 (the "Notes") that the Notes are convertible, at the option of the holders (the "Conversion Option"), beginning July 5, 2026 and ending at the close of business on October 3, 2026. The Notes are convertible into cash, up to the aggregate principal amount of the Notes, and in cash, shares of the Company's common stock or a combination thereof, at the Company's election, in respect of the remainder, if any, of the Company's conversion obligation in excess of the aggregate principal amount of the Notes being converted. Any determination regarding the convertibility of the Notes during future periods will be made in accordance with the terms of the Indenture governing the Notes.

The Notes became convertible as a result of the last reported sale price of shares of the Company's common stock, for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days (including the last trading day of such period) ending on, and including, the last trading day of the fiscal quarter ended July 4, 2026, was greater than 130% of the conversion price in effect on each applicable trading day.

The Notes are convertible at a conversion rate of 33.1609 shares of common stock per \$1,000 principal amount of Notes, which is equivalent to a conversion price of approximately \$30.16 per share of common stock.

The Company has issued a notice to holders with respect to the Conversion Option specifying the applicable terms, conditions and procedures. The notice is available through HSBC Bank USA, National Association or by requesting a copy from HSBC Bank USA, National Association, which is serving as the conversion agent, at:

HSBC Bank USA, National Association
Attention: CTLANY Client Service Delivery Team / Vishay Intertechnology, Inc.
66 Hudson Blvd East, 545W9
New York, NY 10001

None of the Company, its Board of Directors or its employees has made or is making any representation or recommendation to any holder as to whether to exercise or refrain from exercising the Conversion Option.

This press release is not an offer to sell, nor a solicitation of an offer to buy securities, nor shall there be any sale of these securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

About Vishay

Vishay manufactures one of the world's largest portfolios of discrete semiconductors and passive electronic components that are essential to innovative designs in the automotive, industrial, computing, consumer, telecommunications, military, aerospace, and healthcare markets. Serving customers worldwide, **Vishay is The DNA of tech.®** Vishay Intertechnology, Inc. is a Fortune 1,000 Company listed on the NYSE (VSH). More on Vishay at www.vishay.com.

Forward-Looking Statements

Statements contained herein that relate to the Company's future cash dividends on its common stock and Class B common stock are forward-looking statements within the safe harbor provisions of Private Securities Litigation Reform Act of 1995. Words such as "to be," "will be," or other similar words or expressions often identify forward-looking statements. Such statements are based on current expectations only, and are subject to certain risks, uncertainties and assumptions, many of which are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results, performance, or achievements may vary materially from those anticipated, estimated or projected. Among the factors that could cause actual results to materially differ include: general business and economic conditions; manufacturing or supply chain interruptions or changes in customer demand due to political, economic, and health instability and military conflicts and hostilities; delays or difficulties in implementing our cost reduction strategies; delays or difficulties in expanding our manufacturing capacities; an inability to attract and retain highly qualified personnel; changes in foreign currency exchange rates; uncertainty related to the effects of changes in foreign currency exchange rates; competition and technological changes in our industries; difficulties in new product development; difficulties in identifying suitable acquisition candidates, consummating a transaction on terms which we consider acceptable, and integration and performance of acquired businesses; changes in U.S. and foreign trade regulations and tariffs, and uncertainty regarding the same; volatility in prices for metals and materials; changes in applicable domestic and foreign tax regulations, and uncertainty regarding the same; changes in applicable accounting standards and other factors affecting our operations that are set forth in our filings with the Securities and Exchange Commission, including our annual reports on Form 10-K and our quarterly reports on Form 10-Q. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

***The DNA of tech®** is a trademark of Vishay Intertechnology.*

Contact:

Vishay Intertechnology, Inc.
Peter Henrici
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Vishay Intertechnology, Inc.
63 Lancaster Avenue
Malvern, PA 19355

To: Holder of Vishay Intertechnology, Inc. 2.25% Convertible Senior Notes due 2030 (CUSIP: 928298 AR9) (the "Notes")

HSBC Bank USA, National Association
Issuer Services
66 Hudson Boulevard East 545W9
New York, NY 10001
Attention: Client Service Delivery

Re: Notice of Convertibility of Notes

Ladies and Gentlemen:

Reference is hereby made to the Indenture, dated as of September 12, 2023 (the "Indenture"), by and between Vishay Intertechnology, Inc. (the "Company") and HSBC Bank USA, National Association, as trustee (in such capacity, the "Trustee"). Capitalized terms used herein without definition shall have meanings assigned to them in the Indenture.

Pursuant to Section 14.01(b)(iv) of the Indenture, the Notes shall become convertible at any time during any fiscal quarter (and only during such fiscal quarter) commencing after the fiscal quarter ending December 31, 2023 and prior to the close of business on the Business Day immediately preceding March 15, 2030, if the Last Reported Sale Price of the Common Stock for at least 20 Trading Days during the period of 30 consecutive Trading Days ending on, and including, the last Trading Day of the immediately preceding fiscal quarter is greater than or equal to 130% of the Conversion Price on each applicable Trading Day (the "Sale Price Conversion Condition").

The Company hereby provides notice that the Sale Price Conversion Condition has been satisfied with respect to the fiscal quarter ended July 4, 2026 and, accordingly, Holders may convert all or any portion (if the portion to be converted is \$1,000 principal amount or an integral multiple thereof) of their Notes during the fiscal quarter ending October 3, 2026 in accordance with the requirements of the Indenture, including with respect to Section 14.02 of the Indenture, at the Conversion Rate of 33.1609 shares of Common Stock per \$1,000 principal amount of Notes, subject to the terms of the Indenture.

No adjustment to the Conversion Rate pursuant to Section 14.03 of the Indenture has taken effect as a result of the satisfaction of the Sale Price Conversion Condition.

Conversion Procedures

The following sets forth the procedures a Holder must follow to convert their Notes:

Holders of beneficial interests in a Global Note. Holders of a beneficial interest in a Global Note need only comply with the procedures of the Depository in effect at that time and, if required, pay funds equal to interest payable on the next Interest Payment Date to which such Holder is not entitled as set forth in Section 14.02(h).

Holders of Physical Notes. Holders of Physical Notes must (a) complete, manually sign and deliver an irrevocable notice to the Conversion Agent as set forth in the Form of Notice of Conversion (or a facsimile thereof) (a "Notice of Conversion") at the office of the Conversion Agent and state in writing therein the principal amount of Notes to be converted and the name or names (with addresses) in which such Holder wishes the certificate or certificates for any shares of Common Stock to be delivered upon settlement of the Conversion Obligation to be registered, (2) surrender such Notes, duly endorsed to the Company or in blank (and accompanied by appropriate endorsement and transfer documents), at the office of the Conversion Agent, (3) if required, furnish appropriate endorsements and transfer documents and (4) if required, pay funds equal to interest payable on the next Interest Payment Date to which such Holder is not entitled as set forth in Section 14.02(h).

Conversion Date. A Holder's Conversion Date means the date that such Holder has complied with the requirements summarized above pursuant to Section 14.02(b) of the Indenture.

Conversion Agent. The Trustee is acting as the Conversion Agent.

Interest for the Notes. Upon conversion, a Holder shall not receive any separate payment for accrued and unpaid interest, if any, except as set forth below. The Company's settlement of the full Conversion Obligation shall be deemed to satisfy in full its obligation to pay the principal amount of the Note and accrued and unpaid interest, if any, to, but not including, the relevant Conversion Date. As a result, accrued and unpaid interest, if any, to, but not including, the relevant Conversion Date shall be deemed to be paid in full rather than cancelled, extinguished or forfeited.

Stock Taxes. If a Holder submits a Note for conversion, the Company shall pay any documentary, stamp or similar issue or transfer tax due on the issue of any shares of Common Stock upon conversion, unless the tax is due because the Holder requests such shares to be issued in a name other than the Holder's name, in which case the Holder shall pay that tax.

Settlement Upon Conversion

Method of Settlement. The Notes are convertible into cash, up to the aggregate principal amount of the Notes, and in cash, shares of the Company's common stock or a combination thereof, at the Company's election, in respect of the remainder, if any, of the Company's conversion obligation in excess of the aggregate principal amount of the Notes being converted.

Delivery of Consideration. The Company will deliver the consideration due in respect of the Conversion Obligation no later than the second Business Day immediately following last Trading Day of the relevant Observation Period.

Fractional Shares. The Company shall not issue any fractional share of Common Stock upon conversion of the Notes and shall instead pay cash in lieu of delivering any fractional share of Common Stock issuable upon conversion based on the Daily VWAP for the last Trading Day of the relevant Observation Period. For each Note surrendered for conversion, the full number of shares that shall be issued upon conversion thereof shall be computed on the basis of the aggregate Daily Settlement Amounts for the relevant Observation Period and any fractional shares remaining after such computation shall be paid in cash.

Vishay Intertechnology, Inc.
July 6, 2026