

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) October 29, 2018

**Vishay Intertechnology, Inc.**

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(Exact name of registrant as specified in its charter)

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Delaware	1-7416	38-1686453
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

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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

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(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.

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## Item 2.02 – Results of Operations and Financial Condition

On October 30, 2018, Vishay Intertechnology, Inc. ("the Company") issued a press release announcing its financial results for the fiscal quarter and nine fiscal months ended September 29, 2018. A copy of the press release is attached as Exhibit 99.1 to this report.

## Item 7.01 – Regulation FD Disclosure

### *Computational Guidance on Earnings Per Share Estimates*

The Company frequently receives questions from analysts and stockholders regarding its diluted earnings per share ("EPS") computation. The information furnished in this Form 8-K provides additional information on the impact of key variables on the EPS computation, particularly as they relate to the fourth fiscal quarter of 2018.

Accounting principles require that EPS be computed based on the weighted average shares outstanding ("basic"), and also assuming the issuance of potentially issuable shares (such as those subject to equity awards and convertible debt) if those potentially issuable shares would reduce EPS ("diluted").

The number of shares related to equity awards included in diluted EPS is based on the "Treasury Stock Method" prescribed in Financial Accounting Standards Board ("FASB") ASC Topic 260, *Earnings Per Share* ("FASB ASC Topic 260"). This method assumes a theoretical repurchase of shares using the unrecognized compensation expense and any other proceeds at a price equal to the issuer's average stock price during the related earnings period. Accordingly, the number of shares includable in the calculation of diluted EPS in respect of equity awards is dependent on this average stock price and will increase as the average stock price increases. This method is also utilized for net share settlement debt.

The number of shares includable in the calculation of diluted EPS in respect of conventional convertible or exchangeable securities is based on the "If Converted" method prescribed in FASB ASC Topic 260. This method assumes the conversion or exchange of these securities for shares of common stock. In determining if convertible or exchangeable securities are dilutive, the interest savings (net of tax) subsequent to an assumed conversion are added back to net earnings. The shares related to a convertible or exchangeable security are included in diluted EPS only if EPS as otherwise calculated is greater than the interest savings, net of tax, divided by the shares issuable upon exercise or conversion of the instrument ("incremental earnings per share"). Accordingly, the calculation of diluted EPS for these instruments is dependent on the level of net earnings. Each series of convertible or exchangeable securities is considered individually and in sequence, starting with the series having the lowest incremental earnings per share, to determine if its effect is dilutive or anti-dilutive.

At the direction of its Board of Directors, Vishay intends to waive its rights to settle the principal amount of its convertible debt instruments, its 2.25% Convertible Senior Debentures due 2040, due 2041, and due 2042, and its 2.25% Convertible Senior Notes due 2025, upon any conversion or repurchase of the debentures or notes, in shares of Vishay common stock.

Pursuant to the indentures governing the respective convertible debt instruments, Vishay has the right to pay the conversion value or purchase price for the convertible debt instruments in cash, Vishay common stock, or a combination of both.

If the convertible debt instruments are tendered for repurchase, Vishay will pay the repurchase price in cash, and if the convertible debt instruments are submitted for conversion, Vishay will value the shares issuable upon conversion and will pay in cash an amount equal to the principal amount of the converted debt instruments and will issue shares in respect of the conversion value in excess of the principal amount.

Vishay will consider its convertible debt instruments to be "net share settlement debt." Accordingly, its convertible debt instruments will be included in the diluted earnings per share computation using the "treasury stock method" (similar to options) rather than the "if converted method" otherwise required for convertible debt. Under the "treasury stock method," Vishay will calculate the number of shares issuable under the terms of its convertible debt instruments based on the average market price of Vishay common stock during the period, and include that number in the total diluted shares figure for the period.

The Company currently has no potentially dilutive instruments included in the diluted EPS calculation using the "if converted method."

The following estimates of shares expected to be used in the calculation of diluted EPS consider the number of the Company's shares currently outstanding and the Company's convertible securities currently outstanding and their exercise and conversion features currently in effect. The Company adjusts its calculation for the estimated effect of expected quarterly activity. The estimates assume no share or convertible debt instrument repurchases during the fourth fiscal quarter of 2018. Changes in these parameters or estimates could have a material impact on the calculation of diluted EPS.

The following estimates of shares expected to be used in the calculation of diluted EPS should be read in conjunction with the information on earnings per share in the Company's filings on Form 10-Q and Form 10-K. These estimates are unaudited and are not necessarily indicative of the shares used in the diluted EPS computation for any prior period. The estimates below are not necessarily indicative of the shares to be used in the quarterly diluted EPS computation for any period subsequent to the fourth fiscal quarter of 2018. The Company assumes no duty to revise these estimates as a result of changes in the parameters on which

they are based on any changes in accounting principles. Also, the presentation is not intended as a forecast of EPS values or share prices of the Company's common stock for any period.

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For the fourth fiscal quarter of 2018:

- The Company has approximately 144 million shares issued and outstanding, including shares of common stock and class B common stock.
- The number of shares included in diluted EPS related to restricted stock units does not vary significantly and is generally less than 1 million incremental shares.
- The Company's Convertible Senior Debentures due 2040 are convertible at a conversion price of \$12.81 per \$1,000 principal amount, equivalent to 78.0506 shares per \$1,000 principal amount. There is \$55 million principal amount of the debentures outstanding. The number of shares of common stock that Vishay will include in its diluted earnings per share computation, assuming an average market price for Vishay common stock in excess of the conversion price, will be determined in accordance with the following formula:

$$S = [\$55,000,000 / \$1000] * [(P - \$12.81) * 78.0506] / P$$

where

S = the number of shares to be included in diluted EPS, and  
P = the average market price of Vishay common stock for the quarter.

If the average market price is less than \$12.81, no shares will be included in the diluted earnings per share computation.

- The Company's Convertible Senior Debentures due 2041 are convertible at a conversion price of \$17.56 per \$1,000 principal amount, equivalent to 56.9573 shares per \$1,000 principal amount. There is \$150 million principal amount of the debentures outstanding. The number of shares of common stock that Vishay will include in its diluted earnings per share computation, assuming an average market price for Vishay common stock in excess of the conversion price, will be determined in accordance with the following formula:

$$S = [\$150,000,000 / \$1000] * [(P - \$17.56) * 56.9573] / P$$

where

S = the number of shares to be included in diluted EPS, and  
P = the average market price of Vishay common stock for the quarter.

If the average market price is less than \$17.56, no shares will be included in the diluted earnings per share computation.

- The Company's Convertible Senior Debentures due 2042 are convertible at a conversion price of \$10.90 per \$1,000 principal amount, equivalent to 91.7689 shares per \$1,000 principal amount. There is \$80.9 million principal amount of the debentures outstanding. The number of shares of common stock that Vishay will include in its diluted earnings per share computation, assuming an average market price for Vishay common stock in excess of the conversion price, will be determined in accordance with the following formula:

$$S = [\$80,940,000 / \$1000] * [(P - \$10.90) * 91.7689] / P$$

where

S = the number of shares to be included in diluted EPS, and  
P = the average market price of Vishay common stock for the quarter.

If the average market price is less than \$10.90, no shares will be included in the diluted earnings per share computation.

- The Company's Convertible Senior Notes due 2025 are convertible at a conversion price of \$31.49 per \$1,000 principal amount, equivalent to 31.7536 shares per \$1,000 principal amount. There is \$600 million principal amount of the notes outstanding. The number of shares of common stock that Vishay will include in its diluted earnings per share computation, assuming an average market price for Vishay common stock in excess of the conversion price, will be determined in accordance with the following formula:

$$S = [\$600,000,000 / \$1000] * [(P - \$31.49) * 31.7536] / P$$

where

S = the number of shares to be included in diluted EPS, and  
P = the average market price of Vishay common stock for the quarter.

If the average market price is less than \$31.49, no shares will be included in the diluted earnings per share computation.

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Accordingly, the following table summarizes the approximate number of shares to be included in the denominator of the diluted EPS calculation assuming net earnings attributable to Vishay stockholders for various average stock prices (*number of shares in millions*):

Average Stock Price	Projected Diluted Shares
\$ <12.00	145
\$ 12.00	146
\$ 13.00	146
\$ 14.00	147
\$ 15.00	148
\$ 16.00	148
\$ 17.00	149
\$ 18.00	149
\$ 19.00	150
\$ 20.00	151
\$ 21.00	152
\$ 22.00	152
\$ 23.00	153
\$ 24.00	153
\$ 25.00	154
\$ 26.00	154
\$ 27.00	155
\$ 28.00	155
\$ 29.00	155
\$ 30.00	156
\$ 31.00	156
\$ 32.00	157
\$ 33.00	157
\$ 34.00	158
\$ 35.00	159

#### **Item 8.01 - Other Events**

##### *Cash Dividend Declaration*

On October 29, 2018, the Company declared a quarterly cash dividend of \$0.085 per share of common stock and Class B common stock outstanding payable on December 20, 2018 to stockholders of record at the close of business on December 6, 2018. A copy of the press release announcing the dividend declaration is attached as Exhibit 99.2 to this report.

#### **Item 9.01 – Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press release dated October 30, 2018</a>
<a href="#">99.2</a>	<a href="#">Press release dated October 29, 2018</a>

**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: October 30, 2018

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Lori Lipcaman

Name: Lori Lipcaman  
Title: Executive Vice President and  
Chief Financial Officer

## VISHAY REPORTS RESULTS FOR THIRD QUARTER 2018

- Revenues for Q3 2018 of \$781 million
- Gross Margin Q3 of 30.3%
- Operating Margin Q3 of 17.7%
- EPS Q3 of \$0.51
- Adjusted EPS Q3 of \$0.60
- Guidance for Q4 2018 for revenues of \$745 to \$785 million and gross margins of 28.0% to 29.5% at Q3 exchange rates
- Repatriated in Q3 \$450 million net of related foreign taxes

**MALVERN, PENNSYLVANIA** – October 30, 2018 – Vishay Intertechnology, Inc. (NYSE: VSH), one of the world's largest manufacturers of discrete semiconductors and passive components, today announced its results for the fiscal quarter and nine fiscal months ended September 29, 2018.

Revenues for the fiscal quarter ended September 29, 2018 were \$781.0 million, compared to \$761.0 million for the fiscal quarter ended June 30, 2018, and \$677.9 million for the fiscal quarter ended September 30, 2017. Net earnings attributable to Vishay stockholders for the fiscal quarter ended September 29, 2018 were \$77.9 million, or \$0.51 per diluted share, compared to \$103.1 million, or \$0.65 per diluted share for the fiscal quarter ended June 30, 2018, and \$64.4 million, or \$0.41 per diluted share for the fiscal quarter ended September 30, 2017.

As summarized on the attached reconciliation schedule, all periods presented include items affecting comparability. Adjusted earnings per diluted share, which exclude these items net of tax and the unusual tax items, were \$0.60, \$0.54, and \$0.42 for the fiscal quarters ended September 29, 2018, June 30, 2018, and September 30, 2017, respectively.

Commenting on the results for the third quarter 2018, Dr. Gerald Paul, President and Chief Executive Officer, stated, "As in the previous quarters, Vishay continued in the third quarter to enjoy excellent business conditions in virtually all markets. Inventories in the supply chain showed some increases but there are no tangible signs of a slowdown in our industry."

"We presently see first signs of a normalization of inflated backlogs as supply starts to catch up with demand. The overall demand of OEMs continues strong and point of sales of our products from distribution to end customers was again 14% higher than in the third quarter of last year."

Commenting on the outlook Dr. Paul stated, "We guide for the fourth quarter for revenues of \$745 to \$785 million and gross margins of 28.0% to 29.5% at the exchange rates for the third quarter."

A conference call to discuss Vishay's third quarter financial results is scheduled for Tuesday, October 30, 2018 at 9:00 a.m. ET. The dial-in number for the conference call is 877-589-6174 (+1 706-643-1406 if calling from outside the United States or Canada) and the conference ID is 5894659.

There will be a replay of the conference call from 12:00 p.m. ET on Tuesday, October 30, 2018 through 11:59 p.m. ET on Tuesday, November 6, 2018. The telephone number for the replay is 800-585-8367 (+1 855-859-2056 or 404-537-3406 if calling from outside the United States or Canada) and the access code is 5894659.

A live audio webcast of the conference call and a PDF copy of the press release and the quarterly presentation will be accessible directly from the Investor Relations section of the Vishay website at <http://ir.vishay.com>.

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## About Vishay

Vishay Intertechnology, Inc., a Fortune 1000 Company listed on the NYSE (VSH), is one of the world's largest manufacturers of discrete semiconductors (diodes, MOSFETs, and infrared optoelectronics) and passive electronic components (resistors, inductors, and capacitors). These components are used in virtually all types of electronic devices and equipment, in the industrial, computing, automotive, consumer, telecommunications, military, aerospace, power supplies, and medical markets. Vishay's product innovations, successful acquisition strategy, and "one-stop shop" service have made it a global industry leader. Vishay can be found on the Internet at [www.vishay.com](http://www.vishay.com).

This press release includes certain financial measures which are not recognized in accordance with U.S. generally accepted accounting principles ("GAAP"), including adjusted net earnings; adjusted earnings per share; adjusted operating margin; free cash; earnings before interest, taxes, depreciation and amortization ("EBITDA"); adjusted EBITDA; and adjusted EBITDA margin; which are considered "non-GAAP financial measures" under the U.S. Securities and Exchange Commission rules. These non-GAAP measures supplement our GAAP measures of performance or liquidity and should not be viewed as an alternative to GAAP measures of performance or liquidity. Non-GAAP measures such as adjusted net earnings, adjusted earnings per share, adjusted operating margin, free cash, EBITDA, adjusted EBITDA, and adjusted EBITDA margin do not have uniform definitions. These measures, as calculated by Vishay, may not be comparable to similarly titled measures used by other companies. Management believes that such measures are meaningful to investors because they provide insight with respect to intrinsic operating results of the Company. Although the terms "free cash" and "EBITDA" are not defined in GAAP, the measures are derived using various line items measured in accordance with GAAP. Reconciling items to arrive at adjusted net earnings represent significant charges or credits that are important to understanding the Company's intrinsic operations. Reconciling items to calculate adjusted operating margin and adjusted EBITDA represent those same items used in computing adjusted net earnings, as relevant. Furthermore, the presented calculation of adjusted EBITDA is substantially similar to, but not identical to, a measure used in the calculation of financial ratios required for covenant compliance under Vishay's revolving credit facility. These reconciling items are indicated on the accompanying reconciliation schedules and are more fully described in the Company's financial statements presented in its annual report on Form 10-K and its quarterly reports presented on Forms 10-Q.

Statements contained herein that relate to the Company's future performance, including statements with respect to forecasted revenues, margins, product demand, global growth markets generally and the performance of the economy in general, are forward-looking statements within the safe harbor provisions of Private Securities Litigation Reform Act of 1995. Words such as "believe," "estimate," "will be," "will," "would," "expect," "anticipate," "plan," "project," "intend," "could," "should," 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; 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; 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.

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VISHAY INTERTECHNOLOGY, INC.  
Summary of Operations  
(Unaudited - In thousands, except per share amounts)

	Fiscal quarters ended		
	September 29, 2018	June 30, 2018	September 30, 2017*
Net revenues	\$ 780,972	\$ 761,030	\$ 677,941
Costs of products sold	544,676	533,792	487,794
Gross profit	236,296	227,238	190,147
Gross margin	30.3%	29.9%	28.0%
Selling, general, and administrative expenses	98,198	103,945	91,487
Restructuring and severance costs	-	-	3,244
Operating income	138,098	123,293	95,416
Operating margin	17.7%	16.2%	14.1%
Other income (expense):			
Interest expense	(10,813)	(8,372)	(6,938)
Other components of net periodic pension cost	(3,367)	(3,450)	(3,088)
Other	2,890	3,397	798
Loss on early extinguishment of debt	-	(17,309)	-
Total other income (expense) - net	(11,290)	(25,734)	(9,228)
Income before taxes	126,808	97,559	86,188
Income taxes	48,737	(5,703)	21,605
Net earnings	78,071	103,262	64,583
Less: net earnings attributable to noncontrolling interests	195	165	179
Net earnings attributable to Vishay stockholders	\$ 77,876	\$ 103,097	\$ 64,404
Basic earnings per share attributable to Vishay stockholders	\$ 0.54	\$ 0.71	\$ 0.44
Diluted earnings per share attributable to Vishay stockholders	\$ 0.51	\$ 0.65	\$ 0.41
Weighted average shares outstanding - basic	144,383	144,382	145,728
Weighted average shares outstanding - diluted	152,946	157,657	156,701
Cash dividends per share	\$ 0.0850	\$ 0.0850	\$ 0.0625

\*Recast for the retrospective adoption of ASUs 2014-09 and 2017-07

VISHAY INTERTECHNOLOGY, INC.  
Summary of Operations  
(Unaudited - In thousands, except per share amounts)

	Nine fiscal months ended	
	September 29, 2018	September 30, 2017*
Net revenues	\$ 2,258,797	\$ 1,925,906
Costs of products sold	<u>1,589,963</u>	<u>1,400,173</u>
Gross profit	668,834	525,733
Gross margin	29.6%	27.3%
Selling, general, and administrative expenses	303,381	272,540
Restructuring and severance costs	<u>-</u>	<u>5,194</u>
Operating income	365,453	247,999
Operating margin	16.2%	12.9%
Other income (expense):		
Interest expense	(26,862)	(20,804)
Other components of net periodic pension cost	(10,336)	(8,947)
Other	5,440	1,151
Loss on early extinguishment of debt	(17,309)	-
Loss on disposal of equity affiliate	<u>-</u>	<u>(7,060)</u>
Total other income (expense) - net	<u>(49,067)</u>	<u>(35,660)</u>
Income before taxes	316,386	212,339
Income taxes	<u>72,508</u>	<u>54,398</u>
Net earnings	243,878	157,941
Less: net earnings attributable to noncontrolling interests	539	628
Net earnings attributable to Vishay stockholders	<u>\$ 243,339</u>	<u>\$ 157,313</u>
Basic earnings per share attributable to Vishay stockholders	\$ 1.69	\$ 1.08
Diluted earnings per share attributable to Vishay stockholders	\$ 1.55	\$ 1.01
Weighted average shares outstanding - basic	144,364	146,128
Weighted average shares outstanding - diluted	156,702	155,626
Cash dividends per share	\$ 0.2375	\$ 0.1875

\*Recast for the retrospective adoption of ASUs 2014-09 and 2017-07

VISHAY INTERTECHNOLOGY, INC.  
Consolidated Condensed Balance Sheets  
(Unaudited - in thousands)

	<u>September 29, 2018</u>	<u>December 31, 2017*</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 928,105	\$ 748,032
Short-term investments	135,003	547,136
Accounts receivable, net	395,442	340,027
Inventories:		
Finished goods	144,622	127,272
Work in process	197,174	170,319
Raw materials	<u>158,505</u>	<u>132,068</u>
Total inventories	500,301	429,659
Prepaid expenses and other current assets	<u>124,949</u>	<u>130,336</u>
Total current assets	2,083,800	2,195,190
Property and equipment, at cost:		
Land	87,062	92,285
Buildings and improvements	616,713	606,168
Machinery and equipment	2,478,521	2,415,769
Construction in progress	90,776	103,058
Allowance for depreciation	<u>(2,364,205)</u>	<u>(2,311,522)</u>
	908,867	905,758
Goodwill	147,752	142,742
Other intangible assets, net	67,234	69,754
Other assets	<u>141,981</u>	<u>148,645</u>
Total assets	<u>\$ 3,349,634</u>	<u>\$ 3,462,089</u>

\*Recast for the retrospective adoption of ASUs 2014-09 and 2017-07

VISHAY INTERTECHNOLOGY, INC.  
Consolidated Condensed Balance Sheets (continued)  
(Unaudited - in thousands)

	September 29, 2018	December 31, 2017*
Liabilities and stockholders' equity		
Current liabilities:		
Notes payable to banks	\$ 4	\$ 4
Trade accounts payable	198,674	222,373
Payroll and related expenses	143,257	135,702
Other accrued expenses	174,689	154,230
Income taxes	45,664	50,226
Total current liabilities	562,288	562,535
Long-term debt less current portion	588,586	370,470
U.S. transition tax payable	154,953	151,200
Deferred income taxes	151,499	336,465
Other liabilities	84,827	75,249
Accrued pension and other postretirement costs	269,610	281,701
Total liabilities	1,811,763	1,777,620
Redeemable convertible debentures	79,186	252,070
Equity:		
Vishay stockholders' equity		
Common stock	13,212	13,188
Class B convertible common stock	1,210	1,213
Capital in excess of par value	1,595,092	1,752,506
Retained earnings (accumulated deficit)	(151,404)	(362,254)
Accumulated other comprehensive income (loss)	(1,471)	25,714
Total Vishay stockholders' equity	1,456,639	1,430,367
Noncontrolling interests	2,046	2,032
Total equity	1,458,685	1,432,399
Total liabilities, temporary equity, and equity	\$ 3,349,634	\$ 3,462,089

\*Recast for the retrospective adoption of ASUs 2014-09 and 2017-07

VISHAY INTERTECHNOLOGY, INC.  
Consolidated Statements of Cash Flows  
(Unaudited - in thousands)

	Nine fiscal months ended	
	September 29, 2018	September 30, 2017
<b>Operating activities</b>		
Net earnings	\$ 243,878	\$ 157,941
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Depreciation and amortization	121,888	121,319
(Gain) loss on disposal of property and equipment	(2,216)	(106)
Accretion of interest on convertible debt instruments	6,966	3,703
Inventory write-offs for obsolescence	17,059	12,157
Loss on disposal of equity affiliate	-	7,060
Loss on early extinguishment of debt	17,309	-
Deferred income taxes	(12,348)	9,115
Other	13,021	6,531
U.S. transition tax	(14,400)	-
Repatriation taxes	(156,767)	-
Changes in operating assets and liabilities, net of effects of businesses acquired	(125,499)	(71,875)
Net cash provided by operating activities	<u>108,891</u>	<u>245,845</u>
<b>Investing activities</b>		
Purchase of property and equipment	(126,391)	(84,790)
Proceeds from sale of property and equipment	8,455	1,484
Purchase of businesses, net of cash acquired	(14,880)	-
Purchase of short-term investments	(172,732)	(598,937)
Maturity of short-term investments	577,524	610,573
Other investing activities	(1,608)	(6,663)
Net cash provided by (used in) investing activities	<u>270,368</u>	<u>(78,333)</u>
<b>Financing activities</b>		
Proceeds from long-term borrowings	600,000	-
Issuance costs	(15,621)	-
Repurchase of convertible debentures	(584,991)	-
Net proceeds (payments) on revolving credit lines	(150,000)	(5,000)
Common stock repurchases	-	(37,564)
Net changes in short-term borrowings	-	22
Dividends paid to common stockholders	(31,378)	(25,054)
Dividends paid to Class B common stockholders	(2,873)	(2,274)
Proceeds from stock options exercised	-	1,260
Distributions to noncontrolling interests	(525)	(1,140)
Acquisition of noncontrolling interests	-	(4,100)
Cash withholding taxes paid when shares withheld for vested equity awards	(2,297)	(1,971)
Other financing activities	-	(1,255)
Net cash used in financing activities	<u>(187,685)</u>	<u>(77,076)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(11,501)</u>	<u>13,168</u>
Net increase in cash and cash equivalents	180,073	103,604
Cash and cash equivalents at beginning of period	748,032	471,781
Cash and cash equivalents at end of period	<u>\$ 928,105</u>	<u>\$ 575,385</u>

VISHAY INTERTECHNOLOGY, INC.  
Reconciliation of Adjusted Earnings Per Share  
(Unaudited - In thousands, except per share amounts)

	Fiscal quarters ended			Nine fiscal months ended	
	September 29, 2018	June 30, 2018	September 30, 2017	September 29, 2018	September 30, 2017
GAAP net earnings attributable to Vishay stockholders	\$ 77,876	\$ 103,097	\$ 64,404	\$ 243,339	\$ 157,313
<b>Reconciling items affecting operating income:</b>					
Restructuring and severance costs	\$ -	\$ -	\$ 3,244	\$ -	\$ 5,194
<b>Reconciling items affecting other income (expense):</b>					
Loss on early extinguishment of debt	\$ -	\$ 17,309	\$ -	\$ 17,309	\$ -
Loss on disposal of equity affiliate	-	-	-	-	7,060
<b>Reconciling items affecting tax expense (benefit):</b>					
Enactment of TCJA	\$ 13,496	\$ 12,000	\$ -	\$ 25,496	\$ -
Effects of cash repatriation program	680	(9,006)	(892)	(7,010)	(3,100)
Change in deferred taxes due to early extinguishment of debt	-	(33,963)	-	(33,963)	-
Effects of changes in uncertain tax positions	-	-	(804)	-	(804)
Tax effects of pre-tax items above	-	(3,784)	(674)	(3,784)	(1,271)
Adjusted net earnings	<u>\$ 92,052</u>	<u>\$ 85,653</u>	<u>\$ 65,278</u>	<u>\$ 241,387</u>	<u>\$ 164,392</u>
Adjusted weighted average diluted shares outstanding	152,946	157,657	156,701	156,702	155,626
Adjusted earnings per diluted share	\$ 0.60	\$ 0.54	\$ 0.42	\$ 1.54	\$ 1.06

VISHAY INTERTECHNOLOGY, INC.

Reconciliation of Free Cash

(Unaudited - In thousands)

	Fiscal quarters ended			Nine fiscal months ended	
	September 29, 2018	June 30, 2018	September 30, 2017	September 29, 2018	September 30, 2017
Net cash provided by (used in) operating activities	\$ 70,721	\$ (8,689)	\$ 117,579	\$ 108,891	\$ 245,845
Proceeds from sale of property and equipment	77	8,194	196	8,455	1,484
Less: Capital expenditures	(49,745)	(48,373)	(35,723)	(126,391)	(84,790)
Free cash	<u>\$ 21,053</u>	<u>\$ (48,868)</u>	<u>\$ 82,052</u>	<u>\$ (9,045)</u>	<u>\$ 162,539</u>

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VISHAY INTERTECHNOLOGY, INC.  
Reconciliation of EBITDA and Adjusted EBITDA  
(Unaudited - In thousands)

	Fiscal quarters ended			Nine fiscal months ended	
	September 29, 2018	June 30, 2018	September 30, 2017	September 29, 2018	September 30, 2017
GAAP net earnings attributable to Vishay stockholders	\$ 77,876	\$ 103,097	\$ 64,404	\$ 243,339	\$ 157,313
Net earnings attributable to noncontrolling interests	195	165	179	539	628
Net earnings	\$ 78,071	\$ 103,262	\$ 64,583	\$ 243,878	\$ 157,941
Interest expense	\$ 10,813	\$ 8,372	\$ 6,938	\$ 26,862	\$ 20,804
Interest income	(3,504)	(2,762)	(1,802)	(8,302)	(4,599)
Income taxes	48,737	(5,703)	21,605	72,508	54,398
Depreciation and amortization	40,714	40,616	40,939	121,888	121,319
EBITDA	\$ 174,831	\$ 143,785	\$ 132,263	\$ 456,834	\$ 349,863
<u>Reconciling items</u>					
Restructuring and severance costs	\$ -	\$ -	\$ 3,244	\$ -	\$ 5,194
Loss on early extinguishment of debt	-	17,309	-	17,309	-
Loss on disposal of equity affiliate	-	-	-	-	7,060
Adjusted EBITDA	\$ 174,831	\$ 161,094	\$ 135,507	\$ 474,143	\$ 362,117
Adjusted EBITDA margin**	22.4%	21.2%	20.0%	21.0%	18.8%

\*\* Adjusted EBITDA as a percentage of net revenues

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## Vishay Intertechnology Declares Quarterly Dividend

**MALVERN, PENNSYLVANIA** – October 29, 2018 – Vishay Intertechnology, Inc. (NYSE: VSH), announced today that the Company's Board of Directors declared a dividend of \$0.085 per share of common stock and Class B common stock to be paid on December 20, 2018 to stockholders of record as of the close of business on December 6, 2018. Future dividends will be subject to Board approval.

### About Vishay

Vishay Intertechnology, Inc., a Fortune 1000 Company listed on the NYSE (VSH), is one of the world's largest manufacturers of discrete semiconductors (diodes, MOSFETs, and infrared optoelectronics) and passive electronic components (resistors, inductors, and capacitors). These components are used in virtually all types of electronic devices and equipment, in the industrial, computing, automotive, consumer, telecommunications, military, aerospace, power supplies, and medical markets. Vishay's product innovations, successful acquisition strategy, and "one-stop shop" service have made it a global industry leader. Vishay can be found on the Internet at <http://www.vishay.com>.

### Forward-Looking Statements

Statements contained herein that relate to the Company's future performance, including statements with respect to quarterly cash dividends, are forward-looking statements within the safe harbor provisions of Private Securities Litigation Reform Act of 1995. Words such as "believe," "estimate," "will be," "will," "would," "expect," "anticipate," "plan," "project," "intend," "could," "should," 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; 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 applicable domestic and foreign tax regulations and uncertainty regarding the same; changes in U.S. and foreign trade regulations and tariffs and uncertainty regarding the same; changes in applicable accounting standards and other factors affecting our operations, markets, capacity to meet demand, products, services, and prices that are set forth in our filings with the SEC, 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.

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