

**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 12, 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))

Item 8.01 - Other Matters

On May 11, 2006, Vishay Intertechnology, Inc. issued a press release with respect to its annual meeting of stockholders. A copy of the press release is furnished as Exhibit 99 to this Form 8-K.

Item 9.01 - Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99	Press release dated May 11, 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 12, 2006

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Richard N. Grubb

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

NEWS RELEASE

Vishay Withdraws Class C Common Stock and Size of Board Proposals From Consideration at 2006 Annual Meeting Held Today

MALVERN, Pa., May 11, 2006 - Vishay Intertechnology, Inc. (NYSE: VSH) announced today that its Board of Directors determined to withdraw from consideration at the Company's 2006 annual meeting of stockholders held today proposed charter amendments authorizing shares of new Class C common stock and placing sole authority for determining the number of directors in the hands of the Board of Directors. The annual meeting otherwise proceeded as scheduled. Based on a preliminary vote tabulation, the election of directors for terms expiring in 2009 and the ratification of independent auditors was approved, while a stockholder proposal regarding recapitalization of the Company was not. Definitive results of the voting will be reported in the Company's second quarter Form 10-Q.

The Board decided to withdraw the two charter amendment proposals because of indications that the proposals lacked a sufficient level of support from the Company's unaffiliated stockholders. Representatives of the Board and the Company's management intend to continue their dialog with stockholders on capital structure and governance matters, and the relationship of these matters to the Company's continuing growth. Based on these discussions, the Board may revisit these or similar proposals for presentation to stockholders in the future.

Vishay Intertechnology, Inc., a Fortune 1,000 Company listed on the NYSE (VSH), is one of the world's largest manufacturers of discrete semiconductors (diodes, rectifiers, transistors, and optoelectronics and selected ICs) and passive electronic components (resistors, capacitors, inductors, sensors, and transducers). Vishay's components can be found in products manufactured in a very broad range of industries worldwide. Vishay is headquartered in Malvern, Pennsylvania, and has operations in 17 countries employing over 26,000 people. Vishay can be found on the Internet at <http://www.vishay.com>.

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