

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 28, 2014

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))
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Item 2.02 – Results of Operations and Financial Condition

On October 28, 2014, Vishay Intertechnology, Inc. ("the Company") issued a press release announcing its financial results for the fiscal quarter and nine fiscal months ended September 27, 2014. 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 2014.

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 stock options, convertible notes, etc.) if those potentially issuable shares would reduce EPS ("diluted").

The number of shares related to options and similar instruments 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 proceeds of the respective stock option exercise 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 stock options and similar instruments 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 2.25% Convertible Senior Debentures due 2040, due 2041, and due 2042, upon any conversion or repurchase of the debentures, in shares of Vishay common stock.

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

If debentures are tendered for repurchase, Vishay will pay the repurchase price in cash, and if debentures 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 debentures and will issue shares in respect of the conversion value in excess of the principal amount.

Vishay will consider the debentures to be "net share settlement debt." Accordingly, the debentures 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 the debentures 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 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 stock options and convertible or exchangeable 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. 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 2014. The Company assumes no duty to revise these estimates as a result of changes in the parameters on which they are based or 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.

For the fourth fiscal quarter of 2014:

- The Company has approximately 148 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 options and similar instruments does not vary significantly and is generally less than 1 million incremental shares.
 - The Company's exchangeable unsecured notes due 2102 are dilutive at quarterly earnings levels in excess of approximately \$1 million. The exchangeable unsecured notes are exchangeable for approximately 2.5 million shares. Quarterly interest, net of tax, is negligible.
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The Company's Convertible Senior Debentures due 2040 are convertible at a conversion price of \$13.72 per \$1,000 principal amount, equivalent to 72.8961 shares per \$1,000 principal amount. There is \$275 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:

$$S = [\$275,000,000 / \$1000] * [(P - \$13.72) * 72.8961] / P$$

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 \$13.72, 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 \$18.80 per \$1,000 principal amount, equivalent to 53.1957 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:

$$S = [\$150,000,000 / \$1000] * [(P - \$18.80) * 53.1957] / P$$

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 \$18.80, 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 \$11.67 per \$1,000 principal amount, equivalent to 85.7084 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:

$$S = [\$150,000,000 / \$1000] * [(P - \$11.67) * 85.7084] / P$$

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 \$11.67, no shares will be included in the diluted earnings per share computation.

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 greater than \$1 million for various average stock prices (*number of shares in millions*):

Average Stock Price	Projected Diluted Shares
\$ 6.00	150
\$ 7.00	150
\$ 8.00	150
\$ 9.00	150
\$ 10.00	150
\$ 11.00	150
\$ 12.00	151
\$ 13.00	152
\$ 14.00	153
\$ 15.00	155
\$ 16.00	157
\$ 17.00	158
\$ 18.00	160
\$ 19.00	161
\$ 20.00	163
\$ 21.00	164

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press release dated October 28, 2014
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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 28, 2014

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Lori Lipcaman

Name: Lori Lipcaman

Title: Executive Vice President and
Chief Financial Officer

VISHAY REPORTS RESULTS FOR THIRD QUARTER 2014

- Revenues for Q3 2014 \$638 million
- Operating margin Q3 2014 of 7.1%, or adjusted operating margin of 10.1%
- EPS Q3 2014 of \$0.17, or adjusted EPS of \$0.26
- For trailing twelve months Q3 2014, cash from operations of \$310 million and capital expenditures of \$152 million
- Guidance for Q4 2014 for revenues of \$600 - \$640 million at gross margins in line with this volume

MALVERN, PENNSYLVANIA – October 28, 2014 – 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 27, 2014.

Revenues for the fiscal quarter ended September 27, 2014 were \$638.2 million, compared to \$602.9 million for the fiscal quarter ended September 28, 2013. The net earnings attributable to Vishay stockholders for the fiscal quarter ended September 27, 2014 were \$27.0 million, or \$0.17 per diluted share, compared to \$32.7 million, or \$0.22 per diluted share for the fiscal quarter ended September 28, 2013.

Net earnings attributable to Vishay stockholders for the fiscal quarter ended September 27, 2014 include restructuring and severance costs of \$3.5 million and U.S. pension settlement charges of \$15.6 million. Net earnings attributable to Vishay stockholders for the fiscal quarter ended September 28, 2013 include a one-time tax benefit of \$2.9 million to adjust deferred taxes subsequent to the enacting of a new tax law in Israel. Adjusted net earnings per diluted share, which exclude these items, were \$0.26 and \$0.20 for the fiscal quarters ended September 27, 2014 and September 28, 2013, respectively.

Commenting on the results for the third quarter 2014, Dr. Gerald Paul, President and Chief Executive Officer, stated, "Revenues in the third quarter 2014 were slightly below the mid-point of our guidance. A strengthening US dollar and lower than expected shipments to distribution impacted the top line. In the third quarter, Asian distribution, as in previous years, reduced its orders placed with Vishay compared to previous quarters. At the same time, Vishay achieved a contributive margin for the quarter in its traditional range while keeping its fixed costs under control resulting overall in acceptable margins."

Commenting on Vishay's Merger and Acquisition activity, Marc Zandman, Vishay's Executive Chairman and Chief Business Development Officer, stated, "In September, we acquired an 88.95% interest in Taiwan-based Capella Microsystems, Inc. through a successful tender offer. We expect to acquire the remaining shares through a merger, which was approved by Capella's shareholders on October 24, 2014. We anticipate the merger to close by the end of January 2015. Capella is a leading fabless IC design company for optical sensors. Its strong market position for optical sensors complements Vishay's current capabilities in this high growth field very well. Capella is expected to grow as a business within Vishay while strengthening Vishay's position for optical sensors by adding in-house IC design capability and thus ensuring further growth in the mid- to long-term for our Opto business."

Commenting on the outlook Dr. Paul stated, "For the fourth quarter 2014 we anticipate a temporary slow-down of shipments to distribution and guide for revenues of \$600 to \$640 million at gross margins in line with this volume."

A conference call to discuss third quarter financial results is scheduled for Tuesday, October 28, 2014 at 9:00 AM 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 6676040.

There will be a replay of the conference call from 12:00 PM ET on Tuesday, October 28, 2014 through 11:59 PM ET on Monday, November 3, 2014. 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 6676040.

There will also be a live audio webcast of the conference call. This can be accessed directly from the Investor Relations section of the Vishay website at <http://ir.vishay.com>.

About Vishay

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, 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>.

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; 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, 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 term "EBITDA" is not defined in GAAP, the measure is derived using various line items measured in accordance with GAAP. Reconciling items to arrive at adjusted net earnings and adjusted operating margin represent significant charges or credits that are important to understanding the Company's intrinsic operations. Reconciling items to calculate 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, cash generation, internal growth and acquisition activity and results, product lines, market share, cost reduction programs, and the general state of the Company, 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; difficulties in implementing our cost reduction strategies; 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, including with respect to the pending Capella acquisition; uncertainty related to the effects of changes in foreign currency exchange rates; 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.

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

	Fiscal quarters ended		
	September 27, 2014	June 28, 2014	September 28, 2013
Net revenues	\$ 638,211	\$ 641,929	602,890
Costs of products sold	479,819	477,836	459,670
Gross profit	158,392	164,093	143,220
Gross margin	24.8%	25.6%	23.8%
Selling, general, and administrative expenses	93,837	97,156	90,067
Restructuring and severance costs	3,508	9,014	-
U.S. pension settlement charges	15,588	-	-
Operating income	45,459	57,923	53,153
Operating margin	7.1%	9.0%	8.8%
Other income (expense):			
Interest expense	(6,167)	(5,821)	(5,797)
Other	(474)	208	556
Total other income (expense) - net	(6,641)	(5,613)	(5,241)
Income before taxes	38,818	52,310	47,912
Income taxes	11,841	16,478	15,043
Net earnings	26,977	35,832	32,869
Less: net earnings attributable to noncontrolling interests	6	190	150
Net earnings attributable to Vishay stockholders	\$ 26,971	\$ 35,642	\$ 32,719
Basic earnings per share attributable to Vishay stockholders	\$ 0.18	\$ 0.24	\$ 0.23
Diluted earnings per share attributable to Vishay stockholders	\$ 0.17	\$ 0.23	\$ 0.22
Weighted average shares outstanding - basic	147,569	147,567	145,044
Weighted average shares outstanding - diluted	155,546	154,322	151,890
Cash dividends per share	\$ 0.06	\$ 0.06	\$ -

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

	Nine fiscal months ended	
	September 27, 2014	September 28, 2013
Net revenues	\$ 1,882,518	\$ 1,754,809
Costs of products sold	1,414,750	1,331,998
Gross profit	467,768	422,811
Gross margin	24.8%	24.1%
Selling, general, and administrative expenses	287,300	273,941
Restructuring and severance costs	18,926	-
U.S. pension settlement charges	15,588	-
Executive compensation charge (credit)	-	(1,778)
Operating income	145,954	150,648
Operating margin	7.8%	8.6%
Other income (expense):		
Interest expense	(17,968)	(17,107)
Other	1,046	1,455
Total other income (expense) - net	(16,922)	(15,652)
Income before taxes	129,032	134,996
Income taxes	40,259	41,501
Net earnings	88,773	93,495
Less: net earnings attributable to noncontrolling interests	350	536
Net earnings attributable to Vishay stockholders	\$ 88,423	\$ 92,959
Basic earnings per share attributable to Vishay stockholders	\$ 0.60	\$ 0.65
Diluted earnings per share attributable to Vishay stockholders	\$ 0.57	\$ 0.61
Weighted average shares outstanding - basic	147,565	144,119
Weighted average shares outstanding - diluted	154,142	151,471
Cash dividends per share	\$ 0.18	\$ -

VISHAY INTERTECHNOLOGY, INC.
Consolidated Condensed Balance Sheets
(In thousands)

	September 27, 2014 <u>(unaudited)</u>	December 31, 2013 <u></u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 575,302	\$ 640,348
Short-term investments	538,109	511,231
Accounts receivable, net	303,923	274,083
Inventories:		
Finished goods	124,271	109,617
Work in process	195,439	197,600
Raw materials	130,675	125,491
Total inventories	<u>450,385</u>	<u>432,708</u>
Deferred income taxes	21,122	21,716
Prepaid expenses and other current assets	<u>107,267</u>	<u>100,594</u>
Total current assets	1,996,108	1,980,680
Property and equipment, at cost:		
Land	92,980	93,685
Buildings and improvements	564,514	560,418
Machinery and equipment	2,368,291	2,340,778
Construction in progress	67,428	95,278
Allowance for depreciation	<u>(2,207,101)</u>	<u>(2,163,540)</u>
	886,112	926,619
Goodwill	147,436	43,132
Other intangible assets, net	193,913	129,951
Other assets	152,953	156,757
Total assets	<u>\$ 3,376,522</u>	<u>\$ 3,237,139</u>

VISHAY INTERTECHNOLOGY, INC.
Consolidated Condensed Balance Sheets (continued)
(In thousands)

	September 27, 2014 <u>(unaudited)</u>	December 31, 2013
Liabilities and stockholders' equity		
Current liabilities:		
Notes payable to banks	\$ 17	\$ 2
Trade accounts payable	158,021	163,894
Payroll and related expenses	138,708	120,997
Other accrued expenses	156,699	146,670
Income taxes	16,536	17,502
Total current liabilities	<u>469,981</u>	<u>449,065</u>
Long-term debt less current portion	440,880	364,911
Deferred income taxes	181,710	157,640
Other liabilities	101,147	99,426
Accrued pension and other postretirement costs	269,325	287,901
Total liabilities	<u>1,463,043</u>	<u>1,358,943</u>
Redeemable convertible debentures	91,092	-
Equity:		
Vishay stockholders' equity		
Common stock	13,532	13,520
Class B convertible common stock	1,213	1,213
Capital in excess of par value	1,964,277	2,054,087
Retained earnings (accumulated deficit)	(195,837)	(257,698)
Accumulated other comprehensive income (loss)	12,064	61,634
Total Vishay stockholders' equity	<u>1,795,249</u>	<u>1,872,756</u>
Noncontrolling interests	27,138	5,440
Total equity	<u>1,822,387</u>	<u>1,878,196</u>
Total liabilities, temporary equity, and equity	<u>\$ 3,376,522</u>	<u>\$ 3,237,139</u>

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

	Nine fiscal months ended	
	September 27, 2014	September 28, 2013
Operating activities		
Net earnings	\$ 88,773	\$ 93,495
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	132,344	125,611
(Gain) loss on disposal of property and equipment	(65)	118
Accretion of interest on convertible debentures	2,930	2,709
Inventory write-offs for obsolescence	15,101	14,476
U.S. pension settlement charges	15,588	-
Other	4,215	(11,986)
Changes in operating assets and liabilities, net of effects of businesses acquired	(61,875)	(44,862)
Net cash provided by operating activities	197,011	179,561
Investing activities		
Purchase of property and equipment	(90,507)	(91,591)
Proceeds from sale of property and equipment	2,345	3,866
Purchase of businesses, net of cash acquired or refunded	(198,186)	(23,034)
Purchase of short-term investments	(335,341)	(424,940)
Maturity of short-term investments	330,734	284,814
Other investing activities	1,734	1,246
Net cash used in investing activities	(289,221)	(249,639)
Financing activities		
Debt issuance costs	-	(4,558)
Principal payments on long-term debt and capital lease obligations	(11)	(21)
Net proceeds (payments) on revolving credit lines	73,000	21,000
Net changes in short-term borrowings	14	(142)
Excess tax benefit from RSUs vested	-	456
Dividends paid to common stockholders	(24,358)	-
Dividends paid to Class B common stockholders	(2,183)	-
Proceeds from stock options exercised	50	-
Distributions to noncontrolling interests	(547)	(240)
Other financing activities	(1,323)	-
Net cash provided by financing activities	44,642	16,495
Effect of exchange rate changes on cash and cash equivalents	(17,478)	939
Net increase (decrease) in cash and cash equivalents	(65,046)	(52,644)
Cash and cash equivalents at beginning of period	640,348	697,595
Cash and cash equivalents at end of period	\$ 575,302	\$ 644,951

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

	Fiscal quarters ended			Nine fiscal months ended	
	September 27, 2014	June 28, 2014	September 28, 2013	September 27, 2014	September 28, 2013
GAAP net earnings attributable to Vishay stockholders	\$ 26,971	\$ 35,642	\$ 32,719	\$ 88,423	\$ 92,959
Reconciling items affecting operating margin:					
Restructuring and severance costs	\$ 3,508	\$ 9,014	\$ -	\$ 18,926	\$ -
U.S. pension settlement charges	15,588	-	-	15,588	-
Executive compensation charge (credit)	-	-	-	-	(1,778)
Reconciling items affecting tax expense (benefit):					
Tax effects of items above and other one-time tax expense (benefit)	\$ (6,011)	\$ (2,747)	\$ (2,867)	\$ (10,855)	\$ (3,564)
Adjusted net earnings	<u>\$ 40,056</u>	<u>\$ 41,909</u>	<u>\$ 29,852</u>	<u>\$ 112,082</u>	<u>\$ 87,617</u>
Adjusted weighted average diluted shares outstanding	155,546	154,322	151,890	154,142	151,471
Adjusted earnings per diluted share*	\$ 0.26	\$ 0.27	\$ 0.20	\$ 0.73	\$ 0.58

* Includes add-back of interest on exchangeable notes in periods where the notes are dilutive.

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

	Fiscal quarters ended			Nine fiscal months ended	
	September 27, 2014	June 28, 2014	September 28, 2013	September 27, 2014	September 28, 2013
GAAP net earnings attributable to Vishay stockholders	\$ 26,971	\$ 35,642	\$ 32,719	\$ 88,423	\$ 92,959
Net earnings attributable to noncontrolling interests	6	190	150	350	536
Net earnings	\$ 26,977	\$ 35,832	\$ 32,869	\$ 88,773	\$ 93,495
Interest expense	\$ 6,167	\$ 5,821	\$ 5,797	\$ 17,968	\$ 17,107
Interest income	(1,172)	(1,261)	(1,019)	(3,656)	(3,326)
Income taxes	11,841	16,478	15,043	40,259	41,501
Depreciation and amortization	45,413	43,576	42,155	132,344	125,611
EBITDA	\$ 89,226	\$ 100,446	\$ 94,845	\$ 275,688	\$ 274,388
Reconciling items					
Restructuring and severance costs	\$ 3,508	\$ 9,014	\$ -	18,926	-
U.S. pension settlement charges	15,588	-	-	15,588	-
Executive compensation charge (credit)	-	-	-	-	(1,778)
Adjusted EBITDA	\$ 108,322	\$ 109,460	\$ 94,845	\$ 310,202	\$ 272,610
Adjusted EBITDA margin**	17.0%	17.1%	15.7%	16.5%	15.5%

** Adjusted EBITDA as a percentage of net revenues

Source: Vishay Intertechnology, Inc.

Contact:

Vishay Intertechnology, Inc.

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