

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, 2023

**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 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 on May 23, 2023. Vishay's stockholders voted to approve the 2023 Long-Term Incentive Plan (the "2023 Plan"). The 2023 Plan replaces the Vishay Intertechnology, Inc. 2007 Stock Incentive Program (the "2007 Program"), which expires on May 20, 2024.

The 2023 Plan allows the Company to grant stock options, stock appreciation rights, restricted stock, restricted stock units, other stock-based awards, phantom stock units, and other cash-based awards to employees, directors, consultants, and other service providers of the Company and its affiliates. The plan allows up to 6 million shares (subject to certain adjustments described in the 2023 Plan) to be granted to employees, directors, consultants, and other service providers. The 2023 Plan will expire on March 24, 2033 (ten years after the Board adopted the 2023 Plan).

The foregoing description is qualified in its entirety by reference to the 2023 Plan, which is incorporated herein by reference to Annex A to Vishay's definitive proxy statement, dated April 4, 2023, for its 2023 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 elected one director to hold office until the 2025 annual meeting and three directors to hold office until the 2026 annual meeting, ratified the appointment of Ernst & Young LLP as Vishay's independent registered public accounting firm for the year ending December 31, 2023, voted on an advisory basis to approve Vishay's executive compensation, and voted to approve the 2023 Long-Term Incentive Plan.

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 Director to Hold Office until 2025***

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
<b><i>Joel Smejkal</i></b>			
Common stock	99,131,593	5,882,244	9,737,342
Class B common stock	11,938,767	18,021	750
Total voting power	<u>218,519,263</u>	<u>6,062,454</u>	<u>9,744,842</u>

***Election of Directors to Hold Office until 2026***

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
<b><i>Michael J. Cody</i></b>			
Common stock	70,709,098	34,304,739	9,737,342
Class B common stock	11,938,767	18,021	750
Total voting power	<u>190,096,768</u>	<u>34,484,949</u>	<u>9,744,842</u>
<b><i>Dr. Abraham Ludomirski</i></b>			
Common Stock	46,698,804	58,315,033	9,737,342
Class B common stock	11,938,767	18,021	750
Total voting power	<u>166,086,474</u>	<u>58,495,243</u>	<u>9,744,842</u>
<b><i>Raanan Zilberman</i></b>			
Common stock	66,532,073	38,481,764	9,737,342
Class B common stock	11,938,767	18,021	750
Total voting power	<u>185,919,743</u>	<u>38,661,974</u>	<u>9,744,842</u>

## ***Ratification of Appointment of Independent Registered Accounting Firm***

	For	Against	Abstain	Broker Non-Votes
Common stock	109,604,704	5,074,286	72,189	-
Class B common stock	11,957,538	-	-	-
Total voting power	229,180,084	5,074,286	72,189	-

## ***Advisory Vote on Executive Compensation***

	For	Against	Abstain	Broker Non-Votes
Common stock	55,826,990	48,957,024	229,823	9,737,342
Class B common stock	11,938,767	18,021	-	750
Total voting power	175,214,660	49,137,234	229,823	9,744,842

## ***Approval of the 2023 Long-Term Incentive Plan***

	For	Against	Abstain	Broker Non-Votes
Common stock	97,086,577	7,814,700	112,560	9,737,342
Class B common stock	11,956,788	-	-	750
Total voting power	216,654,457	7,814,700	112,560	9,744,842

## ***Approval of an Amendment to the Company's Corrected Amended and Restated Certificate of Incorporation***

	For	Against	Abstain	Broker Non-Votes
Common stock	42,394,302	62,300,911	318,624	9,737,342
Class B common stock	11,938,767	18,021	-	750
Total voting power	161,781,972	62,481,121	318,624	9,744,842

The approval of an amendment to the Company's Corrected Amended and Restated Certificate of Incorporation (identified as "Proposal Five" in the definitive proxy statement) required the following three affirmative votes: (i) the holders of a majority of the votes of the outstanding shares of common stock and Class B common stock, voting together as a single class; (ii) the holders of a majority of the votes of the outstanding shares of common stock, voting as a separate class; and (iii) the holders of a majority of the votes of the outstanding shares of Class B common stock, voting as a separate class.

The proposed amendment will not be implemented because a majority of the votes of the outstanding shares of common stock (group (ii) above) did not approve the amendment.

## **Item 8.01 – Other Events**

### *Cash Dividend Declaration*

On May 23, 2023, Vishay declared a quarterly cash dividend of \$0.10 per share of common stock and Class B common stock outstanding payable on June 29, 2023 to stockholders of record at the close of business on June 16, 2023. A copy of the press release announcing the dividend declaration is attached as Exhibit 99.1 to this report.

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

### **(d) Exhibits**

Exhibit No.	Description
10.1	<a href="#">Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan. Incorporated by reference to Annex A to our definitive proxy statement, dated April 4, 2023, for our 2023 Annual Meeting of Stockholders</a>
99.1	<a href="#">Press release dated May 23, 2023</a>
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: May 23, 2023

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Lori Lipcaman

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

## VISHAY INTERTECHNOLOGY DECLARES QUARTERLY DIVIDEND

MALVERN, Pa., May 23, 2023 - Vishay Intertechnology, Inc. (NYSE:VSH), one of the world's largest manufacturers of discrete semiconductors and passive components, announced today that the Company's Board of Directors declared a dividend of \$0.10 per share of common stock and Class B common stock to be paid June 29, 2023 to stockholders of record as of the close of business on June 16, 2023. Future dividends will be subject to Board approval.

### 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 medical markets. Serving customers worldwide, Vishay is **The DNA of tech.**<sup>TM</sup> Vishay Intertechnology, Inc. is a Fortune 1,000 Company listed on the NYSE (VSH). More on Vishay at [www.vishay.com](http://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 because of COVID-19 or otherwise; 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.

*The DNA of tech*<sup>TM</sup> is a trademark of Vishay Intertechnology.

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