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VISHAY INTERTECHNOLOGY INC
Form POS AM
July 11, 2002

As filed with the Securities and Exchange Commission on July 11, 2002
Registration No. 333-69004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VISHAY INTERTECHNOLOGY, INC.
(Exact Name of Registrant as Specified in Its Charter)

| | | |
|------------------|-----------------------------|------------------------|
| Delaware | 3670 | 38-1686453 |
| (State or other | (Primary Standard | (I.R.S. Employer |
| jurisdiction of | Industrial | Identification Number) |
| incorporation or | Classification Code Number) | |
| organization) | | |

Avi D. Eden
63 Lincoln Highway
Malvern, Pennsylvania 19355-2120
(610) 644-1300

(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

Copies to:
Scott S. Rosenblum, Esq.
Abbe L. Dienstag, Esq.
Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, New York 10022
(212) 715-9100

Approximate date of commencement of proposed sale to the public: Not applicable.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and

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list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

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DEREGISTRATION OF SECURITIES

On September 6, 2001, Vishay Intertechnology, Inc., a Delaware corporation, filed a registration statement on Form S-4 (No. 333-69004) registering 31,799,499 shares of Vishay common stock in connection with Vishay's acquisition of General Semiconductor, Inc., a Delaware Corporation. In the acquisition, each share of General Semiconductor common stock was converted into 0.563 shares of Vishay common stock. The merger was consummated on November 2, 2001. Included in the 31,799,499 total shares registered were 6,245,499 shares of Vishay common stock issuable upon conversion of \$172.5 million principal amount of outstanding convertible subordinated notes of General Semiconductor due December 2006. On October 31, 2001, Vishay filed a registration statement on Form S-3 (No. 333-72502) to register the 6,245,499 shares of Vishay common stock issuable on conversion of the General Semiconductor notes, which was superseded by its registration statement on Form S-3 (No. 333-89614) filed on May 31, 2002, registering 6,191,166 shares of Vishay common stock issuable upon conversion of the General Semiconductor convertible notes then outstanding. (On January 10, 2002, General Semiconductor repurchased \$1.5 million principal amount of the convertible notes pursuant to an offer required to be made under the indenture governing the convertible notes.)

The shares of Vishay common stock issuable upon conversion of the convertible notes having been registered on the Form S-3 (or, in respect of the shares issuable upon conversion of the repurchased convertible notes, no longer issuable), this Post-Effective Amendment No. 1 to the S-4 Registration Statement is being filed to deregister 6,245,499 of the shares registered by the S-4 registration statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malvern, State of Pennsylvania, on July 11, 2002.

VISHAY INTERTECHNOLOGY, INC.

By: /S/ FELIX ZANDMAN

Felix Zandman
Chairman of the Board and

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Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons on July 11, 2002 in the capacities indicated below.

| SIGNATURE ----- | TITLE ----- |
|--|--|
| /S/ FELIX ZANDMAN ----- FELIX ZANDMAN | Director, Chairman of the Board, and Chief Executive Officer (Principal Executive Officer) |
| /S/ AVI D. EDEN ----- AVI D. EDEN | Director, Vice Chairman of the Board, Executive Vice President and General Counsel |
| /S/ ROBERT A. FREECE* ----- ROBERT A. FREECE | Director, Senior Vice President |
| /S/ RICHARD N. GRUBB* ----- RICHARD N. GRUBB | Director, Executive Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer) |
| /S/ ELI HURVITZ* ----- ELI HURVITZ | Director |
| /S/ GERALD PAUL* ----- GERALD PAUL | Director, President and Chief Operating Officer |
| /S/ DR. EDWARD B. SHILS* ----- DR. EDWARD B. SHILS | Director |
| /S/ ZIV SHOSHANI* ----- ZIV SHOSHANI | Director |
| /S/ MARK I. SOLOMON* ----- MARK I. SOLOMON | Director |
| /S/ JEAN-CLAUDE TINE* ----- JEAN-CLAUDE TINE | Director |
| /S/ MARC ZANDMAN* ----- MARC ZANDMAN | Director |
| /S/ RUTA ZANDMAN* ----- RUTA ZANDMAN | Director |

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* Pursuant to Power of Attorney

/S/ AVI D. EDEN

Avi D. Eden
Attorney-in-fact