

SILICONIX INC
Form SC TO-T/A
May 02, 2005

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As filed with the Securities and Exchange Commission on May 2, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 4
TO
SCHEDULE TO**

(Rule 14d-100)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Siliconix incorporated

(Name of subject company (issuer))

**Vishay Intertechnology, Inc.
and**

Vishay TEMIC Semiconductor Acquisition Holdings Corp.

(Offerors)

(Names of filing persons (identifying status as
offeror, issuer or other person))

Common Stock, Par Value \$0.01 per Share

(Title of class of securities)

82707920 3

(CUSIP numbers of class of securities)

Richard N. Grubb

Vishay Intertechnology, Inc.

63 Lincoln Highway

Malvern, Pennsylvania 19355-2143

(610) 644-1300

(Name, address and telephone number of persons authorized to receive notices
and communications on behalf of filing persons)

Copies To:

**Avner Z. Lahat, Esq.
Vishay Intertechnology, Inc.
63 Lincoln Highway**

**Abbe L. Dienstag, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO filed on April 12, 2005 and amended on April 22, 2005, April 25, 2005, and April 27, 2005 by Vishay Intertechnology, Inc. ("Vishay") and Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Vishay TEMIC"), a wholly owned subsidiary of Vishay. The Schedule TO relates to the offer by Vishay TEMIC to exchange shares of Vishay common stock, par value \$0.10 per share, for each outstanding share of common stock, par value \$0.01 per share, of Siliconix incorporated that Vishay and its subsidiaries do not own.

On April 29, 2005, Vishay announced that a memorandum of understanding ("MOU") has been executed with the plaintiffs in the consolidated class action litigation in Delaware Chancery Court regarding Vishay's offer. The MOU sets forth the terms and conditions under which the plaintiffs, Vishay and Siliconix have agreed in principle to settle the action. The settlement is subject to court approval.

The plaintiff in the California action challenging the exchange offer is not a party to the MOU. The California Superior court issued a stay of that action on April 26, 2005.

Item 12. Exhibits.

| Exhibit Number | Description |
|---|---|
| Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits: | |
| (a)(17) | Memorandum of understanding between the Vishay, Siliconix, and the plaintiffs in the action titled "In Re: Siliconix, Inc. Shareholders Litigation", dated April 28, 2005 (incorporated by reference to Exhibit 99 of Form 8-K filed on May 2, 2005). |

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 2, 2005

VISHAY INTERTECHNOLOGY, INC

By: /s/ RICHARD N. GRUBB

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

VISHAY TEMIC SEMICONDUCTOR
ACQUISITION HOLDINGS CORP.

By: /s/ RICHARD N. GRUBB

Name: Richard N. Grubb
Title: Vice President and Treasurer

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Item 12. Exhibits.

SIGNATURE