

SILICONIX INC
Form SC TO-T/A
April 27, 2005

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As filed with the Securities and Exchange Commission on April 27, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3 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:

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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. 3 amends and supplements the Tender Offer Statement on Schedule TO filed on April 12, 2005 and amended on April 22, 2005 and April 25, 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 26, 2005, Vishay issued a press release announcing that the California Superior Court granted Vishay's motion to stay the purported class action filed in California challenging the offer.

A copy of the press release is attached as exhibit (a)(16).

Item 12. Exhibits.

| Exhibit Number | Description |
|--|--|
| Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit: | |
| (a)(16) | Press release of Vishay announcing the granting of Vishay's motion to stay the purported class action filed in California challenging the offer, dated April 26, 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: April 27, 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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SIGNATURE