

VISHAY INTERTECHNOLOGY INC
Form RW
May 23, 2002

Vishay Intertechnology, Inc.
63 Lincoln Highway
Malvern, Pennsylvania 19355-2120

VIA EDGAR AND FACSIMILE

May 23, 2002

Securities and Exchange Commission
Division of Corporation Finance
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Vishay Intertechnology, Inc.
Form S-3 Registration Statement
File No. 333-72502

Gentlemen and Ladies:

The undersigned hereby respectfully requests that, pursuant to Rule 477 promulgated under the Securities Act of 1933, the Securities and Exchange Commission consent to the withdrawal of the above referenced registration statement of Vishay Intertechnology, Inc. effective immediately. The registration statement relates to shares of Vishay's common stock issuable on conversion of the 5.75% Convertible Notes of General Semiconductor, Inc. General Semiconductor was acquired by Vishay in November 2001. The registration statement has not been declared effective by the Commission.

Vishay is seeking to withdraw the registration statement for the purpose of circulating to holders of the General Semiconductor notes material containing the information required by Rule 14a-3(b) under the Securities Exchange Act of 1934 and Items 401, 402 and 403 of Regulation S-K. Vishay intends to refile the registration statement after the circulation and to request effectiveness of the refiled registration statement.

No securities were sold in connection with the offering.

Please notify Daniel Rindsberg of Kramer Levin Naftalis & Frankel LLP, our counsel, at (212) 715-7758 of the effectiveness of the withdrawal.

Very truly yours,

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Avi D. Eden

Avi D. Eden
Executive Vice President
and General Counsel