

INTERNATIONAL RECTIFIER CORP /DE/
Form SC TO-C
September 24, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

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

International Rectifier Corporation

(Name of Subject Company)

Vishay Intertechnology, Inc.

(Names of Filing Person Offeror)

Common Stock, Par Value \$1.00 Per Share

(Title of Class of Securities)

460254105

(Cusip Number of Class of Securities)

**Lior E. Yahalomi
Chief Financial Officer
Vishay Intertechnology, Inc.
63 Lancaster Avenue
Malvern PA 19355-2143
Telephone: (610) 644-1300**

*(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)*

Copies to:

**Trevor S. Norwitz, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000**

Calculation of Filing Fee

Transaction Valuation*

N/A

Amount of Filing Fee*

N/A

A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the

previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: Not applicable.

Filing Party: Not applicable.

Form or Registration No.: Not applicable.

Date Filed: Not applicable.

☒ 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. ☐
