

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

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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.

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