

Supertex inc.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

August 18, 2000

To the Shareholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Supertex, Inc., a California corporation (the "Company"), will be held on Friday, August 18, 2000 at 10:00 a.m., local time, at the principal offices of the Company located at 1235 Bordeaux Drive, Sunnyvale, California 94089, for the following purposes, as more fully described in the Proxy Statement accompanying this Notice:

1. To elect directors to serve for the ensuing year and until their successors are elected.
2. To approve the adoption of the 2000 Employee Stock Purchase Plan, including the reservation of 500,000 shares of common stock for issuance thereunder.
3. To ratify the appointment of PricewaterhouseCoopers LLP as independent accountants of the Company for fiscal year 2001.
4. To transact such other business as may properly come before the meeting or any adjournment thereof.

Only shareholders of record at the close of business on June 26, 2000 are entitled to vote at the meeting.

All shareholders are cordially invited to attend the meeting in person. **However, to ensure your representation at the meeting, you are urged to mark, sign, date and return the enclosed proxy card as promptly as possible in the enclosed postage-prepaid envelope. Any shareholder attending the meeting may vote in person even if such shareholder returned a proxy.**

BY ORDER OF THE BOARD OF DIRECTORS

Benedict C.K. Choy
Secretary

*Sunnyvale, California
July 1, 2000*

Supertex inc.

PROXY STATEMENT

SOLICITATION OF PROXY, REVOCABILITY AND VOTING

General

The enclosed Proxy is solicited on behalf of the Board of Directors of Supertex, Inc., a California corporation (the "Company"), for use at the 2000 Annual Meeting of Shareholders to be held on August 18, 2000 at 10:00 a.m., local time, or at any adjournment thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Shareholders.

Only shareholders of record at the close of business on June 26, 2000 (the "Record Date") are entitled to notice of and to vote at the meeting. At the Record Date 12,301,701 shares of the Company's Common Stock, no par value, were issued and outstanding.

The Annual Meeting will be held at the principal offices of the Company located at 1235 Bordeaux Drive, Sunnyvale, California 94089. The Company's telephone number at that address is (408) 744-0100.

These proxy solicitation materials will be mailed on or about July 12, 2000 to all shareholders entitled to vote at the meeting.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use (i) by delivering to the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date or (ii) by attending the meeting and voting in person.

Voting and Solicitation

Every shareholder voting at the election of directors may cumulate such shareholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the shareholder's shares are entitled, or distribute the shareholder's votes on the same principle among as many candidates as the shareholder thinks fit, provided that votes cannot be cast for a greater number of candidates than the number of directors to be elected. However, no shareholder shall be entitled to cumulate votes unless the candidate's name has been placed in nomination prior to the voting and the shareholder, or any other shareholder, has given notice at the meeting prior to the voting of the intention to cumulate the shareholder's votes. On all other matters, each share has one vote. An automated system administered by the Company's transfer agent, Registrar and Transfer Company, tabulates the votes.

Quorum; Abstentions; Broker Non-Votes

The required quorum for the transaction of business at the Annual Meeting is a majority of the shares of Common Stock issued and outstanding on the Record Date. Shares that are voted "FOR", "AGAINST" or "WITHHELD FROM" a matter are treated as being present at the meeting for purposes of establishing a quorum and are also treated as shares "represented and voting" at the Annual Meeting (the "Votes Cast") with respect to such matter.

While there is no definitive statutory or case law authority in California as to the proper treatment of abstentions, the Company believes that abstentions should be counted for purposes of determining the presence or absence of a quorum for the transaction of business, but should not be counted as Votes Cast with respect to a proposal, since the shareholder has expressly declined to vote on such proposal. Similarly, broker non-votes will be counted for purposes of determining the presence or absence of a quorum for the transaction of business, but will

not be counted for purposes of determining the number of Votes Cast with respect to the proposal on which the broker has expressly not voted.

Accordingly, abstentions and broker non-votes will not affect the outcome of the voting on a proposal that requires a majority of the Votes Cast (such as the approval of the adoption of a plan). However, with respect to a proposal that requires a majority of the outstanding shares, (such as an amendment to the articles of incorporation), an abstention or broker non-vote has the same effect as a vote against the proposal.

The Company will bear the entire cost of preparing, assembling, printing, and mailing this Proxy Statement. In addition, the Company may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. Proxies may also be solicited personally or by telephone or by fax by certain of the Company's directors, officers, and regular employees - such persons will not receive additional compensation for such solicitation.

Deadline for Receipt of Shareholder Proposals

Proposals of security holders of the Company which are intended to be presented by such shareholders at the Company's Annual Meeting for fiscal 2001 must be received by the Company no later than February 24, 2001 in order that they may be included in the proxy statement and form of proxy relating to that meeting.

PROPOSAL 1: ELECTION OF DIRECTORS

Nominees

The board of directors recently amended the bylaws to increase the authorized number of directors from five (5) to six (6). Therefore, a board of six directors is to be elected at the meeting. Mr. Yunni Pao, a director since 1976, has declined re-election to the Board for personal reasons; therefore, there will be two new members on the board. The board has nominated Mr. W. Mark Loveless and Mr. Elliott Schlam for election as new members of the board for the ensuing year in addition to nominating the remaining four current members. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the Company's six nominees named below. The six nominees receiving the highest number of affirmative votes of the shares entitled to be voted will be elected as directors of the Company. In the event that any nominee of the Company declines or is unable to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by the present Board of Directors to fill the vacancy. It is not expected that any nominee will decline or will be unable to serve as a director. In the event that additional persons are nominated for election as directors and/or votes are cumulated, the proxy holders intend to vote all proxies received by them in such a manner as will ensure the election of as many of the nominees listed below as possible, and, in such event, the specific nominees to be voted for will be determined by the proxy holders. The term of office of each person elected as a director will continue until the next Annual Meeting of Shareholders or until such person's successor has been elected and qualified. The names of the nominees and certain information about them are set forth below.

Name of Nominee	Age	Principal Occupation	Director Since
Henry C. Pao	62	President/Principal Executive and Financial Officer of the Company	1976
Benedict C.K. Choy	54	Senior Vice President, Company Technology Development	1986
Frank C. Pao	54	President and Chief Executive Officer Business Systems Technology Corporation	1987
Richard E. Siegel	54	Executive Vice President of the Company	1988
W. Mark Loveless	48	Chief Financial Officer, NPoint, Inc.	N/A
Elliott Schlam	59	President, Elliott Schlam Associates	N/A

There is no family relationship between any director, nominee or executive officer of the Company, except that Henry C. Pao and Frank C. Pao are brothers and are the sons of current director Yunni Pao.

Henry C. Pao is a founder of Supertex and has served as President, Principal Financial and Executive Officer, and as a Director since the Company's formation in fiscal 1976. Previously, he worked at Fairchild Semiconductor, Raytheon, Sperry Rand, and IBM. He has B.S., M.S., and Ph.D. degrees in Electrical Engineering from the University of Illinois at Champaign-Urbana.

Benedict C. K. Choy, a founder of the Company, joined in 1976 as Vice President, Device Technology and Process Development, and has served as Senior Vice President since 1988. He has been a Director since 1986. Previously, he worked at Fairchild Semiconductor, National Semiconductor, and Raytheon. He has a B.S. degree in Electrical Engineering from the University of California, Berkeley.

Frank C. Pao has been the President and CEO of Business Systems Technology Corporation in Poughkeepsie, New York, since 1986. He has B.S. and M.S. degrees in Electrical Engineering from the Tufts University, Medford, Massachusetts.

Richard E. Siegel joined the Company in 1981 as National Sales Manager, was appointed Vice President of Sales and Marketing in April 1982, Senior Vice President in February 1988, and has served as Executive Vice President since November 1988. He has been a Director since 1988. Previously, he worked at Signetics Corporation, Fairchild Semiconductor, Ford Instrument, and Grumman Aircraft Corporation. Mr. Siegel is also a member of the Board of Directors for All American Semiconductor (NASDAQ: SEMI). All American Semiconductor, headquartered in Florida, is a national distributor of electronic components manufactured by others and is a major distributor for Supertex. Mr. Siegel has a B.S. degree in Mechanical Engineering from the City College of New York, augmented with Electrical Engineering courses from Brooklyn Polytechnic Institute, New York.

W. Mark Loveless is the Chief Financial Officer of NPoint, Inc., an embedded software company located in Los Gatos, CA. Prior to joining NPoint, Inc. in November 1999, Mr. Loveless had been with PricewaterhouseCoopers LLP, an international accounting and consulting firm, since 1978. Mr. Loveless was a Business Assurance Partner from 1990 to 1999 with PricewaterhouseCoopers LLP, in San Jose, CA in their Technology Sector where he spent considerable time working with mergers and acquisitions, public offerings, and accounting systems and controls. Mr. Loveless is a Certified Public Accountant and holds a BS degree in Business Administration and an MBA degree in Finance.

Elliott Schlam is an internationally recognized authority on the flat panel display industry. His consulting practice includes technology development, management and market strategies, R&D and equity fund raising and securities analysis. He has consulted for numerous successful Fortune 100 and start-up companies and was previously VP of Sales and Marketing for a flat panel display company as well as director of display R&D, manufacturing methods and technology insertion for the U.S. Army. Dr. Schlam is a Fellow of the Society for Information Display.

Vote Required

The six (6) nominees for director receiving the highest number of affirmative votes of the shares entitled to be voted for them shall be elected as directors. Votes withheld from any director are counted for purposes of determining the presence or absence of a quorum, but have no other legal effect under California law.

The Board of Directors recommends that shareholders vote FOR election of the above-named persons to the board of directors of the Company.

Board Meetings and Committees

The Board of Directors of the Company held a total of two meetings during the fiscal year ended April 1, 2000. All directors attended every meeting during such fiscal year.

The Board of Directors has an Audit Committee, a Compensation Committee, and an Executive Stock Option Committee. The Board has no special nominating committee or any committee performing similar functions of such committee. Any member of the Board can make nominations.

Audit Committee

The Audit Committee consists of two outside directors, Yunni Pao and Frank Pao, and one inside director, Benedict Choy, who is not involved in the Company's day-to-day financial matters. The principal functions of the Audit Committee are (1) to monitor corporate financial reporting and the internal and external audits of the Corporation (2) to review and evaluate the Company's internal control structure, and (3) to nominate independent public accountants and approve the services performed by such auditors. The Audit Committee held one meeting in fiscal year 2000 and such meeting was attended by all Audit Committee members.

Compensation Committee

The Compensation Committee consists of Yunni Pao, Henry C. Pao, and Benedict Choy. The Compensation Committee is responsible for making recommendations to the Board of Directors with respect to all cash-based compensation of the executive officers of the Company and all stock compensation of employees and consultants other than stock options to members of the board of directors and executive officers. It also serves as an administrator of the Company's 1991 Stock Option Plan and would administer the Employee Stock Purchase Plan being proposed for approval at the meeting. The Compensation Committee held one meeting in fiscal year 2000, and such meeting was attended by all Compensation Committee members.

Compensation Committee Interlocks and Insider Participation

Benedict Choy and Henry C. Pao serve on the Compensation Committee and are also officers of the Company. Yunni Pao, the father of Henry Pao and Frank Pao, is a member of the Company's Compensation Committee.

Executive Stock Option Committee

The Executive Stock Option Committee, consisting of Yunni Pao and Frank Pao, serves as an administrative arm of the Board of Directors to authorize the grant of stock options under the Company's 1991 Stock Option Plan to executive officers and members of the board of directors of the Company eligible to receive options under such Plan.

Report of the Compensation Committee and Executive Stock Option Committee of the Board of Directors

The Compensation Committee of the Board of Directors is generally responsible for reviewing compensation and benefits of executive officers of the Company; except for the stock options to executive officers and directors of the Company, for which the Executive Stock Option Committee is responsible.

The Company applies a consistent philosophy of compensation for all employees, including its executive officers. This philosophy is based on the premise that the achievements of the Company result from the coordinated efforts of all individuals working toward common objectives. The Company strives to achieve those objectives through teamwork that is focused on meeting the defined expectations of customers and shareholders.

Compensation Philosophy. The goals of these committees are to align executive compensation with business objectives and performance, and to enable the Company to attract, retain and reward executive officers who contribute to the long-term success of the Company. The Company's compensation program for the chief executive officer and other executive officers is based on the same four principles applicable to compensation decisions for all employees of the Company:

- The Company pays competitively. The Company is committed to providing a compensation program that helps attract and retain the best people in the industry. To ensure that pay is competitive, the Company reviews the compensation practices of other companies of similar size and sales volume within the semiconductor industry, most of which are included in the Nasdaq Electronic Component Index.
- The Company pays for relative sustained performance. Officers are rewarded based upon corporate performance, product line performance and individual performance. Corporate performance and product line performance are evaluated by reviewing the extent to which strategic and business plan goals are met, including such factors as operating profit, performance relative to competitors and timely new product introductions. Individual performance is evaluated by measuring organization progress against set objectives.
- The Company strives for fairness in the administration of compensation. The Company strives to achieve a balance with respect to compensation paid to the executives within the Company and in comparable companies. The Company also believes that the contributions of each member of the executive staff are vital to the success of the Company. As such, the Compensation Committee's current policy is that the CEO's base compensation does not have any bearing on the base compensation of the other officers. Similarly, any employee may receive a base compensation higher than his/her supervisor due to the particular higher technical skills required in the subordinate position.
- The Company believes that employees should understand the performance evaluation and compensation administration process. At the beginning of each focal review period in July, annual objectives for the Company are set for each officer. The CEO gives ongoing feedback on performance to each officer. Within 90 days after the end of the fiscal year, the committees evaluate the accomplishments of the key objectives, which affects decisions on merit increases and stock option grants.

Compensation Components. The Company's compensation program, which consists of cash- and equity-based compensation, allows the Company to attract and retain highly skilled officers, provide useful products and services to customers, enhance shareholder value, motivate technological innovation and adequately reward its executive officers and other employees. These components are:

Cash-Based Compensation:

Salary. The Compensation Committee sets base salary for the chief executive officer and all other officers by reviewing the compensation levels for competitive positions in the market. Based on comparative data, the chief executive and all other officers were compensated within the low-to-middle salary range levels during fiscal 2000. The chief executive and all other executive officers of the Company largely met their individual goals and the Company's overall performance set for them in fiscal 2000.

Profit-Sharing Bonus. The Company has a semiannual profit-sharing plan under which it distributes to all employees, including the chief executive officer and all other officers, ten percent of its operating profits before taxes and other adjustments. The Company believes that all employees share the responsibility of achieving profits. Accordingly, it awards a bonus to all employees based on a formula which includes employment grade level, seniority with the Company, and employee performance including attendance. As of June 26, 2000, the Company has made twenty-four consecutive semiannual profit-sharing distributions.

Equity-Based Compensation:

Stock Option Grants. Stock options provide additional incentives to the chief executive officer and all other officers, directors, and certain management and technical employees to work to maximize stockholder value. The options vest over a defined period to encourage such employees to continue in the employ of the Company. In line with its compensation philosophy, the Company grants stock options commensurate with the employee's potential contribution to the Company, measured by his qualifications and previous work performance. Stock options were granted to various officers, management or technical employees in fiscal year 2000 for performance and promotions of existing employees, and as a part of the employment compensation package for new employees.

-Respectfully submitted by the members of the Compensation Committee

Yunni Pao Henry C. Pao
Benedict C. K. Choy

Compensation of Directors

Cash Compensation. The Company currently pays cash compensation to its outside Directors for serving on the Board or committees of the Board in an amount of \$1,000 for each Board meeting attended in person not via telephone. The Company also reimburses all outside Directors for travel and other necessary out-of-pocket expenses incurred in the performance of their services as directors.

Stock Option Grant. The new nominees, Mr. Loveless and Mr. Schlam, will each be granted on September 1, 2000 stock options to purchase 10,000 shares of the Company's Common Stock vested over a five-year period, if they are elected to the Board of Directors.

Certain Transactions: Lease with Company Director

The Sunnyvale, California four-inch wafer manufacturing facility of the Company, which is being phased out due to the Company's acquisition of a six-inch wafer manufacturing facility in San Jose, California, is leased from Fortuna Realty Co., a corporation owned by Supertex Director, Yunni Pao. The five-year operating lease agreement with Fortuna Realty expires in February 2001. The total rental expenses paid to the company director were \$388,000, \$375,000, and \$362,000 in fiscal 2000, 1999, and 1998, respectively. The Company believes that the lease with Fortuna Realty Co. is at prevailing market rates.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth the beneficial ownership of Common Stock of the Company as of June 26, 2000 (i) by each person who is known by the Company to own beneficially more than 5% of the Company's Common Stock, (ii) by each of the Company's directors, (iii) by each of the Company's five most highly compensated executive officers, and (iv) by all directors and executive officers as a group:

<u>Directors, Officers and 5% Stockholders</u>	<u>Shares Beneficially Owned</u> ⁽¹⁾	
	<u>Number of Shares</u>	<u>Percentage of Total</u>
Account Management Corp. 2 Newberry Street Boston, MA 02116	1,018,800 ⁽²⁾	8.31%
Sanford C. Bernstein & Co., Inc. 767 Fifth Avenue New York, NY 10153	759,850 ⁽³⁾	6.20%

Wasatch Advisors, Inc. 150 Social Hall Avenue Salt Lake City, UT 84111	752,075 ⁽⁴⁾	5.76%
Yunni Pao 2 Oxford Road Kowloon, HongKong	1,615,552 ⁽⁵⁾	13.18%
Henry C. Pao Supertex, Inc. 1235 Bordeaux Dr. Sunnyvale, California 94089	905,550 ⁽⁶⁾	7.28%
Frank C. Pao Business Systems Technology Corp. 330 Manchester Rd. Poughkeepsie, New York	813,000	6.63%
Benedict C.K. Choy	252,460 ⁽⁷⁾	2.03%
Richard Siegel	40,800 ⁽⁸⁾	⁽¹⁴⁾
Dennis Kramer	30,400 ⁽⁹⁾	⁽¹⁴⁾
Michael Lee	26,000 ⁽¹²⁾	⁽¹⁴⁾
Franklin Gonzalez	24,200 ⁽¹¹⁾	⁽¹⁴⁾
William Ingram	12,400 ⁽¹⁰⁾	⁽¹⁴⁾
William Numann	2,000	⁽¹⁴⁾
All Directors and Executive Officers as a group (10 persons)	3,722,362 ⁽¹³⁾	29.94%

⁽¹⁾ Except as indicated in the footnotes to this table, and pursuant to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them.

⁽²⁾ Based on a filing dated February 15, 2000, pursuant to Section 13(g) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the Company believes that Account Management Corp., a registered investment advisor has beneficial ownership of 1,018,800 shares of the Company's Common Stock as of December 31, 1999.

⁽³⁾ Based on a filing dated February 9, 2000, pursuant to Section 13(g) of the Exchange Act, the Company believes that Sanford C. Bernstein & Co., Inc. a registered investment advisor and broker/dealer, has beneficial ownership of 759,850 shares of the Company's Common Stock as of December 31, 1999. Sanford C. Bernstein & Co., Inc. has sole voting power as to 623,200 of these shares and the sole investment power as to all 759,850 of these shares.

⁽⁴⁾ Based on a filing dated February 11, 2000, pursuant to Section 13(g) of the Exchange Act, the Company believes that Wasatch Advisors, Inc., a registered investment advisor, has beneficial ownership of 706,655 shares of the Company's Common Stock as of December 31, 1999.

⁽⁵⁾ Based on a filing dated February 14, 1997, pursuant to Section 13(d) of the Exchange Act, the Company believes that Push, Inc., a British Virgin Islands corporation owned 100% by Yunni Pao, has beneficial ownership of 1,615,552 shares of the Company's Common Stock as of December 31, 1999.

⁽⁶⁾ Includes (i) options held by Mr. Henry Pao to purchase 60,500 shares of Common Stock exercisable within 60 days of June 26, 2000.

⁽⁷⁾ Includes options held by Mr. Choy to purchase 37,500 shares of Common Stock exercisable within 60 days of June 26, 2000.

- (8) Includes options held by Mr. Siegel to purchase 11,000 shares of Common Stock exercisable within 60 days of June 26, 2000.
- (9) Includes options held by Mr. Kramer to purchase 23,000 shares of Common Stock exercisable within 60 days of June 26, 2000.
- (10) Includes options held by Mr. Ingram to purchase 12,400 shares of Common Stock exercisable within 60 days of June 26, 2000.
- (11) Includes options held by Mr. Gonzalez to purchase 12,200 shares of Common Stock exercisable within 60 days of June 26, 2000.
- (12) Includes options held by Mr. Lee to purchase 12,000 shares of Common Stock exercisable within 60 days of June 26, 2000.
- (13) Includes options held by the Company's executive officers and directors (10 persons) to purchase an aggregate 169,200 shares exercisable within 60 days of June 26, 2000.
- (14) Indicates less than 1% in beneficial ownership.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires the Company's officers and directors, and persons who own more than 10% of the Company's Common Stock to file with the Securities and Exchange Commission ("SEC") and the National Association of Securities Dealers ("NASD") initial reports of ownership on Form 3 and changes in ownership on Form 4 or 5. Such officers, directors and 10% stockholders are also required by SEC rules to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no Forms 5 were required for such persons, the Company believes that, during the fiscal year ended April 1, 2000, all Section 16(a) filing requirements applicable to its officers, directors, and 10% shareholders were satisfied.

Executive Officers of the Registrant

The names, ages and positions of the Company's executive officers as of June 26, 2000 are as follows:

Name	Position with the Company	Age	Officer Since
Henry C. Pao	President, Principal Executive and Financial Officer	62	1976
Richard E. Siegel	Executive Vice President	54	1982
Benedict C. K. Choy	Senior Vice President, Technology Development, and Secretary	54	1976
Dennis E. Kramer	Vice President, Materials	58	1996
William Numann	Vice President, Standard Products	43	1997
William P. Ingram	Vice President, Wafer Fab Operations	52	1999
Franklin Gonzalez	Vice President, Process Technology	49	1999
Michael Lee	Vice President, I.C. Design	45	1999

Officers are appointed by the Board of Directors and serve at the discretion of the Board. There is no family relationship between any directors or executive officers of the Company except as stated below.

Henry C. Pao is a founder of Supertex and has served as President, Principal Financial and Executive Officer, and as a Director since the Company's formation in fiscal 1976. Previously, he worked at Fairchild Semiconductor, Raytheon, Sperry Rand and IBM. He has B.S., M.S., and Ph.D. degrees in Electrical Engineering from University of Illinois at Champaign-Urbana. Dr. Pao is the son of Mr. Yunni Pao and the brother of Frank Pao, also directors of the Company.

Richard E. Siegel joined the Company in 1981 as National Sales Manager, was appointed Vice President of Sales and Marketing in April 1982, Senior Vice President in February 1988, and has served as Executive Vice President since November 1988. He has been a Director since 1988. Previously, he worked at Signetics Corporation, Fairchild Semiconductor, Ford Instrument and Grumman Aircraft Corporation. Mr. Siegel is also a member of the Board of Director for All American Semiconductor (NASD: SEMI). All American Semiconductor, headquartered in Florida, is a national distributor of electronic components manufactured by others and is a major distributor for Supertex. Mr. Siegel has a B.S. degree in Mechanical Engineering from City College of New York, augmented with Electrical Engineering courses from Brooklyn Polytechnic Institute, New York.

Benedict C. K. Choy, a founder of the Company, joined Supertex in fiscal 1976 as Vice President, Device Technology and Process Development, and has served as Senior Vice President since February 1988. He has been a Director since 1986. Previously, he worked at Fairchild Semiconductor, National Semiconductor, and Raytheon. He has a B.S. degree in Electrical Engineering from the University of California, Berkeley.

Dennis E. Kramer joined Supertex in September 1981 as Wafer Fab II Production Manager. Over his tenure, he has managed many facets of the wafer fabrication process as well as all the back-end manufacturing operations. He was promoted to Vice President of Materials in 1996. Previously, he worked at Siemens and Signetics Corporation. He has a B.S. degree in Chemistry from University of California, Los Angeles and an MBA from Santa Clara University.

William Numann joined Supertex in June 1997, as Vice-President of Standard Products. Previously, he worked at Siliconix for twelve years. He has a B.S. degree in Electrical Engineering and an MBA, both from Rensselaer Polytechnic Institute, New York.

William Ingram joined Supertex five years ago as its Director of Wafer Fab Operations. Prior to joining Supertex, he was Vice President of Technology Development at Crosspoint Solutions, before which he held management positions at Fairchild and National Semiconductor. He began his career at National after receiving his B.S. degree in Electrical Engineering with honors from the North Carolina State University.

Franklin Gonzalez joined Supertex in November 1990 as a Process Development Manager. In 1994, he was promoted to Director of Process Technology. Prior to joining Supertex, he held various R& D management positions spanning over seventeen years with such companies as ECI Semiconductor, Telmos and Harris Semiconductor where he began his career. He has a Ph.D. in Electrical Engineering from the University of Florida and a M.S. degree in Electrical Engineering from Stanford University.

Michael Lee re-joined Supertex in October 1993 as Director of I.C. Design. Before that, he had a combined total of fifteen years of industry experience in I.C. Design. Mr. Lee began his career at Supertex after receiving his M.S. degree in Electrical Engineering from the University of California Berkeley in 1978.

Compensation of Executive Officers

The following table shows compensation paid to the Company's Chief Executive Officer and each of the four other most highly compensated executive officers for the three fiscal years ended March 31, 2000.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation				Long-Term Compensation ⁽¹⁾	
		Salary ⁽²⁾	Deferred Salary	Bonus ⁽³⁾	Deferred Bonus	Securities Underlying Options (No. of Shares)	All other Compensation ⁽⁴⁾
Henry C. Pao President, CEO, Director	2000	\$ 139,576	\$ 44,326	\$ 435	\$ 29,565	25,000	\$ 1,355
	1999	139,576	44,326	1,508	102,492	56,000	1,385
	1998	139,150	44,752	1,299	88,301	0	1,385
Richard Siegel Executive Vice President	2000	231,436	39,677	13,000	13,000	22,000	1,355
	1999	206,419	35,262	45,500	45,500	54,000	1,355
	1998	203,374	34,725	39,200	39,200	0	1,385
Benedict C. K. Choy Senior Vice President, Technology Development	2000	194,345	12,897	20,900	1,100	20,000	1,355
	1999	164,020	15,277	39,000	39,000	52,000	1,355
	1998	159,659	17,006	33,600	33,600	0	1,385
William Numann Vice President, Standard Products	2000	158,638	0	12,000	0	0	1,355
	1999	150,312	0	39,333	0	6,000	1,355
	1998	115,165	0	17,000	0	30,000 ⁽⁵⁾	1,016
Michael Lee ⁽⁶⁾ Vice President, I.C. Design	2000	162,976	0	8,000	0	20,000	1,355
	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	N/A	N/A	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ The Company has not issued stock appreciation rights or restricted stock awards. The Company has no "long-term incentive plan," "defined benefit plan," or "pension plan" as such terms are defined in the applicable rules.

⁽²⁾ Compensation deferred at the election of executive is included in the category and in the year earned.

⁽³⁾ The amounts shown in this column reflect payments under the Company's semi-annual profit-sharing plan under which all eligible employees participate. Bonus deferred at the election of the executive is included in the category and in the year earned.

⁽⁴⁾ The amounts disclosed in this column include:

(a) Company contributions of \$4,940, \$5,200, and \$8,320 in fiscal 1998, 1999, and 2000 respectively under the Supertex, Inc. Savings and Retirement Plan, a defined contribution 401(k) plan on behalf of each named executive officers.

(b) Payment by the Company of premiums amounting to \$1,574, \$1,579 and \$2,512 for fiscal 1998, fiscal 1999, and fiscal 2000 respectively, for term life insurance on behalf of each named executive officer. All full-time employees of the Company are covered by such term life insurance benefits.

⁽⁵⁾ Options granted to William Numann in 1997 were repriced on June 1998 at \$10.75 per share, with a 7-year term, and vest 2 years after the original grant date over a 5-year period.

⁽⁶⁾ Mr. Lee became an officer of the Company in fiscal 1999.

The following table shows, as to the named executive officers, information concerning options granted during fiscal 2000 and the potential realizable value of those options, assuming 5% and 10% appreciation at the end of the option term.

OPTION GRANTS IN LAST FISCAL YEAR

Name	Options Granted ⁽¹⁾	Percent of Total Options Granted to Employees in Fiscal Year ⁽²⁾	Exercise Price (\$/Share)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
					5% ⁽³⁾	10% ⁽³⁾
Henry C. Pao	25,000 ⁽⁴⁾	6.62%	\$15.50	12/01/06	\$157,751	\$367,628
Richard Siegel	22,000 ⁽⁴⁾	5.83%	\$15.50	12/01/06	\$138,821	\$323,513
Benedict C. K. Choy	20,000 ⁽⁴⁾	5.30%	\$15.50	12/01/06	\$126,201	\$294,102
Michael Lee	20,000 ⁽⁴⁾	5.30%	\$13.50	09/01/06	\$109,917	\$256,154

⁽¹⁾ Options granted under the Company's 1991 Stock Option Plan typically have a 7-year term, vest over a 5-year period of employment and have an exercise price equal to the market value of the Company's Common Stock on the date of grant.

⁽²⁾ In fiscal 2000, the Company granted options representing 377,600 shares to employees.

⁽³⁾ Potential realizable value is based on Black - Scholes Multiple Option model. These values are calculated based on requirements promulgated by the Securities and Exchange Commission and do not reflect the Company's estimate of future stock price appreciation.

⁽⁴⁾ 7-year term, vest 1 year after grant date over a 5-year period.

In June 1998, William Numann, the Company's Vice President, DMOS Products, was given the opportunity to exchange his older higher priced incentive stock options for new incentive stock options at the then current market price of \$10.75 per share in return for changing the vesting start date of the option to one year after the original vesting date for the surrendered option. The Board believed that it was in the best interest of the Company and the shareholders of the Company to highly motivate William Numann as a new officer of the Company at the time and to make a special exchange offer that was not available to the rest of the officers of the Company.

The following table provides the specified information concerning repricing of options to purchase the Company's Common stock held by any executive officer of the Company in the last 10 years.

OPTION REPRICING WITHIN LAST 10 YEARS

Name and Position	Date	Number of Securities Underlying Options Repriced	Market Price of Stock at Time of Repricing	Exercise Price at Time of Repricing	New Exercise Price	Length of Original Option Term Remaining at Date of Repricing (months)
William Numann	06/01/98 ⁽¹⁾	30,000	\$10.75	\$15.25	\$10.75	75

⁽¹⁾ 7-year term, vest 2 years after original grant date over a 5-year period.

The following table summarizes the information concerning stock option exercises during the last fiscal year for each named executive officer.

**AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR
AND FISCAL YEAR-END OPTION VALUES**

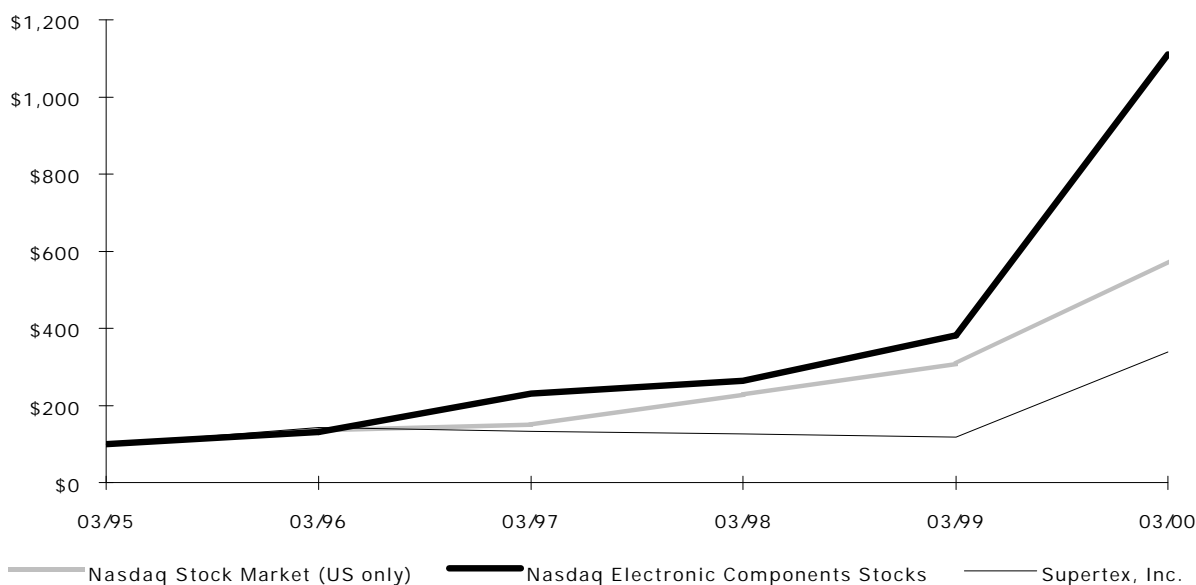
Name	Shares Acquired on Exercise	Value Realized	Number of Securities Underlying Unexercised		Value of Unexercised In-the-Money^(*) Options at Fiscal Year-End	
			Options at Fiscal Year-End Exercisable	Options at Fiscal Year-End Unexercisable	Exercisable	Unexercisable
Henry C. Pao	12,800	\$ 161,600	56,500	102,300	\$1,292,588	\$ 1,814,525
Richard Siegel	13,700	229,475	22,000	97,300	432,625	1,733,150
Benedict Choy	22,900	385,488	34,500	93,000	717,000	1,660,000
William Numann	7,000	132,313	0	29,000	0	553,375
Michael Lee	9,000	228,375	12,000	44,000	211,500	754,750

(*) Closing market price of the Company's Common Stock on Friday, March 31, 2000 was \$29 ^{7/8}.

STOCK PERFORMANCE GRAPH

The following graph shows a five-year comparison of cumulative total return for the Company's Common Stock, the Nasdaq Composite Total Return Index (U.S.), and the Nasdaq Electronic Components Total Return Index. The stock price performance shown on the graph below is not necessarily indicative of future price performance.

Comparison of Five Year Cumulative Total Return



PROPOSAL 2: FOR THE APPROVAL OF THE ADOPTION OF THE 2000 EMPLOYEE STOCK PURCHASE PLAN AND THE RESERVATION OF 500,000 SHARES OF COMMON STOCK

At the Annual Meeting, the Shareholders will be requested to approve the 2000 Employee Stock Purchase Plan (the "Plan"). The Board recommends approval of the Plan in order to allow the Company to offer its employees the ability to invest in the Company's common stock at an attractive price and to have an additional incentive to contribute to the prosperity of the Company.

DESCRIPTION OF THE PLAN

The Plan, if approved by the shareholders, will allow eligible employees to authorize payroll deductions at a rate of not less than three percent (3%) nor more than twenty percent (20%) of the eligible employee's compensation including salaries, wages, bonuses, incentive compensation, commissions, overtime pay and shift premiums to be applied toward the purchase of the Company's common stock. The maximum aggregate number of common stock available for purchase under the plan is 500,000 shares plus an annual increase on the first day of the Company's fiscal year of the lesser of 100,000 shares or three percent (3%) of the outstanding shares on that date or a lesser amount determined by the Board. The number of shares reserved under the Plan would be proportionately adjusted in the event of any stock split, reverse stock split, stock dividend, or other like event. A committee appointed by the Board of Directors, presently the Compensation Committee, will administer the Plan.

Eligible employees are those employees of the Company or any designated subsidiary who work more than 20 hours a week and more than five months a year. However, no employee shall be permitted to purchase any shares under the Plan if such employee, immediately after such purchase, owns shares possessing five percent or more of the total combined voting power or value of all classes of stock of the Company. As of June 28, 2000, approximately 385 employees were eligible to participate in the Plan, including seven executive officers.

No employee may purchase more than 500 shares or of stock during any single offering. In addition, the fair market value of all shares purchased by an employee under the Plan during any calendar year may not exceed \$10,000.

Separate offering periods commence on May 1 and November 1 of each year, except for the initial year. The length of the offering period is six (6) months unless otherwise determined by the board of directors or the administering committee. An offering period will continue to apply to a participant until the earliest of the end of the offering period, or the end of his or her participation, or re-enrollment in a subsequent offering period. If the offering period is longer than six (6) months, participants are automatically re-enrolled in a subsequent offering period when the fair market value of the common stock on the last trading day before the commencement of the offering period in which the participants is enrolled is higher than on the last trading day before the commencement of any subsequent offering period. An employee must authorize a payroll deduction before the start of an offering period in order to participate in the Plan during that offering period.

Stock is purchased under the Plan at the end of each six-month period commencing on May 1 and November 1 of each year, except for the initial year. On the last trading day of the purchase period, the employee will be deemed to have exercised the option to purchase as many shares as the employee's payroll deduction will allow, at the option price. The option price is 85% of the lower of (i) the fair market value of the stock on the last trading day prior to the start of the offering period, or (ii) the fair market value of the stock on the last trading day of the purchase period. The number of shares subject to an option, and the option price, would be proportionately adjusted in the event of any stock split, reverse stock split, stock dividend, or other like event.

An employee may withdraw from an offering at any time. Upon withdrawal, the amount in the employee's account will be refunded without interest. An employee who has withdrawn from an offering may not again participate in the Plan until the next offering period commences.

The Board of Directors may at any time amend, suspend or terminate the Plan at any time and without notice, provided that no employee's existing rights under any offering already commenced may be adversely affected

thereby. No amendment may be made to the Plan without prior approval of the shareholders of the Company if such amendment would increase the number of shares reserved thereunder, materially modify the eligibility requirements, or materially increase the benefits that may accrue to participants.

FEDERAL INCOME TAX CONSEQUENCES RELATING TO THE PLAN

The federal income tax consequences of an employee's purchases under the Plan will vary. The following discussion is only a summary of the general federal income tax rules applicable to the Plan. It does not purport to be complete, and it does not discuss the tax consequences of the participant's death or the income tax laws of any municipality, state or foreign country in which a participant may reside.

The Plan is intended to be an "employee stock purchase plan" within the meaning of Section 423 of the Internal Revenue Code. Under such a plan, no taxable income is recognized by the participant either when the purchase right is granted at the beginning of the offering period or when the shares are purchased at the end of each accumulation period. Participants will recognize income in the year in which they make a disposition of the purchased shares, whether by sale, exchange or gift. Federal income tax liability on disposition depends on whether the disposition is a qualifying or disqualifying disposition of the purchased shares. A qualifying disposition will occur if the sale or other disposition of those shares is made after the participant has held the shares for (a) more than two years after the start date of the applicable offering period and (b) more than one year after the actual purchase date. A disqualifying disposition is any sale or other disposition which is made before both of these two holding periods are satisfied.

If the disposition is a qualifying disposition, the participant will recognize ordinary income in the year of the qualifying disposition equal to the lesser of (a) the amount by which the fair market value of the shares on the date of the qualifying disposition exceeds the purchase price paid for those shares or (b) 15% of the fair market value of the shares on the start date of the offering period during which those shares were purchased. The Company is not entitled to an income tax deduction with respect to such disposition. Any additional gain recognized upon the qualifying disposition will be long term capital gain. If the fair market value of the shares on the date of the qualifying disposition is less than the purchase price, there will be no ordinary income, and any loss recognized will generally be a long-term capital loss.

If the disposition is a disqualifying disposition, the participant will recognize ordinary income equal to the excess of (a) the fair market value of the shares on the purchase date over (b) the purchase price paid for the shares. The Company is entitled to an income tax deduction equal in amount to such excess for the taxable year in which such disposition occurs. Any additional gain recognized upon the disqualifying disposition will be capital gain. The capital gain will be long-term if the participant held the shares more than one year.

The Board of Directors recommend a vote FOR the approval of the adoption of the 2000 Employee Stock Purchase Plan. The vote required is the affirmative vote of a majority of the shares of common stock present or represented by proxy and entitled to vote at the meeting.

PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS

On recommendation of the Audit Committee, the Board of Directors has selected PricewaterhouseCoopers LLP, as independent public accountants to audit the financial statements of the Company for the fiscal year ending March 31, 2001. PricewaterhouseCoopers LLP, was the Company's independent public accountants for the fiscal year ending April 1, 2000. Representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Board of Directors recommends that shareholders vote FOR ratification of the appointment of PricewaterhouseCoopers LLP as independent public accountants of the Company for the year ending March 31, 2001. The vote required to approve this proposal is a majority of the shares present and voting at the meeting.

OTHER MATTERS

The Company knows of no other matters to be submitted to the Meeting. If any matters properly come before the Meeting, it is the intention of the persons named in the enclosed proxy card to vote the shares they represent as the Board of Directors may recommend.

It is important that your stock be represented at the meeting, regardless of the number of shares which you hold. You are, therefore, urged to mark, sign, date, and return the accompanying Proxy as promptly as possible in the postage-paid envelope enclosed for that purpose.

**FOR THE BOARD OF DIRECTORS OF
SUPERTEX, INC.**

Benedict C. K. Choy
Corporate Secretary

Dated: July 1, 2000