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

Form SD

Specialized Disclosure Report

Diodes Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

002-25577
(Commission
File Number)

95-2039518
(IRS Employer
Identification No.)

4949 Hedgcoxe Road, Suite 200
Plano, Texas
(Address of principal executive offices)

75024
(Zip Code)

Richard D. White
(972) 987-3900
(Name and telephone number, including area code, of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2014.

Section 1 – Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

The disclosure required by this item are contained in the Company’s Conflict Minerals Report for the year ended December 31, 2014 filed as Exhibit 1.01 hereto and is publicly available at <http://diodes.com/pdfs/conflictmineralsreport2014.pdf>.

Item 1.02 Exhibit

A copy of Diodes Incorporated’s Conflict Minerals Report for the year ended December 31, 2014 is filed as Exhibit 1.01 hereto and is publicly available at <http://diodes.com/pdfs/conflictmineralsreport2014.pdf>

Section 2 – Exhibits

Item 2.01 Exhibits

Exhibit 1.01 – Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the duly authorized undersigned.

DIODES INCORPORATED

DATE: June 1, 2015

By /s/ Richard D. White
RICHARD D. WHITE
Chief Financial Officer

Diodes Incorporated
Conflict Minerals Report
For The Year Ended December 31, 2014

This Conflict Minerals Report (the “Report”) for the year ended December 31, 2014 is presented to comply with Rule 13p-1 under the Securities Exchange Act of 1934 (the “Rule”). The Rule was adopted by the Securities and Exchange Commission (“SEC”) to implement reporting and disclosure requirements related to Conflict Minerals as directed by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”).

Certain terms in this Report not otherwise defined herein are defined in the Rule and the reader is referred to the Rule and to SEC Release No. 34-67716 issued by the SEC on August 22, 2012 for such definition. The summary of the Rule set forth in this Report does not purport to be complete and is qualified in its entirety by reference to the full text of the Rule.

The Rule imposes certain reporting obligations on SEC registrants whose manufactured products contain Conflict Minerals which are necessary to the functionality or production of their products. These requirements apply to registrants whatever the geographic origin of the conflict minerals and whether or not they fund armed conflict.

Conflict Minerals are defined as columbite-tantalite, also known as coltan (the metal ore from which tantalum is extracted), cassiterite (the metal ore from which tin is extracted), wolframite (the metal ore from which tungsten is extracted), gold, or their derivatives; or any other mineral or its derivatives as determined by the Secretary of State to be financing conflicts in the Democratic Republic of the Congo (“DRC”) or adjoining countries.

This Report has not been audited because the circumstances that would require an audit under the Rule are not present. The Report can be found at Diodes’ website at <http://diodes.com/pdfs/conflictmineralsreport2014.pdf>

1. Overview

This Report has been prepared by the management of Diodes Incorporated (herein referred to as “Diodes,” the “Company,” “we,” “us,” or “our”).

We are a leading global manufacturer and supplier of high-quality, application specific standard products within the broad discrete, logic and analog semiconductor markets, serving the consumer electronics, computing, communications, industrial, and automotive markets. Our products include diodes, rectifiers, transistors, MOSFETs, protection devices, functional specific arrays, single gate logic, amplifiers and comparators, Hall-effect and temperature sensors, power management devices, including LED drivers, AC-DC and DC-DC switching, linear voltage regulators, and voltage references along with special function devices, such as USB power switches, load switches, voltage supervisors, and motor controllers. Our products are sold primarily throughout Asia, North America and Europe.

We design, manufacture and market these semiconductors for diverse end-use applications. Semiconductors, which provide electronic signal amplification and switching functions, are basic building-blocks that are incorporated into almost every electronic device.

Our product portfolio addresses the design needs of advanced electronic equipment, including high-volume consumer devices such as digital media players, smart phones, tablets, notebook computers, flat-panel displays, mobile handsets, digital cameras and set-top boxes. Our product line includes over 10,000 products, and we shipped approximately 44 billion units in 2014.

We manufacture, and contract with third parties to manufacture our products. A review of the Bill of Materials used in our products showed that certain Conflict Minerals -- Gold, Tin, or Tungsten -- are necessary for the functionality or production of substantially all of our products.

To determine the country of origin and chain of custody of these Conflict Minerals, and whether they directly or indirectly finance or benefit armed groups in any Covered Country (the “Conflict Status”), we engaged in the due diligence process described below. This due diligence process relied upon our direct suppliers to provide information on the origin of Conflict Minerals contained in components and materials supplied to us – including sources of Conflict Minerals that are supplied to them from lower tier suppliers.

Because of our operation size, the complexity of our products, and the depth, breadth, and constant evolution of our supply chain, it is difficult to identify actors upstream from our direct suppliers.

As a result, we have been unable to determine, with respect to each of our products, the country of origin, chain of custody or Conflict Status of at least one of the Conflict Minerals contained in the product. However, we have no reason to believe that any Conflict Minerals were from a source that, directly or indirectly, financed or benefited armed groups in any Covered Country.

We believe that we have conducted our due diligence process consistent with the Rule. The conclusion contained in this Report are based upon information available at the time and on representations and information provided by third parties, which may be inaccurate, incomplete or subject to change. We undertake no obligation to amend this Report to take into account or otherwise reflect subsequent events or circumstances arising after the date hereof, except as required by law.

2. Due Diligence Process

2.1 Design of Due Diligence

Our due diligence measures have been designed to conform to an internationally recognized due diligence framework.

2.2 Management System

In order to respond to external requests for information, a formal Conflict Minerals statement is available on our website at <http://diodes.com/pdfs/DiodesIncorporatedStatementOnConflictMinerals.pdf>

Development and implementation of the Conflict Minerals due diligence plan requires engagement of various Diodes’ departments, including, but not limited to, the Engineering, Finance, Legal, Purchasing, and Quality departments. The team of subject matter experts is responsible for implementing our Conflict Minerals compliance strategy and is led by our Quality Systems Manager who acts as the Conflict Minerals Program Manager. Senior

management is updated on the results of our due diligence efforts on a regular basis.

Because we do not have a direct relationship with Conflict Mineral smelters and refiners and does not perform or direct audits of these entities within our supply chain, we follow and actively cooperate with the following industry-wide initiatives:

- The Electronics Industry Citizenship Coalition-Global e-Sustainability Initiative (“EICC-GeSI”); and
- Conflict-Free Sourcing Initiative (“CFSI”), a voluntary program in which independent third-party audits are used to identify smelters and refiners that have systems in place to assure sourcing of only conflict-free materials.

As a result of this cooperation, we have periodically updated our publicly available Conflict Minerals reporting template (“CMRT”) declaration, as well as information retrieved from our suppliers’ Conflict Minerals reports. The CMRT declaration, which is based on a standardized reporting template developed by the CFSI that facilitates the transfer of information through the supply chain regarding mineral country of origin and smelters and refiners being utilized.

We also monitor audit results as updated on the CFSI web site at <http://www.conflictreesourcing.org/rcoi-data/>. As needed, we have requested updates of received CMRT declarations to be in compliance with the latest revision of the CMRT reporting template.

We have outlined expectations regarding use of Conflict Minerals in our Corporate Supplier Quality specifications. We engage with all identified Conflict Mineral suppliers to disseminate our requirements to their supply chain.

We relied upon our suppliers to provide us with information about the sources of Conflict Minerals contained in the components supplied to us. Our suppliers are similarly reliant upon information provided by their suppliers.

3. **Due Diligence Results**

We conducted a survey of those suppliers described in this Report using the template developed by the Electronic Industry Citizenship Coalition (“EICC”) and the Global e-Sustainability Initiative (“GeSI”), now known as the CMRT Reporting Template (the “Template”). The Template was developed to facilitate disclosure and communication of information regarding smelters and refiners that provide material to a company’s supply chain. It includes questions regarding a company’s conflict-free policy, engagement with its direct suppliers, and a listing of the smelters and refiners the company and its suppliers use. In addition, the Template contains questions about the origin of conflict minerals included in their products, as well as suppliers’ due diligence. Written instructions and recorded training illustrating the use of the tool are available on CFSI website. The Template is being used by many companies in their due diligence processes related to Conflict Minerals. By utilizing the Template, we have determined that seeking information about Conflict Mineral smelters and refiners in our supply chain represents the most reasonable effort we can make to determine the locations of origin of Conflict Minerals in our supply chain.

Our suppliers have provided us their CMRT declarations or updated revisions of originally issued reports. We reviewed their responses against criteria developed to determine which required further engagement with our suppliers. These criteria included incomplete responses, as well as inconsistencies within the data reported in the declarations. We have worked directly with these suppliers to provide revised responses.

Some customers engaged with our compliance team to transition away from smelters with which the customers had concern, or which were identified as not active in a Conflict-Free Smelter program. Outreach activities were made on behalf of these customers to encourage these smelters to become CFSI certified.

During 2014, some smelters stopped mining, and some were given additional numbers by CFSI to identify smelters within a company organization. Where such information was received, affected suppliers were contacted for revised declarations.

As a result of our due diligence effort, we were able to reduce the number of smelters and refiners from over one hundred and thirty (130) at the end of 2013 to seventy two (72) by the end of 2014. All of them are identifiable by their unique CFSI issued Smelter Identification Number. Less than seventeen (17) percent of these smelters and refiners sourced Conflict Minerals from recycled or scrap material. About forty (40) percent of these smelters and refiners did not disclose the names of their mines. In total, less than six (6) percent are not fully certified as Conflict-Free by an independent third-party audit.

Over ninety percent (90%) of CMRT declarations received provided data at a company or divisional level. We are therefore unable to determine whether any of the Conflict Minerals reported by the suppliers were contained in components or parts supplied to us or to validate that any of these smelters or refiners are actually in our supply chain.

List of smelters and refiners

Listed below are the smelters and refiners we have determined to be potentially in our supply chain for 2014 that have processed Conflict Minerals, the conflict status of which is undeterminable. As explained above, the presence of a smelter or refiner on the list does not indicate that our products necessarily contain Conflict Minerals processed by that smelter or refiner.

Metal	Smelter or Refiner Facility Name
Gold	Argor-Heraeus SA
Gold	Asahi Pretec Corporation
Gold	Dowa
Gold	Heraeus Ltd. Hong Kong
Gold	Heraeus Precious Metals GmbH & Co. KG
Gold	Johnson Matthey Inc
Gold	Johnson Matthey Ltd
Gold	JX Nippon Mining & Metals Co., Ltd.
Gold	Materion
Gold	Matsuda Sangyo Co., Ltd.
Gold	Metalor USA Refining Corporation
Gold	Mitsubishi Materials Corporation
Gold	Mitsui Mining and Smelting Co., Ltd.
Gold	Royal Canadian Mint
Gold	Shandong Zhaojin Gold & Silver Refinery Co. Ltd
Gold	Sumitomo Metal Mining Co., Ltd.
Gold	Tanaka Kikinokogyo K.K.
Gold	CCR Refinery – Glencore Canada Corporation
Gold	Zhongyuan Gold Smelter of Zhongjin Gold Corporation
Gold	Allgemeine Gold-und Silberscheideanstalt A.G.
Gold	AngloGold Ashanti Corrego do Sitio Mineracao
Gold	Ohura Precious Metal Industry Co., Ltd
Gold	Chimet S.p.A.
Gold	Heimerle + Meule GmbH
Gold	Ishifuku Metal Industry Co., Ltd.
Gold	Aurubis AG
Gold	Aida Chemical Industries Co. Ltd.
Gold	Chugai Mining
Gold	LS-NIKKO Copper Inc.
Gold	Metalor Technologies (Hong Kong) Ltd
Gold	Metalor Technologies SA
Gold	Ohio Precious Metals, LLC
Gold	Rand Refinery (Pty) Ltd
Gold	The Refinery of Shandong Gold Mining Co. Ltd
Gold	Solar Applied Materials Technology Corp.
Gold	Umicore SA Business Unit Precious Metals Refining
Gold	United Precious Metal Refining, Inc.
Gold	Valcambi SA
Gold	Western Australian Mint trading as The Perth Mint
Tin	PT Stanindo Inti Perkasa
Tin	CV United Smelting
Tin	EM Vinto
Tin	Metallo Chimique
Tin	Mineracao Taboca S.A.
Tin	Minsur
Tin	OMSA
Tin	PT Bangka Putra Karya
Tin	PT Bukit Timah
Tin	PT Timah (Persero), Tbk
Tin	Thaisarco
Tin	Yunnan Chengfeng Non-ferrous Metals Co., Ltd.
Tin	Yunnan Tin Company, Ltd.
Tin	Alpha
Tin	Fenix Metals
Tin	Gejiu Non-Ferrous Metal Processing Co. Ltd.
Tin	PT REFINED BANGKA TIN
Tin	PT Tambang Timah
Tin	White Solder Metalurgia e Mineracao Ltda.
Tin	PT Tinindo Inter Nusa
Tin	PT Eunindo Usaha Mandiri
Tin	PT Bangka Tin Industry
Tin	Malaysia Smelting Corporation (MSC)
Tin	PT DS Jaya Abadi
Tungsten	Ganzhou Seadragon W & Mo Co., Ltd.
Tungsten	Global Tungsten & Powders Corp.
Tungsten	Wolfram Company CJSC
Tungsten	Xiamen Tungsten (H.C.) Co., Ltd.
Tungsten	Chongyi Zhangyuan Tungsten Co., Ltd.
Tungsten	Hunan Chunchang Nonferrous Metals Co., Ltd.
Tungsten	Ganzhou Huaxing Tungsten Products Co., Ltd.
Tungsten	Xiamen Tungsten Co., Ltd.
Tungsten	Kennametal Huntsville

Countries of origin of the conflict minerals these facilities process are believed to include the following:

Australia, , Belgium, Bolivia, Brazil, Canada, China, Germany, Hong Kong, Indonesia, Italy, Japan, Republic of Korea, Malaysia Peru, Poland, Russian Federation, South Africa, Switzerland, Taiwan, Thailand, and United States.

4. Steps to be Taken to Mitigate Risks

We have taken, or intend to take, the following steps to improve the due diligence conducted to further mitigate any risk that the necessary Conflict Minerals in our products could benefit armed groups in the DRC or adjoining countries:

- a. Review vendor reports, covering purchased raw materials that could potentially contain Conflict Minerals and expand the number of suppliers requested to supply information; and
- b. Engage with suppliers and direct them to training resources in an attempt to improve the contents of the suppliers' survey responses.
- c. Encourage our suppliers to direct all smelters and refiners in their supply chains to participate in the CFSI or similar third-party audit programs.
- d. Emphasize our expectation that each of our suppliers fully and promptly respond to our information requests.
- e. Monitor increased levels of smelter certifications.