

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 3, 2020

DIODES INCORPORATED
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

002-25577
(Commission
File Number)

95-2039518
(IRS Employer
Identification No.)

4949 Hedgcoxe Road, Suite 200, Plano, TX
(Address of Principal Executive Offices)

75024
(Zip Code)

Registrant's Telephone Number, Including Area Code: (972) 987-3900

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.66 2/3	DIOD	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01**Regulation FD Disclosure.**

On June 3, 2020, Diodes Incorporated (the "Company") issued a press release announcing, among other things, it has appointed the Company's current President and Chief Executive Officer, Dr. Keh-Shew Lu, as the Chairman of the Company's board of directors and has appointed one of the Company's independent directors, Michael K.C. Tsai, as lead director. In the press release the Company also announced an enhanced focus on corporate social and environmental responsibility. A copy of the press release is furnished as [Exhibit 99.1](#).

The information in this Item 7.01, including [Exhibit 99.1](#), will not be treated as filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section. This information will not be incorporated by reference into a filing under the Securities Act of 1933, or into another filing under the Exchange Act, unless that filing expressly refers to specific information in Item 7.01 of this Form 8-K. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a representation that the information in this Item 7.01 is material information that is not otherwise publicly available.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated June 3, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 undersigned hereunto duly authorized.

Dated: June 4, 2020

DIODES INCORPORATED

By /s/ Brett R. Whitmire
Brett R. Whitmire
Chief Financial Officer



Diodes Incorporated Appoints Lead Director and Enhances Focus on Corporate Social and Environmental Responsibility

Plano, Texas – June 3, 2020 – Diodes Incorporated (Nasdaq: DIOD), today announced several enhanced corporate governance measures and compensation practices.

As previously disclosed, long-time Chairman, Raymond K.Y. Soong, retired from the Board and President and CEO, Dr. Keh-Shew Lu, was appointed as Chairman. With Dr. Lu becoming Chairman, the Board determined that the appointment of an independent lead director ("Lead Director") would be appropriate in order to follow corporate governance best practices, strengthen Board oversight, share certain responsibilities and facilitate communication between the Chairman and independent directors. To this end, the Board appointed independent director, Michael K.C. Tsai, to serve as Lead Director. Tsai has served as a member of Diodes' Board since 2010. The duties of the Lead Director will be: to preside at executive sessions of the independent directors; serve as principal liaison between the independent directors and the Chairman; work with the Chairman to set and approve the schedule and agenda for meetings of the Board and its committees; direct the retention of advisors and consultants who report directly to the Board; serve as liaison for consultation and communication with stockholders; oversee the annual evaluation of the Board and its committees; and evaluate, in cooperation with the Compensation Committee and all members of the Board, the CEO's performance.

In addition, Tsai was appointed as Chairman of the Compensation Committee, and C.H. Chen, Diodes' board member since 2000, has been appointed as Chairman of the Corporate Governance and Stockholder Relations Committee and will continue to serve as Vice Chairman of the Board.

Also as part of enhancing the Company's corporate governance initiatives, the Board created a steering committee to focus on Corporate Social and Environmental Responsibility (CSER), which is being headed by Diodes' Vice President of Operations, Julie Holland. One of the first actions implemented included revising executive bonus compensation by adding a CSER component and weighting to the existing financial performance metrics for both revenue and non-GAAP earnings.

Commenting on the new measures, Dr. Keh-Shew Lu, Chairman, President and CEO of Diodes, said, "The Board of Directors and the entire management team are committed to the highest standards of corporate governance. These initiatives demonstrate the value we place on enhanced corporate governance and best practices to provide significant long-term shareholder value alongside our consistent financial performance and increasing profitable growth."

About Diodes Incorporated

Diodes Incorporated (Nasdaq: DIOD), a Standard and Poor's SmallCap 600 and Russell 3000 Index company, delivers high-quality semiconductor products to the world's leading companies in the consumer electronics, computing, communications, industrial, and automotive markets. We leverage our expanded product portfolio of discrete, analog, and mixed-signal products and leading-edge packaging technology to meet customers' needs. Our broad range of application-specific solutions and solutions-focused sales, coupled with worldwide operations of 28 sites, including engineering, testing, manufacturing, and customer service, enables us to be a premier provider for high-volume, high-growth markets. For more information visit www.Diodes.com.

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