

**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): December 14, 2017**

**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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 14, 2017, Diodes Incorporated (the “Company”), announced several organizational transitions as a result of the planned retirements by Mark King, Senior Vice President of Sales and Marketing, and Edmund Tang, Vice President of Corporate Administration.

Emily Yang, who served as Vice President of Sales, Americas at the Company and was previously Vice President of Global Sales at Pericom Semiconductor, will replace Mr. King as Vice President of Worldwide Sales and Marketing effective December 14, 2017. Mr. King will remain with the Company until his official retirement date on January 12, 2018 to ensure a smooth transition. Ms. Yang has been with the Company since the acquisition of Pericom Semiconductor in November 2015, where she held a number of sales management positions covering Asia, North America and Europe since 1998, including as Vice President of Global Sales.

Julie Holland, who currently serves as Vice President of Worldwide Analog Products, will replace Mr. Tang as Vice President of Corporate Operations effective January 8, 2018. Mr. Tang will remain with the Company until his official retirement date of February 8, 2018 to ensure a smooth transition. Ms. Holland will be responsible for human resources, capital and production planning, quality assurance, information technology and Asia assembly-test operations. Ms. Holland has been with the Company since 2008 and previously spent over 20 years at Texas Instruments (“TI”) where she held several key management roles, last serving as director and general manager of the Connectivity Solutions business unit. Her responsibilities included leading business and technical teams in the United States, Asia and Japan in the development, production and marketing of multiple analog and interface product lines. Prior to joining the Connectivity Solutions business unit, Ms. Holland served at TI as Director, Worldwide Bus Solutions from 2000 to 2001 and as Director, Computer Peripheral and Control Products from 1997 to 1999.

Additionally, Evan Yu will assume Ms. Holland’s current position as Vice President of Worldwide Analog Products, and Gary Yu will be promoted to take over Mr. Yu’s position as President of Asia.

No change in Mss. Holland or Yang’s or Messrs. Evan Yu or Gary Yu’s compensatory arrangements has been made as a result of their appointments.

**Item 7.01 Regulation FD Disclosure.**

On December 14, 2017, the Company issued a press release announcing the organizational transitions described in Item 5.02 and that the Company anticipates achieving its previously announced goal of \$1 billion in annual revenue in fiscal 2017 and announcing its long-term financial target of \$1 billion in annual gross profit by fiscal 2025. This update on the Company’s business outlook for fiscal 2017 and target for fiscal 2025 are intended to be within the safe harbor provided by the Private Securities Litigation Reform Act of 1995 (the “Act”) as comprising forward looking statements within the meaning of the Act. A copy of the press release is furnished as Exhibit 99.1.

The information furnished in this Item 7.01, including the exhibit incorporated by reference, will not be treated as “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. This information will not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or into another filing under the Exchange Act, unless that filing expressly refers to specific information in this Report.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated December 14, 2017

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## EXHIBIT INDEX

### Exhibit Number

### Description

99.1 [Press release dated December 14, 2017](#)

## 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.

DIODES INCORPORATED

Dated: December 18, 2017

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



## Diodes Incorporated Announces Organizational Transitions

**Plano, Texas – December 14, 2017** -- Diodes Incorporated (Nasdaq: DIOD), a leading global manufacturer and supplier of high-quality application specific standard products today announced several organizational transitions as a result of the planned retirements by Mark King, Senior Vice President of Sales and Marketing, and Edmund Tang, Vice President of Corporate Administration.

Emily Yang, who served as Vice President of Sales, Americas at Diodes and was previously Vice President of Global Sales at Pericom Semiconductor, will replace King as Vice President of Worldwide Sales and Marketing effective today, December 14, 2017. King has been with Diodes since 1991 and will remain with the Company until his official retirement date on January 12, 2018 to ensure a smooth transition. Yang has been with Diodes since the acquisition of Pericom in November 2015, where she held a number of successful sales management positions covering Asia, North America and Europe since 1998.

Julie Holland, who currently serves as Vice President of Worldwide Analog Products, will replace Tang as Vice President of Corporate Operations effective January 8, 2018. Tang will remain with the Company until his official retirement date of February 8, 2018. Holland will be responsible for human resources, capital and production planning, quality assurance, information technology and Asia assembly-test operations. Holland has been with Diodes since 2008 and previously spent over 20 years at TI where she held several key management roles.

Additionally, Evan Yu will assume Holland's current position as Vice President of Worldwide Analog Products, and Gary Yu will be promoted to take over Evan's position as President of Asia.

Commenting on today's announcement, Dr. Keh-Shew Lu, President and Chief Executive Officer, stated, "On behalf of the entire management team, I want to extend my deepest appreciation to both Mark and Ed who have spent multiple decades working diligently and traveling extensively to make Diodes the successful, profitable company it is today. They have been significant contributors to the achievement of our \$1 billion annual revenue goal this year, and in the same way, these new management assignments will play a key role in the pursuit of our recently established long-term financial target of \$1 billion annual gross profit by 2025. With my continued leadership and this new executive team, we are fully focused on achieving our goal and taking Diodes to the next level of growth and expansion."

### About Diodes Incorporated

Diodes Incorporated (Nasdaq: DIOD), a Standard and Poor's SmallCap 600 and Russell 3000 Index company, is a leading global manufacturer and supplier of high-quality application specific standard products within the broad discrete, logic, analog and mixed-

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signal semiconductor markets. Diodes serves the consumer electronics, computing, communications, industrial, and automotive markets. Diodes' products include diodes, rectifiers, transistors, MOSFETs, protection devices, function-specific arrays, single gate logic, amplifiers and comparators, Hall-effect and temperature sensors, power management devices, including LED drivers, AC-DC converters and controllers, DC-DC switching and linear voltage regulators, and voltage references along with special function devices, such as USB power switches, load switches, voltage supervisors, and motor controllers. Diodes' corporate headquarters and Americas' sales office are located in Plano, Texas and Milpitas, California. Design, marketing, and engineering centers are located in Plano; Milpitas; Taipei, Taiwan; Taoyuan City, Taiwan; Zhubei City, Taiwan; Manchester, England; and Neuhaus, Germany. Diodes' wafer fabrication facilities are located in Manchester and Shanghai, China. Diodes has assembly and test facilities located in Shanghai, Jinan, Chengdu, and Yangzhou, China, as well as in Hong Kong, Neuhaus and Taipei. Additional engineering, sales, warehouse, and logistics offices are located in Taipei; Hong Kong; Manchester; Shanghai; Shenzhen, China; Seongnam-si, South Korea; and Munich, Germany, with support offices throughout the world.

*Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995: Any statements set forth above that are not historical facts are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such statements include statements containing forward-looking words such as "expect," "anticipate," "sets the stage," "continuing," "working diligently to," "position the Company for," "aim," "estimate," and variations thereof, including without limitation statements, whether direct or implied, regarding expectations of revenue and gross profit in 2017 and beyond; that for 2017 the achievement of our \$1 billion annual revenue goal this year and our recently established long-term financial target of \$1 billion annual gross profit by 2025. Potential risks and uncertainties include, but are not limited to, such factors as: the risk that such expectations may not be met; the risk that the expected benefits of acquisitions may not be realized or that integration of acquired businesses, such as Pericom, may not continue as rapidly as we anticipate; the risk that we may not be able to maintain our current growth strategy or continue to maintain our current performance, costs and loadings in our manufacturing facilities; the risk that we may not be able to increase our automotive or other revenue and market share; risks of domestic and foreign operations, including excessive operation costs, labor shortages, higher tax rates and our joint venture prospects; the risk that we may not continue our share repurchase program; the risks of cyclical downturns in the semiconductor industry and of changes in end-market demand or product mix that may affect gross margin or render inventory obsolete; the risk of unfavorable currency exchange rates; the risk that our future outlook or guidance may be incorrect; the risks of global economic weakness or instability in global financial markets; the risks of trade restrictions, tariffs or embargoes; the risk of breaches of our information technology systems; and other information including the "Risk Factors" detailed from time to time in Diodes' filings with the United States Securities and Exchange Commission.*

Recent news releases, annual reports and SEC filings are available at the Company's website: <http://www.diodes.com>. Written requests may be sent directly to the Company, or they may be e-mailed to: [diodes-fin@diodes.com](mailto:diodes-fin@diodes.com).

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