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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2016

Or

- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 002-25577

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**DIODES INCORPORATED**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

95-2039518  
(I.R.S. Employer  
Identification Number)

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

75024  
(Zip code)

(972) 987-3900  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's Common Stock outstanding as of August 5, 2016 was 48,812,778.

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**PART I—FINANCIAL INFORMATION**  
**Item 1. Financial Statements.**  
**DIODES INCORPORATED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
*(In thousands, except share and per share data)*

	June 30, 2016	December 31, 2015
	<u>(Unaudited)</u>	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 192,554	\$ 218,435
Short-term investments	44,245	64,685
Accounts receivable, net of allowances of \$2,481 and \$2,625 at June 30, 2016 and December 31, 2015, respectively	229,913	218,496
Inventories	209,875	202,832
Prepaid expenses and other	41,663	46,103
Total current assets	<u>718,250</u>	<u>750,551</u>
Property, plant and equipment, net	425,177	439,340
Deferred income tax, non-current	47,919	45,120
Goodwill	131,389	132,913
Intangible assets, net	185,503	196,409
Other	34,628	34,494
Total assets	<u>\$ 1,542,866</u>	<u>\$ 1,598,827</u>
<b>Liabilities</b>		
Current liabilities:		
Accounts payable	\$ 93,279	\$ 86,463
Accrued liabilities	76,533	77,801
Income tax payable	-	5,117
Current portion of long-term debt	10,290	10,282
Total current liabilities	<u>180,102</u>	<u>179,663</u>
Long-term debt, net of current portion	399,891	453,738
Deferred tax liabilities	32,207	32,276
Other long-term liabilities	90,810	90,153
Total liabilities	<u>703,010</u>	<u>755,830</u>
Commitments and contingencies (See Note 8)		
<b>Stockholders' equity</b>		
Preferred stock - par value \$1.00 per share; 1,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock - par value \$0.66 2/3 per share; 70,000,000 shares authorized; 48,470,103 and 48,148,077, issued and outstanding at June 30, 2016 and December 31, 2015, respectively	32,626	32,404
Additional paid-in capital	349,363	344,086
Retained earnings	518,299	514,280
Treasury stock, at cost, 466,010 shares held at June 30, 2016 and December 31, 2015	(11,009)	(11,009)
Accumulated other comprehensive loss	(97,352)	(84,416)
Total stockholders' equity	<u>791,927</u>	<u>795,345</u>
Noncontrolling interest	47,929	47,652
Total equity	<u>839,856</u>	<u>842,997</u>
Total liabilities and stockholders' equity	<u>\$ 1,542,866</u>	<u>\$ 1,598,827</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**DIODES INCORPORATED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(Unaudited)  
(In thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
<b>Net sales</b>	\$ 236,645	\$ 219,453	\$ 459,383	\$ 425,634
<b>Cost of goods sold</b>	161,828	150,016	320,346	292,284
Gross profit	74,817	69,437	139,037	133,350
<b>Operating expenses</b>				
Selling, general and administrative	41,390	31,882	80,844	63,613
Research and development	17,010	13,590	35,159	26,899
Amortization of acquisition related intangible assets	5,131	1,880	10,262	3,802
Other operating expenses	9	87	40	135
Total operating expenses	63,540	47,439	126,305	94,449
<b>Income from operations</b>	11,277	21,998	12,732	38,901
<b>Other income (expense)</b>				
Interest income	298	244	754	542
Interest expense	(3,684)	(757)	(6,196)	(1,821)
Loss on securities carried at fair value	-	(125)	-	(54)
Other income (expense)	901	(103)	(535)	(348)
Total other income (expense)	(2,485)	(741)	(5,977)	(1,681)
<b>Income before income taxes and noncontrolling interest</b>	8,792	21,257	6,755	37,220
Income tax provision	2,396	5,399	1,844	9,586
<b>Net income</b>	6,396	15,858	4,911	27,634
<b>Less net income attributable to noncontrolling interest</b>	(644)	(780)	(892)	(1,424)
<b>Net income attributable to common stockholders</b>	<u>\$ 5,752</u>	<u>\$ 15,078</u>	<u>\$ 4,019</u>	<u>\$ 26,210</u>
<b>Earnings per share attributable to common stockholders:</b>				
Basic	\$ 0.12	\$ 0.31	\$ 0.08	\$ 0.55
Diluted	\$ 0.12	\$ 0.31	\$ 0.08	\$ 0.53
<b>Number of shares used in earnings per share computation:</b>				
Basic	48,383	48,076	48,336	47,872
Diluted	49,500	49,250	49,380	49,091

The accompanying notes are an integral part of these condensed consolidated financial statements.

**DIODES INCORPORATED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

*(Unaudited)*  
*(In thousands)*

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income	\$ 6,396	\$ 15,858	\$ 4,911	\$ 27,634
Foreign currency translation adjustment	(10,673)	4,909	(7,792)	(1,251)
Unrealized (loss) gain on defined benefit plan, net of tax	(5,087)	4,448	(5,161)	2,635
Unrealized foreign currency gain (loss), net of tax	20	397	17	(101)
Comprehensive (loss) income	(9,344)	25,612	(8,025)	28,917
Less: Comprehensive income attributable to noncontrolling interest	(644)	(780)	(892)	(1,424)
Total comprehensive income (loss) attributable to common stockholders	<u>\$ (9,988)</u>	<u>\$ 24,832</u>	<u>\$ (8,917)</u>	<u>\$ 27,493</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**DIODES INCORPORATED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(Unaudited)*  
*(In thousands)*

	Six Months Ended	
	June 30,	
	2016	2015
<b>Cash flows from operating activities</b>	\$ 41,860	\$ 52,951
<b>Cash flows from investing activities</b>		
Decrease (increase) in restricted cash	36	(2,611)
Purchases of property, plant and equipment	(29,072)	(46,877)
Proceeds from sales of property, plant, and equipment	19	19
Purchase of equity securities	(49)	(3,241)
Purchases of short-term investments	(13,238)	(35,095)
Proceeds from maturity of short-term investments	32,771	21,135
Other	(634)	(94)
Net cash and cash equivalents used in investing activities	(10,167)	(66,764)
<b>Cash flows from financing activities</b>		
Advances on lines of credit and short-term debt	-	1,449
Taxes paid related to net share settlement	(2,494)	-
Repayments on lines of credit and short-term debt	-	(1,550)
Debt issuance costs	(307)	-
Proceeds from long-term debt	1,500	-
Repayments of long-term debt	(55,641)	(41,145)
Net proceeds from issuance of common stock	-	8,274
Repayment of capital lease obligation and other	(257)	(139)
Net cash and cash equivalents used in financing activities	(57,199)	(33,111)
Effect of exchange rate changes on cash and cash equivalents	(375)	(1,484)
Decrease in cash and cash equivalents	(25,881)	(48,408)
Cash and cash equivalents, beginning of period	218,435	243,000
Cash and cash equivalents, end of period	\$ 192,554	\$ 194,592
<b>Supplemental disclosure</b>		
Non-cash financing activities:		
Property, plant and equipment purchased on accounts payable	\$ (1,925)	\$ (18,963)

The accompanying notes are an integral part of these condensed consolidated financial statements.

**DIODES INCORPORATED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

**NOTE 1 – Nature of Operations, Basis of Presentation and Recently Issued Accounting Pronouncements**

**Nature of Operations**

Diodes Incorporated, together with its subsidiaries (collectively, the “Company,” “we” or “our”), (Nasdaq: DIOD), is a leading global manufacturer and supplier of high-quality, application-specific standard products within the broad discrete, logic, analog and mixed-signal semiconductor markets. We serve the consumer electronics, computing, communications, industrial, and automotive markets. Our 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. Our corporate headquarters and Americas’ sales office are located in Plano, Texas and Milpitas, California. Design, marketing, and engineering centers are located in Plano; Taipei; Taoyuan City and Zhubei City, Taiwan; Manchester, England; and Neuhaus, Germany. Our wafer fabrication facilities are located in Kansas City, Missouri and Manchester, with an additional facility located in Shanghai, China. We have 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.

**Basis of Presentation**

The condensed consolidated financial data at December 31, 2015 is derived from audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission (“SEC”) on March 11, 2016 (“Form 10-K”). The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q. They do not include all information and footnotes necessary for a fair presentation of financial position, operating results and cash flows in conformity with GAAP for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes contained in our Form 10-K. All significant intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, all adjustments (consisting of normal recurring adjustments and accruals) considered necessary for a fair presentation of the operating results for the period presented have been included in the interim period. Operating results for the three and six months ended June 30, 2016 are not necessarily indicative of the results that may be expected for other interim periods or the year ending December 31, 2016.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates. As permitted under GAAP, interim accounting for certain expenses, including income taxes, are based on full year forecasts. For interim financial reporting purposes, income taxes are recorded based upon estimated annual effective income tax rates taking into consideration discrete items occurring in a quarter. Dollar amounts and share amounts are presented in thousands, except per share amounts, unless otherwise noted. Certain prior year’s balances have been reclassified to conform to the current financial statement presentation.

**Recently Issued Accounting Pronouncements**

The Financial Accounting Standards Board (“FASB”) issued the following Accounting Standards Updates (“ASU”) which could have potential impact to the Company’s financial statements:

ASU No. 2015-03, *Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Cost* (“ASU 2015-03”). This standard requires that costs associated with the issuance of debt previously recorded as deferred assets on the balance sheet now are reported as a direct reduction of the related debt balance. This standard is effective for interim and annual periods beginning January 1, 2016, but early adoption is permitted. We adopted this standard in the first quarter of 2016 and applied the standard retrospectively to all prior periods presented. The adoption of ASU 2015-03 resulted in a \$2.2 million retrospective reduction of both our other assets and long-term notes payable, net of current portion, as of December 31, 2015. Adoption of this standard had no impact on the consolidated statements of operations.

ASU No. 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments* (“ASU 2015-16”). This standard eliminates the requirement for an acquirer to retrospectively adjust the financial statements for measurement-period adjustments that occur in periods after a business combination is consummated. These changes became effective for fiscal years beginning after December 31, 2015. We adopted this standard in the first quarter of 2016 and had adjustments to the previously reported fair values

recorded related to the Pericom transaction. See Note 11 for additional information related to these adjustments. Adoption of this standard had no impact on the consolidated statements of operations.

**NOTE 2 – Earnings per Share**

Earnings per share (“EPS”) are calculated by dividing net income attributable to common stockholders by the weighted-average number of shares of Common Stock outstanding during the period. Diluted EPS are calculated similarly but includes potential dilution from the exercise of stock options and stock awards, except when the effect would be anti-dilutive. A total of 1.9 million and 1.0 million options and stock awards outstanding during the three month ended June 30, 2016 and 2015, respectively, and 1.9 million and 1.0 million options and stock awards during six months ended June 30, 2016 and 2015, respectively, were excluded from the calculation because the effect was anti-dilutive.

The table below sets forth the reconciliation between net income and the weighted average shares outstanding used for calculating basic and diluted EPS for the three months and six ended June 30, 2016 and 2015:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
<b>Earnings (numerator)</b>				
Net income attributable to common stockholders	\$ 5,752	\$ 15,078	\$ 4,019	\$ 26,210
<b>Shares (denominator)</b>				
Weighted average common shares outstanding (basic)	48,383	48,076	48,336	47,872
Dilutive effect of stock options and stock awards outstanding	1,117	1,174	1,044	1,219
Adjusted weighted average common shares outstanding (diluted)	49,500	49,250	49,380	49,091
<b>Earnings per share attributable to common stockholders</b>				
Basic	\$ 0.12	\$ 0.31	\$ 0.08	\$ 0.55
Diluted	\$ 0.12	\$ 0.31	\$ 0.08	\$ 0.53

**NOTE 3 – Inventories**

The table below sets forth inventories which are stated at the lower of cost or market value:

	June 30, 2016		December 31, 2015	
Raw materials	\$	87,588	\$	86,103
Work-in-progress		42,922		46,061
Finished goods		79,365		70,668
Total	\$	209,875	\$	202,832



**NOTE 4 – Goodwill and Intangible Assets**

The table below sets forth the changes in goodwill:

Balance at December 31, 2015	\$	132,913
Pericom measurement period adjustments (See Note 11)		2,046
Foreign currency translation adjustment		(3,570)
Balance at June 30, 2016	\$	<u>131,389</u>

The table below sets forth the value of intangible assets, other than goodwill:

	<u>June 30, 2016</u>	<u>December 31, 2015</u>
<b>Intangible assets subject to amortization:</b>		
Gross carrying amount	\$ 232,047	\$ 232,047
Accumulated amortization	(59,030)	(48,828)
Foreign currency translation adjustment	(8,194)	(7,725)
Total	<u>164,823</u>	<u>175,494</u>
<b>Intangible assets with indefinite lives:</b>		
Gross carrying amount	21,703	21,703
Foreign currency translation adjustment	(1,023)	(788)
Total	<u>20,680</u>	<u>20,915</u>
Total intangible assets, net	\$ <u>185,503</u>	\$ <u>196,409</u>

Amortization expense related to intangible assets subject to amortization was approximately \$5.2 million and \$10.3 million for the three and six months ended June 30, 2016, respectively. Amortization expense related to intangible assets subject to amortization was approximately \$1.9 million and \$3.8 million for the three and six months ended June 30, 2015, respectively.

**NOTE 5 – Income Tax Provision**

Income tax expense for the three and six months ended June 30, 2016 was \$2.4 million and \$1.8 million, respectively. Income tax expense for the three and six months ended June 30, 2015 was \$5.4 million and \$9.6 million, respectively, resulting in an effective income tax rate of 27.3% for the six months ended June 30, 2016, compared to 25.8% for the same period last year. The effective tax rate for the six months ended June 30, 2016 includes an immaterial benefit for various discrete items. The Company's effective tax rates for the three months ended June 30, 2016 and 2015 were lower than the U.S. statutory rate of 35%, principally from the impact of income from lower-taxed jurisdictions.

For the six months ended June 30, 2016, the Company reported domestic and foreign pre-tax (loss)/income of approximately \$(4.6) million and \$11.4 million, respectively. Funds repatriated from foreign subsidiaries to the U.S. may be subject to federal and state income taxes. The Company intends to permanently reinvest overseas all of its earnings from its foreign subsidiaries, except to the extent such undistributed earnings have previously been subject to US tax; accordingly, deferred U.S. taxes are not recorded on undistributed foreign earnings.

The impact of tax holidays decreased our tax expense by approximately \$2.1 million for the six months ended June 30, 2016 and \$2.0 million for the six months ended June 30, 2015. The benefit of the tax holidays on both basic and diluted earnings per share for both the six months ended June 30, 2016 and 2015 was approximately \$0.04.

The Company files income tax returns in the U.S. federal jurisdiction and in various state and foreign jurisdictions. The Company is no longer subject to U.S. federal income tax examinations by tax authorities for tax years before 2007, or for the 2010 tax year. The Company is no longer subject to China income tax examinations by tax authorities for tax years before 2005. With respect to state and local jurisdictions and countries outside of the U.S. (other than China), with limited exceptions, the Company is no longer subject to income tax audits for years before 2006. Although the outcome of tax audits is always uncertain, the Company believes that adequate amounts of tax, interest and penalties, if any, have been provided for in the Company's reserve for any adjustments that may result from tax audits. The Company recognizes accrued interest and penalties related to unrecognized tax benefits in interest expense. As of June 30, 2016, the gross amount of unrecognized tax benefits was approximately \$27.8 million.

It is reasonably possible that the amount of the unrecognized benefit with respect to certain of the Company's unrecognized tax positions will significantly increase or decrease within the next 12 months. At this time, an estimate of the range of the reasonably possible outcomes cannot be made.

#### NOTE 6 – Share-Based Compensation

The table below sets forth the line items where share-based compensation expense was recorded for the three and six months ended June 30, 2016 and 2015:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Cost of goods sold	\$ 236	\$ 122	\$ 437	\$ 245
Selling, general and administrative	3,632	3,389	7,336	6,594
Research and development	693	364	1,307	716
Total share-based compensation expense	\$ 4,561	\$ 3,875	\$ 9,080	\$ 7,555

The table below sets forth share-based compensation expense by type for the three and six months ended June 30, 2016 and 2015:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Stock options	\$ 420	\$ 693	\$ 908	\$ 1,483
Share grants	4,141	3,182	8,172	6,072
Total share-based compensation expense	\$ 4,561	\$ 3,875	\$ 9,080	\$ 7,555

**Stock Options.** Stock options generally vest in equal annual installments over a four-year period and expire eight years after the grant date. Stock option expense was estimated on the date of grant using the Black-Scholes-Merton option pricing model.

There were no cash proceeds received from stock option exercises during the six months ended June 30, 2016.

The table below sets forth a summary of stock option activity for the six months ended June 30, 2016:

Stock Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at January 1, 2016	2,063	\$ 23.03	3.9	\$ 4,111
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited or expired	(209)	22.39	-	-
Outstanding at June 30, 2016	1,854	\$ 23.10	3.8	\$ 1,015
Exercisable at June 30, 2016	1,776	\$ 22.86	3.7	\$ 1,014

The aggregate intrinsic value in the table above is before applicable income taxes and represents the amount option holders would have received if all options had been exercised on the last business day of the period indicated, based on our closing stock price.

As of June 30, 2016, total unrecognized share-based compensation expense related to unvested stock options, net of estimated forfeitures, was approximately \$1.8 million, before income taxes, and is expected to be recognized over a weighted average period of approximately one year.

**Share Grants.** Restricted stock awards and restricted stock units generally vest in equal annual installments over a four-year period.

The table below sets forth a summary of restricted stock awards and restricted stock units for the six months ended June 30, 2016:

<u>Share Grants</u>	<u>Shares</u>	<u>Weighted Average Grant- Date Fair Value</u>	<u>Aggregate Intrinsic Value</u>
Non-vested at January 1, 2016	2,679	\$ 23.51	\$ 61,247
Granted	260	19.31	-
Vested	(438)	17.66	8,869
Forfeited	(46)	20.19	-
Non-vested at June 30, 2016	<u>2,455</u>	\$ 21.48	\$ 46,128

As of June 30, 2016, total unrecognized share-based compensation expense related to non-vested restricted stock awards and restricted stock units, net of estimated forfeitures, was approximately \$41.0 million, before income taxes, and is expected to be recognized over a weighted average period of approximately three years.

#### NOTE 7 – Segment Information and Enterprise-Wide Disclosure

For financial reporting purposes, we operate in a single segment, standard semiconductor products, through our various manufacturing and distribution facilities. We aggregate our products because the products are similar and have similar economic characteristics, use similar production processes and share the same customer type. Our primary operations include operations in Asia, North America and Europe.

The tables below set forth net sales based on the location of subsidiaries producing the net sales:

<u>Three Months Ended June 30, 2016</u>	<u>Asia</u>	<u>North America</u>	<u>Europe</u>	<u>Consolidated</u>
Total sales	\$ 222,055	\$ 29,251	\$ 42,771	\$ 294,077
Intercompany elimination	(37,190)	(4,630)	(15,612)	(57,432)
Net sales	<u>\$ 184,865</u>	<u>\$ 24,621</u>	<u>\$ 27,159</u>	<u>\$ 236,645</u>

<u>Three Months Ended June 30, 2015</u>	<u>Asia</u>	<u>North America</u>	<u>Europe</u>	<u>Consolidated</u>
Total sales	\$ 202,731	\$ 39,921	\$ 45,115	\$ 287,767
Intercompany elimination	(30,718)	(17,402)	(20,194)	(68,314)
Net sales	<u>\$ 172,013</u>	<u>\$ 22,519</u>	<u>\$ 24,921</u>	<u>\$ 219,453</u>

<u>As of and for the Six Months Ended June 30, 2016</u>	<u>Asia</u>	<u>North America</u>	<u>Europe</u>	<u>Consolidated</u>
Total sales	\$ 431,805	\$ 61,109	\$ 83,050	\$ 575,964
Intercompany elimination	(70,040)	(15,664)	(30,877)	(116,581)
Net sales	<u>\$ 361,765</u>	<u>\$ 45,445</u>	<u>\$ 52,173</u>	<u>\$ 459,383</u>
Property, plant and equipment, net	<u>\$ 350,143</u>	<u>\$ 58,723</u>	<u>\$ 16,311</u>	<u>\$ 425,177</u>
Total assets	<u>\$ 951,290</u>	<u>\$ 417,922</u>	<u>\$ 173,654</u>	<u>\$ 1,542,866</u>

<u>As of and for the Six Months Ended June 30, 2015</u>	<u>Asia</u>	<u>North America</u>	<u>Europe</u>	<u>Consolidated</u>
Total sales	\$ 394,019	\$ 79,162	\$ 88,236	\$ 561,417
Intercompany elimination	(61,557)	(34,042)	(40,184)	(135,783)
Net sales	<u>\$ 332,462</u>	<u>\$ 45,120</u>	<u>\$ 48,052</u>	<u>\$ 425,634</u>
Property, plant and equipment, net	<u>\$ 295,555</u>	<u>\$ 25,600</u>	<u>\$ 20,383</u>	<u>\$ 341,538</u>
Total assets	<u>\$ 894,645</u>	<u>\$ 131,885</u>	<u>\$ 178,654</u>	<u>\$ 1,205,184</u>

## Geographic Information

The tables below set forth the amount of net sales that were derived from (shipped to) customers located in the following countries:

	Net Sales for the Three Months Ended		Percentage of	
	June 30,		Net Sales	
	2016	2015	2016	2015
China	\$ 134,063	\$ 130,216	57%	59%
United States	21,552	21,200	9%	10%
Korea	13,658	17,981	6%	8%
Germany	18,320	16,205	8%	7%
Singapore	11,081	13,515	5%	6%
Taiwan	18,103	7,127	8%	3%
All others (1)	19,868	13,209	7%	7%
Total	\$ 236,645	\$ 219,453	100%	100%

	Net Sales for the Six Months Ended		Percentage of	
	June 30,		Net Sales	
	2016	2015	2016	2015
China	\$ 262,945	\$ 251,983	57%	59%
United States	40,658	41,626	9%	10%
Korea	27,459	35,247	6%	8%
Germany	33,226	31,536	7%	7%
Singapore	23,160	27,690	5%	7%
Taiwan	31,989	11,411	7%	3%
All others (1)	39,946	26,141	9%	6%
Total	\$ 459,383	\$ 425,634	100%	100%

(1) Represents countries with less than 3% of the total net sales each.

## NOTE 8 – Commitments and Contingencies

**Purchase commitments** – As of June 30, 2016, we had approximately \$12.6 million in non-cancelable purchase contracts related to capital expenditures, primarily related to Asia manufacturing facilities.

**Contingencies** – From time to time, we are involved in various legal proceedings that arise in the normal course of business. While we intend to defend any lawsuit vigorously, we presently believe that the ultimate outcome of any current pending legal proceeding will not have any material adverse effect on our financial position, cash flows or operating results. However, litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages, which could impact on our business and operating results for the period in which the ruling occurs or future periods. Based on information available, we evaluate the likelihood of potential outcomes. We record the appropriate liability when the amount is deemed probable and reasonably estimable. In addition, we do not accrue for estimated legal fees and other directly related costs as they are expensed as incurred. Legal proceedings that we believe are material are disclosed below.

On February 20, 2014, a purported stockholder derivative action was filed in the United States District Court for the Eastern District of Texas, entitled *Persson v. Keh-Shew Lu*, Case No. 4:14-cv-00108-RC-ALM (E.D. Tex. filed Feb. 20, 2014), on behalf of the Company against its directors. The complaint did not seek any damages or other relief from the Company. On June 13, 2016, the case was dismissed voluntarily without prejudice.

**NOTE 9 – Employee Benefit Plans***Defined Benefit Plan*

We have a contributory defined benefit plan that covers certain employees in the United Kingdom (“U.K.”). The net pension and supplemental retirement benefit obligations and the related periodic costs are based on, among other things, assumptions regarding the discount rate, estimated return on plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses.

For the three months ended June 30, 2016 and 2015 net periodic benefit costs associated with the defined benefit plan were less than \$0.4 million for both periods. For the six months ended June 30, 2016 and 2015, net periodic benefit costs associated with the defined benefit plan were \$0.1 million and \$0.6 million, respectively.

The tables below set forth the benefit obligation, the fair value of plan assets, and the funded status of our plan:

	<b>Defined Benefit Plan</b>	
<b>Change in benefit obligation:</b>		
Balance at December 31, 2015	\$	145,019
Service cost		143
Interest cost		2,747
Actuarial gain		20,768
Benefits paid		(3,057)
Currency changes		(15,708)
Benefit obligation at June 30, 2016	\$	<u>149,912</u>
<b>Change in plan assets:</b>		
Fair value of plan assets at December 31, 2015	\$	116,385
Actual return on plan assets		18,359
Employer contribution		287
Benefits paid		(3,057)
Currency changes		(12,543)
Fair value of plan assets at June 30, 2016	\$	<u>119,431</u>
Underfunded status at June 30, 2016	\$	<u>30,481</u>

Based on an actuarial study performed as of June 30, 2016, the plan is underfunded and a liability is reflected in our consolidated financial statements as a long-term liability. The weighted-average discount rate assumption used to determine benefit obligations as of June 30, 2016 was 3%.

The following weighted-average assumptions were used to determine net periodic benefit costs for the three months ended June 30, 2016:

Discount rate	4.0%
Expected long-term return on plan assets	6.0%

In the first quarter of 2015, based on the pension deficit, we adopted (as required every three years) an amended payment plan with the trustee of the defined benefit plan in which we will pay approximately GBP 2 million (approximately \$3 million based on a USD:GBP exchange rate of 1.6:1) annually through 2030.)

We also have pension plans in Germany and Asia for which the benefit obligation, fair value of the plan assets and the funded status amounts are deemed immaterial and therefore, are not included in the figures or assumptions above.

*Deferred Compensation*

We maintain a Non-Qualified Deferred Compensation Plan (the “Deferred Compensation Plan”) for executive officers, key employees and members of the Board of Directors. The Deferred Compensation Plan allows eligible participants to defer the receipt of eligible compensation, including equity awards, until designated future dates. We offset our obligations under the Deferred Compensation Plan by investing in the actual underlying investments. These investments are classified as trading securities and are

carried at fair value. At June 30, 2016, these investments totaled approximately \$5.8 million. All gains and losses in these investments are materially offset by corresponding gains and losses in the Deferred Compensation Plan liabilities.

**NOTE 10 – Related Parties**

We conduct business with two related party companies, Lite-On Semiconductor Corporation and its subsidiaries and affiliates (collectively, “LSC”), and Nuvoton Technology Corporation and its subsidiaries and affiliates (collectively, “Nuvoton”). LSC is our largest stockholder, owning approximately 17% of our outstanding Common Stock as of June 30, 2016, and is a member of the Lite-On Group of companies. Raymond Soong, the Chairman of the Board of Directors, is the Chairman of LSC, and is the Chairman of Lite-On Technology Corporation (“LTC”), a significant shareholder of LSC. C.H. Chen, our former President and Chief Executive Officer and currently the Vice Chairman of the Board of Directors, is also Vice Chairman of LSC and a board member of LTC. Dr. Keh-Shew Lu, our President and Chief Executive Officer and a member of our Board of Directors, is a board member of LTC, and a board member of Nuvoton. L.P. Hsu, a member of our Board of Directors serves as a consultant to LTC, and is a supervisor of the board of Nuvoton. We consider our relationships with LSC and Nuvoton to be mutually beneficial, and we plan to continue our strategic alliance with LSC and Nuvoton. We sell semiconductor products to LSC and purchase semiconductor products from LSC for subsequent sale, making LSC one of our largest suppliers. We purchase wafers from Nuvoton that we use in the production of finished goods.

We also conduct business with two significant companies, Keylink International (B.V.I) Inc. and its subsidiaries and affiliates (collectively, “Keylink”), and Chengdu Ya Guang Electronic Company Limited (“Ya Guang”). Keylink is our 5% joint venture partner in our Shanghai assembly and test facilities. In addition, Ya Guang is our 5% joint venture partner in our two Chengdu assembly and test facilities; however, we have no material transactions with Ya Guang. We sell semiconductor products to Keylink and purchase semiconductor products from Keylink for subsequent sale. In addition, our subsidiaries in China lease their manufacturing facilities in Shanghai from, and subcontract a portion of our manufacturing process (metal plating and environmental services) to, Keylink. We also pay a fee to Keylink for consulting services. The aggregate amounts for these services for the three months ended June 30, 2016 and 2015 were approximately \$4.3 million and \$4.8 million, respectively. The aggregate amounts for these services for the six months ended June 30, 2016 and 2015 were approximately \$8.4 million and \$9.2 million, respectively.

The Audit Committee of the Board reviews all related party transactions for potential conflict of interest situations on an ongoing basis, all in accordance with such procedures as the Audit Committee may adopt from time to time.

The table below sets forth sales to, and purchases from, LSC, Nuvoton and Keylink:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
<b>LSC</b>				
Net sales	\$ 157	\$ 82	\$ 277	\$ 387
Purchases	\$ 6,717	\$ 6,944	\$ 11,927	\$ 13,667
<b>Nuvoton</b>				
Purchases	\$ 2,675	\$ 3,311	\$ 5,622	\$ 6,745
<b>Keylink</b>				
Net sales	\$ 2,246	\$ 2,312	\$ 4,157	\$ 4,677
Purchases	\$ 1,575	\$ 2,165	\$ 2,835	\$ 3,681

The table below sets forth accounts receivable from, and accounts payable to, LSC, Nuvoton and Keylink:

	June 30, 2016	December 31, 2015
Accounts receivable		
LSC	\$ 135	\$ 55
Keylink	6,620	4,112
	<u>\$ 6,755</u>	<u>\$ 4,167</u>
Accounts payable		
LSC	\$ 5,093	\$ 2,845
Nuvoton	1,342	1,477
Keylink	5,546	5,147
	<u>\$ 11,981</u>	<u>\$ 9,469</u>

**NOTE 11 – Pericom Semiconductor Corporation Acquisition**

During the fourth quarter of 2015, we completed the acquisition of Pericom Semiconductor Corporation (“Pericom”). The effect of the Pericom acquisition is reflected in our audited consolidated financial statements included in our Form 10-K filed with the SEC on March 11, 2016.

During 2016 we have continued to finalize our purchase price allocation during the measurement period and obtained new information related to the assets acquired and liabilities assumed of Pericom. The facts and circumstances existed at the date of acquisition and, if known, would have affected the measurement of the amounts recognized at that date. In accordance with ASC 805, Business Combinations, measurement period adjustments are not included in current earnings, but recognized as of the date of the acquisition with a corresponding adjustment to goodwill resulting from the change in preliminary amounts. As a result, we adjusted the preliminary estimated fair value estimates initially recorded at the acquisition date to reflect these measurement period adjustments. While significant progress was made during the first six months of 2016, the estimated fair values are preliminary and subject to change. The size and breadth of the Pericom acquisition may necessitate the use of the one year measurement period to adequately analyze and assess a number of the factors used in establishing the asset and liability fair values as of the acquisition date including the estimated fair values of (i) fixed assets and inventories, (ii) intangible assets such as trademarks and in process research and development and developed technology and (iii) other assets and liabilities. The final estimates of fair value and related valuation work may also result in changes to amortization periods assigned to the assets. Any potential adjustments made could be material in relation to the preliminary values. A final determination of the estimated fair values of the assets acquired and liabilities assumed has not been completed and the following table is considered preliminary. These measurement period adjustments recorded in the first six months of 2016 had no impact on our condensed consolidated statement of operations.

The table below sets forth the original preliminary fair values determined under the acquisition method as of November 24, 2015, the measurement period adjustments for the six months ended June 30, 2016 and the revised preliminary fair values as of November 24, 2015.

	Preliminary November 24, 2015	Measurement Period Adjustments	Adjusted November 24, 2015
<b>Assets acquired:</b>			
Cash and cash equivalents	\$ 48,806	\$ -	\$ 48,806
Short-term investments	72,537	-	72,537
Accounts receivable	22,740	-	22,740
Inventory	22,488	-	22,488
Prepaid expenses and other current assets	5,793	(1,622)	4,171
Fixed assets	72,210	-	72,210
Intangible assets	156,700	-	156,700
Goodwill	54,304	2,046	56,350
Other long-term assets	16,069	-	16,069
<b>Total assets acquired</b>	<b>\$ 471,647</b>	<b>\$ 424</b>	<b>\$ 472,071</b>
<b>Liabilities assumed:</b>			
Accounts payable	16,925	-	16,925
Accrued liabilities and other	8,818	-	8,818
Income tax payable	1,498	333	1,831
Deferred tax liability	29,077	91	29,168
Other liabilities	12,155	-	12,155
<b>Total liabilities assumed</b>	<b>68,473</b>	<b>424</b>	<b>68,897</b>
<b>Total net assets acquired</b>	<b>\$ 403,174</b>	<b>\$ -</b>	<b>\$ 403,174</b>
<b>Total net assets acquired, net of cash acquired</b>	<b>\$ 354,368</b>	<b>\$ -</b>	<b>\$ 354,368</b>

The following unaudited pro forma consolidated results of operations for the three and six months ended June 30, 2015 has been prepared as if the acquisition of Pericom had occurred at January 1, 2015.

	Three Months Ended		Six Months Ended	
	June 30, 2015		June 30, 2015	
Net revenues	\$	250,017	\$	487,955
Net income attributable to common stockholders	\$	12,674	\$	20,463
Earnings per share - Basic	\$	0.26	\$	0.42
Earnings per share - Diluted	\$	0.25	\$	0.41

The unaudited pro forma consolidated results of operations do not purport to be indicative of the results that would have been obtained if the above acquisition had actually occurred as of the dates indicated or of those results that may be obtained in the future. The unaudited pro forma consolidated results for the three and six months June 30, 2015, exclude \$13.9 million of acquisition related costs and \$8.0 million of costs from Diodes restricted stock grants and change-in-control agreements for Pericom employees, and include additional \$6.1 million of inventory fair value adjustments, additional amortization and depreciation of \$3.3 million and \$6.6 million, respectively, additional interest expense of \$3.4 million and \$5.2 million, respectively, and income tax benefit of \$2.7 million and \$4.0 million, respectively. These unaudited pro forma consolidated results of operations were derived, in part, from the historical consolidated financial statements of Pericom and other available information and assumptions believed to be reasonable under the circumstances.

#### NOTE 12 – Subsequent Event

We currently have a U.S. banking credit facility pursuant to a Credit Agreement (the “Credit Agreement”) dated as of January 8, 2013, as amended, under which we may draw up to \$500 million with the availability of borrowing an additional \$200 million, upon lender approval. Capitalized terms used in this note without definition have the meanings given in the Credit Agreement.

On July 18, 2016, the Company, Diodes International B.V. (the “Foreign Borrower” and, collectively with the Company, the “Borrowers”), and certain subsidiaries of the Company, including Diodes Holding B.V. (“DHBV”), as guarantors, entered into an amendment (the “Amendment”) to the Credit Agreement. Pursuant to the Amendment, DHBV became a Loan Party, and has pledged its assets to secure the Foreign Obligations under the Credit Agreement. The Company has, pursuant to the Credit Agreement, pledged the Equity Interests in DHBV to secure the Obligations (as to 65% of such Equity Interests) and the Foreign Obligations (as to the remaining 35% of such Equity Interests) under the Credit Agreement.



The Amendment allows transfer of interests in the Foreign Borrower, in certain of the Foreign Subsidiaries, and in certain other Subsidiaries of the Company to DHBV in addition to certain other corporate organizational changes and restructuring transactions. The amendment subjects DHBV to a covenant limiting its activities to those of a holding company.

The changes consented to in the Amendment will result in the following: (a) the Company, Diodes Investment Company and Pericom together owning 100% of the Equity Interests in DHBV; (b) DHBV owning 100% of the Equity Interests of the Foreign Borrower and of Diodes Holdings UK Limited ("DHUK"); and (c) the Foreign Borrower owning 100% of the Equity Interests of Pericom Asia Limited and of PSE Technology Corporation.

As amended by the Amendment, the Borrowers under the Credit Agreement continue to be the Company and the Foreign Borrower; Diodes Investment Company, Diodes FabTech Inc. and Pericom continue to be Global Guarantors; and DHBV, DHUK, and Diodes Zetex Limited are Foreign Guarantors.

The Amendment also consents to Investment by the Foreign Borrower in the form of a one-time \$9.0 million interest-bearing loan made by it to Diodes Hong Kong Holding Company Limited, and Investment by the Company in the form of a one-time \$3.0 million interest bearing loan made by it to TF Semiconductor Solutions, Inc., an affiliate of the Company.

The foregoing summary does not purport to be a complete summary of the Amendment and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on July 22, 2016. The other material terms of the Credit Agreement remain unchanged and are described in the Current Reports on Form 8-K filed with the SEC on January 11, 2013, June 24, 2015 and September 3, 2015.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

Except for the historical information contained herein, the matters addressed in this Item 2 constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended and as identified under the heading "Cautionary Statement for Purposes of the "Safe Harbor" Provision of the Private Securities Litigation Reform Act of 1995" herein. Such forward-looking statements are subject to a variety of risks and uncertainties, including those discussed below under the heading "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q, that could cause actual results to differ materially from those anticipated by our management. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made in this Quarterly Report on Form 10-Q are made pursuant to the Act. We undertake no obligation to publicly release the results of any revisions to its forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unexpected events. Unless the context otherwise requires, the words "Diodes," the "Company," "we," "us" and "our" refer to Diodes Incorporated and its subsidiaries.

This management's discussion should be read in conjunction with the management's discussion included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 ("Form 10-K"), previously filed with Securities and Exchange Commission ("SEC") on March 11, 2016.

**Factors Relevant to Our Results of Operations for the Three Months Ended June 30, 2016**

- We continue to experience pressure from customers to reduce the selling price for our products;
- We continued to experience weaker demand in the consumer markets along with weak domestic demand in China, when compared to the second quarter of 2015;
- The second quarter of 2016 included a full quarter of Pericom Semiconductor Corporation ("Pericom");
- We have higher borrowing levels in 2016 compared to 2015, leading to higher interest expense, than in previous periods reflecting the debt incurred to acquire Pericom in the fourth quarter of 2015;
- We expect future improvements in net income to result primarily from increases in sales volume and improvements in product mix, as well as manufacturing cost reduction in order to offset any reduction in the average selling prices of our products. We have released new products for the consumer market and we are beginning to see growth in the virtual reality market.

## Overview

We are a leading global manufacturer and supplier of high-quality, application-specific standard products within the broad discrete, logic, analog and mixed-signal semiconductor markets. For detailed information, see Note 1 – Nature of Operations, Basis of Presentation and Recently Issued Accounting Pronouncements, included in the condensed consolidated financial statements in Item 1 above. Our products are sold primarily throughout Asia, North America and Europe. We believe that our focus on application-specific standard products utilizing innovative, highly efficient packaging and cost-effective process technologies, coupled with our collaborative, customer-focused product development, provides us with a meaningful competitive advantage relative to other semiconductor companies.

## Results of Operations for the Three Months Ended June 30, 2016 and 2015

The following table sets forth the percentage that certain items in the statements of operations bear to net sales.

	Percent of Net Sales	
	Three Months Ended June 30,	
	2016	2015
Net sales	100%	100%
Cost of goods sold	(68)	(68)
Gross profit	32	32
Total operating expenses	27	22
Income from operations	5	10
Total other expense	(1)	-
Income before income taxes and noncontrolling interest	4	10
Income tax provision	(1)	(2)
Net income	3	8
Net income attributable to common stockholders	3	8

The following table and discussion explains in greater detail our consolidated operating results and financial condition for the three months ended June 30, 2016, compared to the three months ended June 30, 2015. This discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto appearing elsewhere in this quarterly report (*in thousands*).

	2016	2015	Increase/ (Decrease)	% Change
Net sales	\$ 236,645	\$ 219,453	\$ 17,192	7.8%
Cost of goods sold	161,828	150,016	11,812	7.9%
Gross profit	74,817	69,437	5,380	7.7%
Total operating expenses	63,540	47,439	16,101	33.9%
Interest income	298	244	54	22.1%
Interest expense	(3,684)	(757)	2,927	386.7%
Loss on securities carried at fair value	-	(125)	125	(100.0%)
Other income (expense)	901	(103)	1,004	974.8%
Total other expense	(2,485)	(741)	1,744	235.4%
Income tax provision	2,396	5,399	(3,003)	(55.6%)

Net sales increased approximately \$17.2 million for the three months ended June 30, 2016, compared to the same period last year. The 7.8% increase in net sales includes approximately \$32.1 million from Pericom in the second quarter of 2016. The decrease in sales excluding Pericom reflects weaker demand in the consumer market along with weak domestic demand in China.

Cost of goods sold increased approximately \$11.8 million for the three months ended June 30, 2016, compared to the same period last year. As a percent of sales, cost of goods sold was constant at 68% for the three months ended June 30, 2016 and the same period last year. Cost of goods sold related to Pericom for the second quarter of 2016 was approximately \$17.2 million. Excluding Pericom, average unit cost increased 6.1% for the three months ended June 30, 2016, compared to the same period last year. Including Pericom, average unit cost increased 16.4% for the three months ended June 30, 2016, compared to the same period last year. For the three months ended June 30, 2016, gross profit increased approximately 7.7% when compared to the same period last year. Gross profit margin for both of the three month periods ended June 30, 2016 and 2015 was 31.6%.

Operating expenses for the three months ended June 30, 2016 increased approximately \$16.1 million, or 33.9%, compared to the same period last year. The increase in operating expense reflects approximately \$15.1 million of operating expenses from Pericom. Selling, general and administrative expenses ("SG&A") increased approximately \$9.5 million due primarily to \$6.8 million of Pericom SG&A recognized in the second quarter of 2016. Research and development expenses ("R&D") increased approximately \$3.4 million due to Pericom R&D expense of \$5.0 million recognized in the second quarter of 2016. Amortization of acquisition related intangibles increased approximately \$3.3 million reflecting the amortization of the intangible assets acquired in the Pericom acquisition. SG&A, as a percentage of sales, was 17.5% and 14.5% for the three months ended June 30, 2016 and 2015, respectively. R&D, as a percentage of sales, was 7.2% and 6.2% for the three months ended June 30, 2016 and 2015, respectively.

Interest income increased for the three months ended June 30, 2016 due to a higher amount of invested funds, reflecting the investments acquired in the Pericom acquisition. The increase in interest expense for the three months ended June 30, 2016 is due to higher levels of borrowing to effect the Pericom acquisition. During the second quarter of 2015, we recognized a gain on the sale of marketable securities that was not repeated in 2016. Other expense for the three months ended June 30, 2016 reflects approximately \$0.7 million of foreign currency gains.

We recognized an income tax expense of approximately \$2.4 million for the three months ended June 30, 2016 and income tax expense of approximately \$5.4 million for the three months ended June 30, 2015. The decrease in income taxes for 2016 compared to 2015 is a result of a decrease in pre-tax book income. Our effective tax rates for the three months ended June 30, 2016 and 2015, excluding immaterial discrete items, were lower than the U.S. statutory tax rate of 35%, principally as a result of income in lower-taxed jurisdictions.

#### Results of Operations for the Six Months Ended June 30, 2016 and 2015

The following table sets forth the percentage that certain items in the statements of operations bear to net sales.

	Percent of Net Sales	
	Six Months Ended June 30,	
	2016	2015
Net sales	100%	100%
Cost of goods sold	70	69
Gross profit	30	31
Total operating expenses	(27)	(22)
Income from operations	3	9
Total other expense	(2)	-
Income before income taxes and noncontrolling interest	1	9
Income tax provision	-	(3)
Net income	1	6
Net income attributable to common stockholders	1	6

The following table and discussion explains in greater detail our consolidated operating results and financial condition for the six months ended June 30, 2016, compared to the six months ended June 30, 2015. This discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto appearing elsewhere in this quarterly report (in thousands).

	2016	2015	Increase/ (Decrease)	% Change
Net sales	\$ 459,383	\$ 425,634	\$ 33,749	7.9%
Cost of goods sold	320,346	292,284	28,062	9.6%
Gross profit	139,037	133,350	5,687	4.3%
Total operating expenses	126,305	94,449	31,856	33.7%
Interest income	754	542	212	39.1%
Interest expense	(6,196)	(1,821)	4,375	240.3%
Loss on securities carried at fair value	-	(54)	(54)	100.0%
Other income (expense)	(535)	(348)	187	53.7%
Total other income (expense)	(5,977)	(1,681)	4,296	255.6%
Income tax provision	1,844	9,586	(7,742)	(80.8%)

Net sales increased approximately \$33.7 million for the six months ended June 30, 2016, compared to the same period last year. The 7.9% increase in net sales includes approximately \$63.8 million from Pericom recognized in 2016. The decrease in sales excluding Pericom reflects weaker demand in the consumer market along with weak domestic demand in China.

Cost of goods sold increased approximately \$28.1 million for the six months ended June 30, 2016, compared to the same period last year. As a percent of sales, cost of goods sold was 69.7% and 68.7% for the six months ended June 30, 2016 and 2015, respectively. Cost of goods sold related to Pericom for the six months ended June 30, 2016 was approximately \$36.5 million. Excluding Pericom, average unit cost increased 8.1% for the six months ended June 30, 2016, compared to the same period last year. Including Pericom, average unit cost increased 19.7% for the six months ended June 30, 2016, compared to the same period last year. For the six months ended June 30, 2016, gross profit increased approximately 4.3% when compared to the same period last year. Gross profit margin for the six month periods ended June 30, 2016 and 2015 was 30.3% and 31.3%, respectively.

Operating expenses for the six months ended June 30, 2016 increased approximately \$31.9 million, or 33.7%, compared to the same period last year. The increase in operating expense reflects approximately \$30.1 million of operating expenses from Pericom. SG&A increased approximately \$17.2 million due primarily to \$13.9 million of Pericom SG&A recognized in 2016. R&D increased approximately \$8.3 million due to Pericom R&D expense of \$9.5 million recognized in 2016. Amortization of acquisition-related intangibles increased approximately \$6.5 million reflecting the amortization of the intangible assets acquired in the Pericom acquisition. SG&A, as a percentage of sales, was 17.6% and 14.9% for the six months ended June 30, 2016 and 2015, respectively. R&D, as a percentage of sales, was 7.7% and 6.3% for the six months ended June 30, 2016 and 2015, respectively.

Interest income increased for the six months ended June 30, 2016 due to a higher amount of invested funds, reflecting the investments acquired in the Pericom acquisition. The increase in interest expense for the six months ended June 30, 2016 is due to higher levels of borrowing to effect the Pericom acquisition. During 2015, we recognized a gain on the sale of marketable securities that was not repeated in 2016.

We recognized an income tax expense of approximately \$1.8 million for the six months ended June 30, 2016 and income tax expense of approximately \$9.6 million for the six months ended June 30, 2015. The decrease in income taxes for 2016 compared to 2015 is a result of a decrease in pre-tax book income. Our effective tax rates for the three months ended June 30, 2016 and 2015, excluding immaterial discrete items, were lower than the U.S. statutory tax rate of 35%, principally as a result of income in lower-taxed jurisdictions.

## Financial Condition

### Liquidity and Capital Resources

Our primary sources of liquidity are cash and cash equivalents, funds from operations and, if necessary, borrowings under our credit facilities. We currently have a U.S. banking credit facility under which we may draw up to \$500 million with the availability of borrowing an additional \$200 million, upon lender approval. The U.S. banking credit facility contains certain financial and non-financial covenants, including, but not limited to, a maximum Consolidated Leverage Ratio, a minimum Consolidated Fixed Charge Coverage Ratio, and restrictions on liens, indebtedness, investments, fundamental changes, dispositions, and restricted payments (including dividends). At June 30, 2016, we had \$410.5 million drawn under the U.S. banking facility. In addition, we have short-term foreign credit facilities with borrowing capacities of approximately \$70.8 million and with \$1.1 million used for import and export guarantees. At June 30, 2016, we also have foreign long-term debt of approximately \$1.6 million. Our primary liquidity requirements have been to meet our inventory and capital expenditure needs and to fund on-going operations. At June 30, 2016 and December 31, 2015, our working capital was \$538.1 million and \$570.9 million, respectively. We expect cash generated by our operations together with existing cash, cash equivalents, short-term investments and available credit facilities to be sufficient to cover cash needs for working capital and capital expenditures for at least the next 12 months.

In July 2016, we amended our U.S. banking facility. For a description of the amendment, see Note 12- "Subsequent Events" in the Notes to Condensed Consolidated Financial Statements.

Capital expenditures for the six months ended June 30, 2016 and 2015 were \$31.0 million and \$65.8 million, respectively. For the first six months of 2016 capital expenditures were approximately 6.7% of our net sales, which is in line with our capital spending target range of 5% to 9% of net sales.

We intend to permanently reinvest overseas all of our earnings from our foreign subsidiaries, except to the extent such undistributed earnings have previously been subject to U.S. tax; accordingly, deferred U.S. taxes are not recorded on undistributed foreign earnings. As of June 30, 2016, our foreign subsidiaries held approximately \$224.8 million of cash, cash equivalents and investments of which approximately \$150.6 million would be subject to a potential tax if repatriated to the U.S. as dividends.

As of June 30, 2016, we had short-term investments totaling \$44.2 million. These investments are highly liquid with maturity dates greater than three months at the date of purchase. We generally can access these investments in a relatively short amount of time but in doing so we generally forfeit all earned and future interest income.

### Share Repurchase Program

During 2015, our Board of Directors ("Board") approved a stock repurchase program. The Board authorized the repurchase of up to an aggregate of \$100.0 million of our outstanding common stock, \$0.66 2/3 par value per share. The share repurchase program is expected to continue through the end of 2019 unless extended or shortened by the Board. Currently there is approximately \$89.0 million available for repurchase of outstanding common stock under this publically announced repurchase program. No shares were repurchased during the six months ended June 30, 2016.

### Discussion of Cash Flow

Our primary source of liquidity is cash flow from operations. Additional sources of liquidity are cash and cash equivalents, short-term investments and our credit facility. Our primary cash and cash equivalents decreased from \$218.4 million at December 31, 2015 to \$192.6 million at June 30, 2016. The primary driver for the decrease in cash and cash equivalents is the accelerated repayment of the debt incurred when the Company acquired Pericom in the fourth quarter of 2015.

The table below sets forth a summary of the condensed consolidated statements of cash flows:

	Six Months Ended June 30,		
	2016	2015	Change
Cash flows from operating activities	\$ 41,860	\$ 52,951	\$ (11,091)
Net cash and cash equivalents used in investing activities	(10,167)	(66,764)	56,597
Net cash and cash equivalents used in financing activities	(57,199)	(33,111)	(24,088)
Effect of exchange rate changes on cash and cash equivalents	(375)	(1,484)	1,109
Net decrease in cash and cash equivalents	\$ (25,881)	\$ (48,408)	\$ 22,527

### ***Operating Activities***

Net cash provided by operating activities for the six months ended June 30, 2016 was \$41.9 million. Net cash flow provided by operating activities resulted from net income of \$4.9 million, depreciation and amortization of \$50.2 million and share-based compensation of \$9.1 million. These cash and cash equivalents provided by operations were partially offset by a decrease in working capital assets of \$22.5 million. Net cash provided by operating activities was \$53.0 million for the same period last year, resulting primarily from \$27.6 million in net income, \$41.2 million in depreciation and amortization, \$7.6 million of non-cash share-based compensation expense and an increase in accounts payable, partially offset by an increase in inventories, prepaid expenses, accrued liabilities and other.

### ***Investing Activities***

Net cash used in investing activities was \$10.2 million for the six months ended June 30, 2016, compared to net cash used in investing activities of \$66.8 million for the same period last year. Net cash used in investing activities was primarily due to the purchase of property, plant and equipment of \$29.1 million partially offset by net funds received from the sale and purchase of short-term investments of \$19.5 million.

### ***Financing Activities***

Net cash used in financing activities was \$57.2 million for the six months ended June 30, 2016, compared to net cash used in financing activities of \$48.4 million in the same period last year. Net cash used in 2016 consisted primarily of repayments on lines of credit and long-term debt. Net cash used in 2015 consisted primarily of repayments on lines of credit and long-term debt, partially offset by advances on lines of credit and proceeds from issuance of common stock.

### **Off-Balance Sheet Arrangements**

We do not have any transactions, arrangements and other relationships with unconsolidated entities that will affect our liquidity or capital resources. We have no special purpose entities that provide off-balance sheet financing, liquidity or market or credit risk support, nor do we engage in leasing, swap agreements, or outsourcing of research and development services, that could expose us to liability that is not reflected on the face of our financial statements.

### **Contractual Obligations**

There have been no material changes in any of our contractual obligations as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed on March 11, 2016.

### **Critical Accounting Policies**

No material changes were made to the Company's critical accounting policies as set forth in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the SEC on March 11, 2016.

### **Recently Issued Accounting Pronouncements**

See Note 1 - Nature of Operations, Basis of Presentation and Recently Issued Accounting Pronouncements of the Notes to Condensed Consolidated Financial Statements, for detailed information regarding the status of recently issued accounting pronouncements.

### **Available Information**

Our Internet address is <http://www.diodes.com>. We make available, free of charge through our Internet website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 ("Exchange Act") as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (the "SEC"). Our website also provides access to investor financial information, including SEC filings and press releases, as well as stock quotes and information on corporate governance compliance.

#### **Cautionary Statement for Purposes of the “Safe Harbor” Provision of the Private Securities Litigation Reform Act of 1995**

Except for the historical information contained herein, the matters addressed in this Quarterly Report on Form 10-Q constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We generally identify forward-looking statements by the use of terminology such as “may,” “will,” “could,” “should,” “potential,” “continue,” “expect,” “intend,” “plan,” “estimate,” “anticipate,” “believe,” or similar phrases or the negatives of such terms. Such forward-looking statements are subject to a variety of risks and uncertainties, including those discussed under “Risks Factors” and elsewhere in this Quarterly Report on Form 10-Q that could cause actual results to differ materially from those anticipated by our management. The Private Securities Litigation Reform Act of 1995 (the “Act”) provides certain “safe harbor” provisions for forward-looking statements. All forward-looking statements made in this Quarterly Report on Form 10-Q are made pursuant to the Act.

All forward-looking statements contained in this Quarterly Report on Form 10-Q are subject to, in addition to the other matters described in this Quarterly Report on Form 10-Q, a variety of significant risks and uncertainties. The following discussion highlights some of these risks and uncertainties. Further, from time to time, information provided by us or statements made by our employees may contain forward-looking information. There can be no assurance that actual results or business conditions will not differ materially from those set forth or suggested in such forward-looking statements as a result of various factors, including those discussed below.

For more detailed discussion of these factors, see the “Risk Factors” discussion in Item 1A of our most recent Annual Report on Form 10-K as filed with the SEC and in Part II, Item 1A of this report. The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date of this report, and we undertake no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

#### **Risk Factors**

##### **RISK RELATING TO THE REFERENDUM OF THE UNITED KINGDOM'S MEMBERSHIP OF THE EUROPEAN UNION**

*The announcement of the Referendum of the United Kingdom's (the “U.K.”) Membership of the European Union (the “E.U.”) (“Brexit”), advising for the exit of the U.K. from the E.U., could cause disruptions to and create uncertainty surrounding our business, including affecting our relationships with our existing and future customers, suppliers and employees, which could have an adverse effect on our business, financial results and operations.*

##### **RISKS RELATED TO OUR BUSINESS**

*The success of our business depends on the strength of the global economy and the stability of the financial markets, and any weaknesses in these areas may have a material adverse effect on our net sales, operating results and financial condition.*

*During times of difficult market conditions, our fixed costs combined with lower net sales and lower profit margins may have a negative impact on our business, operating results and financial condition.*

*Downturns in the highly cyclical semiconductor industry or changes in end-market demand could adversely affect our operating results and financial condition.*

*The semiconductor business is highly competitive, and increased competition may harm our business, operating results and financial condition.*

*One of our external suppliers is also a related party. The loss of this supplier could harm our business, operating results and financial condition.*

*Delays in initiation of production at facilities due to implementing new production techniques or resolving problems associated with technical equipment malfunctions could adversely affect our manufacturing efficiencies, operating results and financial condition.*

*We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth and profit margins.*

*Our customers require our products to undergo a lengthy and expensive qualification process without any assurance of product sales and may demand to audit our operations from time to time. A failure to qualify a product or a negative audit finding could adversely affect our net sales, operating results and financial condition.*



*Our customer orders are subject to cancellation or modification usually with no penalty. High volumes of order cancellation or reduction in quantities ordered could adversely affect our net sales, operating results and financial condition.*

*Production at our manufacturing facilities could be disrupted for a variety of reasons, including natural disasters and other extraordinary events, which could prevent us from producing enough of our products to maintain our sales and satisfy our customers' demands and could adversely affect our operating results and financial condition.*

*New technologies could result in the development of new products by our competitors and a decrease in demand for our products, and we may not be able to develop new products to satisfy changes in demand, which would adversely affect our net sales, market share, operating results and financial condition.*

*We may be adversely affected by any disruption in our information technology systems, which could adversely affect our cash flows, operating results and financial condition.*

*We may be subject to claims of infringement of third-party intellectual property rights or demands that we license third-party technology, which could result in significant expense, reduction in our intellectual property rights and a negative impact on our business, operating results and financial condition.*

*We depend on third-party suppliers for timely deliveries of raw materials, manufacturing services, product and process development, parts and equipment, as well as finished products from other manufacturers, and our reputation with customers, operating results and financial condition could be adversely affected if we are unable to obtain adequate supplies in a timely manner.*

*If we do not succeed in continuing to vertically integrate our business, we will not realize the cost and other efficiencies we anticipate, which could adversely affect our ability to compete, our operating results and financial condition.*

*Part of our growth strategy involves identifying and acquiring companies. We may be unable to identify suitable acquisition candidates or consummate desired acquisitions and, if we do make any acquisitions, we may be unable to successfully integrate any acquired companies with our operations, which could adversely affect our business, operating results and financial condition.*

*We are subject to litigation risks, including securities class action litigation, which may be costly to defend and the outcome of which is uncertain and could adversely affect our business and financial condition.*

*We are subject to many environmental laws and regulations that could result in significant expenses and could adversely affect our business, operating results and financial condition.*

*Our products may be found to be defective and, as a result, warranty claims and product liability claims may be asserted against us, which may harm our business, reputation with our customers, operating results and financial condition.*

*We may fail to attract or retain the qualified technical, sales, marketing, finance and management/executive personnel required to operate our business successfully, which could adversely affect our business, operating results and financial condition.*

*We may not be able to achieve future growth, and any such growth may place a strain on our management and on our systems and resources, which could adversely affect our business, operating results and financial condition.*

*Obsolete inventories as a result of changes in demand for our products and change in life cycles of our products could adversely affect our business, operating results and financial condition.*

*If OEMs do not design our products into their applications, our net sales may be adversely affected.*

*We are subject to interest rate risk that could have an adverse effect on our cost of working capital and interest expenses, which could adversely affect our business, operating results and financial condition.*

*We may have a significant amount of debt with various financial institutions worldwide. Any indebtedness could adversely affect our business, operating results, financial condition and our ability to meet payment obligations under such debt.*

*Restrictions in our credit facilities may limit our business and financial activities, including our ability to obtain additional capital in the future.*

*Our business benefits from certain Chinese government incentives. Expiration of, or changes to, these incentives could adversely affect our operating results and financial condition.*

*We operate a global business through numerous foreign subsidiaries, and there is a risk that tax authorities will challenge our transfer pricing methodologies or legal entity structures, which could adversely affect our operating results and financial condition.*

*The value of our benefit plan assets and liabilities is based on estimates and assumptions, which may prove inaccurate and the actual amount of expenses recorded in the consolidated financial statements could differ materially from the assumptions used.*

*Changes in actuarial assumptions for our defined benefit plan could increase the volatility of the plan's asset value, require us to increase cash contributions to the plan and have a negative impact on our cash flows, operating results and financial condition.*

*Certain of our customers and suppliers require us to comply with their codes of conduct, which may include certain restrictions that may substantially increase our cost of doing business as well as have an adverse effect on our operating efficiencies, operating results and financial condition.*

*Compliance with government regulations and customer demands regarding the use of "conflict minerals" may result in increased costs and may have a negative impact on our business, operating results and financial condition.*

*There are risks associated with previous and future acquisitions. We may ultimately not be successful in overcoming these risks or any other problems encountered in connection with acquisitions.*

*If we fail to maintain an effective system of internal controls or discover material weaknesses in our internal control over financial reporting, we may not be able to report our financial results accurately or detect fraud, which could harm our business and the trading price of our Common Stock.*

*Our management certification and auditor attestation regarding the effectiveness of our internal control over financial reporting as of December 31, 2015 excluded the operations of Pericom. If we are not able to integrate Pericom operations into our internal control over financial reporting, our internal control over financial reporting may not be effective.*

*Terrorist attacks, or threats or occurrences of other terrorist activities, whether in the U.S. or internationally, may affect the markets in which our Common Stock trades, the markets in which we operate and our operating results and financial condition.*

*System security risks, data protection breaches, cyber-attacks and other related cybersecurity issues could disrupt our internal operations, and any such disruption could reduce our expected net sales, increase our expenses, damage our reputation and adversely affect our stock price.*

#### **RISKS RELATED TO OUR INTERNATIONAL OPERATIONS**

*Our international operations subject us to risks that could adversely affect our operations.*

*We have significant operations and assets in China, the U.K., Germany, Hong Kong and Taiwan and, as a result, will be subject to risks inherent in doing business in those jurisdictions, which may adversely affect our financial performance and operating results.*

*A slowdown in the Chinese economy could limit the growth in demand for electronic devices containing our products, which would have a material adverse effect on our business, operating results and prospects.  
Economic regulation in China could materially and adversely affect our business, operating results and prospects.*

*We could be adversely affected by violations of the United States' Foreign Corrupt Practices Act, the U.K.'s Bribery Act 2010 and similar worldwide anti-bribery laws.*

*We are subject to foreign currency risk as a result of our international operations.*

*China is experiencing rapid social, political and economic change, which has increased labor costs and other related costs that could make doing business in China less advantageous than in prior years. Increased labor costs in China could adversely affect our business, operating results and financial condition.*

*We may not continue to receive preferential tax treatment in Asia, thereby increasing our income tax expense and reducing our net income.*

*The distribution of any earnings of our foreign subsidiaries to the U.S. may be subject to U.S. income taxes, thus reducing our net income.*

## RISKS RELATED TO OUR COMMON STOCK

*Variations in our quarterly operating results may cause our stock price to be volatile.*

*We may enter into future acquisitions and take certain actions in connection with such acquisitions that could adversely affect the price of our Common Stock.*

*Our directors, executive officers and significant stockholders hold a substantial portion of our Common Stock, which may lead to conflicts with other stockholders over corporate transactions and other corporate matters.*

*We were formed in 1959, and our early corporate records are incomplete. As a result, we may have difficulty in assessing and defending against claims relating to rights to our Common Stock purporting to arise during periods for which our records are incomplete.*

*Non-cash tender offers, debt equity swaps or equity exchanges to consummate our business activities are likely to have the effect of diluting the ownership interest of existing stockholders, including qualified stockholders who receive shares of our Common Stock in such business activities.*

*Anti-takeover effects of certain provisions of Delaware law and our Certificate of Incorporation and Bylaws, may hinder a take-over attempt.*

*Section 203 of Delaware General Corporation Law may deter a take-over attempt.*

*Certificate of Incorporation and Bylaw Provisions may deter a take-over attempt.*

### Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to our market risks as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015, filed on March 11, 2016.

### Item 4. Controls and Procedures.

Our Chief Executive Officer, Keh-Shew Lu, and Chief Financial Officer, Richard D. White, with the participation of our management, carried out an evaluation, as of June 30, 2016, of the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer believe that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures are effective at the reasonable assurance level to ensure that information required to be included in this report is:

- recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms; and
- accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions on required disclosure.

Disclosure controls and procedures, no matter how well designed and implemented, can provide only reasonable assurance of achieving an entity's disclosure objectives. The likelihood of achieving such objectives is affected by limitations inherent in disclosure controls and procedures. These include the fact that human judgment in decision-making can be faulty and that breakdowns in internal control can occur because of human failures such as simple errors, mistakes or intentional circumvention of the established processes.

### Previously Reported Material Weakness; Remediation

Our management previously concluded that our internal control over financial reporting was ineffective as of December 31, 2015 as a result of certain errors in accounting for equity awards and change-in-control agreements related to the Pericom acquisition. We have taken the following steps to improve our internal control over financial reporting related to equity awards and change-in-control agreements in a business combination:

- prepared a work flow document detailing the policies and procedures (and related controls) for future acquisitions;
- committed to hiring external resources at an early stage to prepare and analyze non-routine or complex transactions;
- planned for close oversight and supervision of, and communication with, those external resources; and

- committed to complete and substantive documentation around the review processes in acquisitions for equity awards and change-in-control agreements.

The above changes to remediate the previously reported material weakness over our internal control over financial reporting were implemented during the first quarter of 2016.

**Changes in Controls over Financial Reporting**

There was no change in our internal control over financial reporting, known to our Chief Executive Officer or Chief Financial Officer, that occurred in the three months ended June 30, 2016, which has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings.

See Note 8 - Commitments and Contingencies, of the Notes to Condensed Consolidated Financial Statements for detailed information regarding the status of our lawsuits.

From time to time, we are involved in various legal proceedings that arise in the normal course of business. While we intend to defend any lawsuit vigorously, we presently believe that the ultimate outcome of any current pending legal proceeding will not have any material adverse effect on our financial position, cash flows or operating results. However, litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages, which could impact our business and operating results for the period in which the ruling occurs or future periods.

### Item 1A. Risk Factors.

#### Risk Relating to the Referendum of the United Kingdom's Membership of the European Union

The announcement of the Referendum of the United Kingdom's (the "U.K.") Membership of the European Union (the "E.U.") ("Brexit"), advising for the exit of the U.K. from the E.U., could cause disruptions to and create uncertainty surrounding our business, including affecting our relationships with our existing and future customers, suppliers and employees, which could have an adverse effect on our business, financial results and operations. The Referendum is non-binding; however if passed into law, negotiations would commence to determine the future terms of the U.K.'s relationship with the E.U., including the terms of trade between the U.K. and the E.U. The effects of Brexit will depend on any agreements the U.K. makes to retain access to E.U. markets either during a transitional period or more permanently. The measures could potentially disrupt the markets we serve and the tax jurisdictions in which we operate and adversely change tax benefits or liabilities in these or other jurisdictions, and may cause us to lose customers, suppliers, and employees. In addition, Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the U.K. determines which E.U. laws to replace or replicate.

The announcement of Brexit caused significant volatility in global stock markets and currency exchange rate fluctuations that resulted in the strengthening of the U.S. dollar against foreign currencies in which we conduct business. The strengthening of the U.S. dollar relative to other currencies may adversely affect our results of operations, in a number of ways, including:

- Our international sales are denominated in both the U.S. dollar and currencies other than U.S. dollars. A fluctuation of currency exchanges rates may expose us to gains and losses on non U.S. currency transactions and a potential devaluation of the local currencies of our customers relative to the U.S. dollar may impair the purchasing power of our customer and could cause customers to decrease or cancel orders or default on payment; and
- We translate sales and other results denominated in foreign currency into U.S. dollars for our financial statements. During periods of a strengthening dollar, our reported international sales and earnings could be reduced because foreign currencies may translate into fewer U.S. dollars.

The announcement of Brexit may also create global economic uncertainty, which may cause our customers to closely monitor their costs and reduce their spending budget on our products and services.

Any of these effects of Brexit, among others, could materially adversely affect our business, business opportunities, results of operations, financial condition and cash flows.

Except as otherwise described here, there have been no material changes from the risk factors disclosed in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed on March 11, 2016.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

There were no unregistered sales of the Company's equity securities during the period covered by this report. Currently there is approximately \$89 million available for repurchase of outstanding common stock under a publically announced repurchase program. No shares were repurchased during the second quarter of 2016.

### Item 3. Defaults Upon Senior Securities.

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

Item 6. Exhibits.

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
3.1	Certificate of Incorporation, as amended	10-Q	May 10, 2013	3.1	
3.2	Amended By-laws of the Company as of January 6, 2016	8-K	January 11, 2016	3.1	
4.1	Form of Certificate for Common Stock, par value \$0.66 2/3 per share	S-3	August 25, 2005	4.1	
31.1	Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
31.2	Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1*	Certification Pursuant to 18 U.S.C. 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
32.2*	Certification Pursuant to 18 U.S.C. 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
99.1	Property Lease Agreement, dated July 2016, between Zetex (Chengdu) Electronics Ltd. and Chengdu Yaguang Electronic Co., Ltd.				X
99.2	Property Lease Safety Agreement, dated July 2016, between Zetex (Chengdu) Electronics Ltd. and Chengdu Yaguang Electronic Co., Ltd.				X
101.INS	XBRL Instance Document				X
101.SCH	XBRL Taxonomy Extension Schema				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	XBRL Taxonomy Extension Labels Linkbase				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase				X

\* *A certification furnished pursuant to Item 601 of the Regulation S-K will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.*

PLEASE NOTE: It is inappropriate for investors to assume the accuracy of any covenants, representations or warranties that may be contained in agreements or other documents filed as exhibits to this Quarterly Report on Form 10-Q. In certain instances the disclosure schedules to such agreements or documents contain information that modifies, qualifies and creates exceptions to the representations, warranties and covenants. Moreover, some of the representations and warranties may not be complete or accurate as of a particular date because they are subject to a contractual standard of materiality that is different from those generally applicable to stockholders and/or were used for the purpose of allocating risk among the parties rather than establishing certain matters as facts. Accordingly, you should not rely on the representations and warranties as characterizations of the actual state of facts at the time they were made or otherwise.

**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 thereunto duly authorized.

DIODES INCORPORATED  
(Registrant)

August 9, 2016  
Date

By: /s/ Keh-Shew Lu  
KEH SHEW LU  
President and Chief Executive Officer  
(Principal Executive Officer)

August 9, 2016  
Date

By: /s/ Richard D. White  
RICHARD D. WHITE  
Chief Financial Officer and Secretary  
(Principal Financial Officer)

August 9, 2016  
Date

By: /s/ Brett R. Whitmire  
BRETT R. WHITMIRE  
Corporate Controller  
(Principal Accounting Officer)



**CERTIFICATION  
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, **Keh-Shew Lu**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Diodes Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2016

/s/ Keh-Shew Lu

Keh-Shew Lu  
Chief Executive Officer

**CERTIFICATION  
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, **Richard D. White**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Diodes Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2016

/s/ Richard D. White

Richard D. White  
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the quarterly period ended **June 30, 2016** of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2016

/s/ Keh-Shew Lu

Keh-Shew Lu  
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO 18 U.S.C. 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the quarterly period ended **June 30, 2016** of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 9, 2016

/s/ Richard D. White

Richard D. White  
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be furnished to the Securities and Exchange Commission or its staff upon request.

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## Property Lease Safety Agreement

Party A: Chengdu Yaguang Electronic Co., Ltd.

P q h : Ya ] yen t d B w x r i

In order to strengthen the safety management of the leased property, Party A and Party B mutually agree to specially formulate this Safety Agreement through negotiation. This Safety Agreement is a duplicate of the "Property Lease Contract" and shall bear the same legal effect as it.

### I. Responsibilities of Party A

1. Party A shall not lease out the property to units that are unable to provide the relevant proof of business registration, proof of identity of legal representative and letter of guarantee.

2. Party A must conclude the "Property Lease Contract" and "Safety Agreement" with Party B, and submit them to the safety committee office for filing.

3. Before use, Party A shall communicate the safety precautions with regard to the environment, water, electricity and other vital parts of the leased property to Party B in accordance with the content of this Agreement.

4. Party A shall have the right to regularly conduct safety inspections on the leased property and request for Party B to promptly eliminate any safety hazards discovered. In addition,

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Party A shall actively assist Party B in resolving any safety issues put forward by Party B.

5. Party A must implement safety measures. Where Party A discovers that the lessee has committed or is suspected of criminal behavior, Party A shall promptly report it to the public security authority. Party A shall not harbor or cover up for incriminating proof of business registration, proof of identity of legal representative and letter of guarantee etc.

## II. Responsibilities of Party B

1. Party B shall be responsible for the leased environment and its own daily safety, and shall provide the necessary proof of business registration, proof of identity of legal representative and letter of guarantee etc.

2. Party B is obligated to strengthen its learning and understanding of the relevant safety laws and regulations and safety knowledge, and shall carry out self-management and inspection according to the law.

3. Party B shall carry out inspection and verification on the environment and relevant facilities of the leased property requested by Party A before using it. In case of any problems, Party B shall promptly contact Party A. Once the property is put to use, the environment shall be deemed as safe for use.

4. Where Party B engages in production and business activities in the leased property, Party B must have the necessary saf

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ety conditions, safety facilities and equipment that are compliance with the relevant laws and regulations. and regulations in the industry, and must be equipped with the necessary safety equipment.

5. Party B shall not engage in pornography, gambling, drugs, and other activities that affect public order, and shall not affect the comprehensive management of public security. Upon the discovery of the aforementioned behaviors, Party A shall have the right to prematurely terminate the lease agreement and report it to the relevant department.

6. Party B shall voluntarily accept the inspections and management carried out by public security authorities, fire safety department, safety department, environmental protection department and other departments.

7. Where an accident occurs or personnel are injured due to a violation of the provisions and requirements related to safety management by Party B during the lease period, Party B shall be responsible for handling and resolving the issue in accordance with the law, and the consequences and economic losses incurred shall be borne by Party B.

III. Where an accident occurs or personnel are injured due to Party A's or Party B's failure to implement the content stipulated in the "Safety Agreement", the responsibilities shall be divided according to the relevant provisions of the law, and both parties shall negotiate to resolve the matter based on the law.

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IV. Party A or Party A's supervising department shall have the right to conduct onsite inspections on the property and the implementation of the stipulations in the "Safety Agreement" at any time. Party A shall have the right to point out any safety hazards and request for Party B to rectify it in a timely manner, and the consequences and economic losses thus incurred shall be borne by Party B.

V. Both parties shall handle any matters that are not addressed in this Agreement through negotiation. In the event of a conflict between the content of this Agreement and the laws and regulations, as well as the regulations of the tobacco industry, the relevant regulations of the State or industry shall be implemented.

VI. Two copies shall be made of this Agreement, with Party A holding two copies and Party B holding one copy.

VII. This Agreement shall take effect on the day of signing (affixing of seals).

Signature of Party A (Affix Seal):

/s/Chengdu Yaguang Electronic Co., Ltd.

Signature of Party B (Affix Seal):

/ Z s e / t e x ( C  
(month) (day),  
(year)



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# P r o p e r t y L e a s

( ) Property Lease Contract No.

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**P r o p e r t y L e a s e**

Contracting Parties

Party B (Lessee): *[handwritten:] Zetex (Chengdu) Electronics Ltd.*

Both Party A and Party B hereby conclude this Agreement upon agreeing to the lease of the property stated below through the necessary negotiation, and shall jointly adhere to the terms and conditions started herein.

I. Party A willingly leases out the property located at *[handwritten:] No. 66 [handwritten:] Donghong Road (Street), [handwritten:] Chenghua District* (with a construction area of *[handwritten:] 2,700* square meters and a land use area of *[handwritten:]* square meters) to Party B for its use. The basic condition of the said property is stated in Appendix 1 to this Contract. Party B has sufficient understanding of the property leased out by Party A, and agrees to lease the said property.

II. The monthly rental for the above property defined by Party A and Party B is RMB (in words) *[handwritten:] Eighty-One Thousand, ¥ [handwritten:] 81,000*. The lease term shall last from *[handwritten:] July 1, 2016* to *[handwritten:] June 30, 2018*. The rental shall be calculated on a monthly (quarterly) basis and paid by Party B to Party A *[handwritten:]* days before every month (quarter). Mode of payment: *[handwritten:] Check*

I I I . D u r i n g t h e p e r i o d  
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A , P a r t y A s h a l l b e r e s  
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P a r t y B w a r r a n t s t h a t  
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2 .P a r t y A ' s w r i t t e n c o  
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4 .P a r t y B s h a l l a s s i s t  
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m e d i a t i o n w i t h t h e p r o p  
t h e P e o p l e ' s C o u r t w i t h

X. Both Party A and Party B shall set the lease period.

XI. Other stipulated  
1. [handwritten] with F. [handwritten] property rental of this C  
RMB 2230. - / m  
2. [handwritten] expiration of the con  
5% upon the signing of a new contra  
3.

XII. Both Party A and Party B may co-act on this contract, and the supplementary clauses shall be affixed with seals by both parties.

XIII. This contract shall be signed by both parties.

XIV. This contract is signed by Party A and Party B. [handwritten] A copy of the contract.

Signature of Party A (Affix Seal):  
/s/Chengdu Yaguang Electronic Co., Ltd.

Signature of Party B (Affix Seal):  
/s/ Z e t e x

