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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

May 27, 2014
Date of Report (Date of earliest event reported)

DIODES INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

002-25577
(Commission
File Number)

95-2039518
(IRS Employer
Identification No.)

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

75024
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

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

Executive Compensation

On May 27, 2014, the Compensation Committee of the Board of Directors of the Company, in connection with its annual review of executive compensation, (i) determined the base salaries of the Company's principal executive officer, principal financial officer and three other most highly compensated executive officers effective June 1, 2014 (collectively, the "NEOs") and (ii) granted non-qualified stock options ("NQSOs") and restricted stock units ("RSUs") to such NEOs as follows:

<u>Name and Position</u>	<u>Base Salary</u>	<u>NQSOs (1)</u>	<u>RSUs (1)</u>
Dr. Keh-Shew Lu President and Chief Executive Officer	\$548,000	80,000	80,000
Richard D. White Chief Financial Officer, Secretary and Treasurer	\$332,500	25,000	11,000
Mark A. King Senior Vice President, Sales and Marketing	\$332,500	20,000	10,000
Joseph Liu Senior Vice President, Operations	\$330,000	10,000	10,000
Francis Tang Vice President, Worldwide Discrete Products	\$291,000	10,000	10,000

- (1) The NQSOs and RSUs were granted on May 27, 2014. Such NQSOs are first exercisable, and such RSUs will vest, in four equal annual installments, commencing May 26, 2015 and continuing thereafter on the following three anniversary dates of the first vesting date. The exercise price of the NQSOs is \$27.92, which is the closing price of the Company's common stock on May 27, 2014.

Board Compensation

On May 27, 2014, the Compensation Committee, in connection with its annual review of Board compensation, determined that Board compensation would remain unchanged. For 2014, (i) the annual cash retainer for each non-employee director would be \$80,000; (ii) the additional annual cash retainer for the chairman and all other members of the Audit Committee would be \$20,000 and \$10,000, respectively; and (iii) the annual awards of RSUs to the Chairman of the Board, the Vice Chairman of the Board and all other non-employee directors would be 21,500, 14,700 and 4,300 shares, respectively. The RSUs for 2014 were granted on May 27, 2014 and will vest in four equal annual installments, commencing May 26, 2015 and continuing thereafter on the following three anniversary dates of the first vesting date. There will be no other payments for any director activities, except for reimbursement for all costs and expenses incurred for attendance at Board of Directors' meetings. The Board of Directors of the Company, however, may modify such compensation for each director in the future.

Item 5.07 Submission of Matters to a Vote of Security Holders.**Results of the Annual Meeting**

Diodes Incorporated ("the Company") submitted to a vote of its security holders at its 2014 annual meeting of stockholders on May 27, 2014 for the following matters: (1) the election of seven persons to the Board of Directors, each to serve until the next annual meeting of stockholders and until their respective successors have been elected and qualified; (2) the approval of the Company's executive compensation on an advisory basis; and (3) the ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

1. Election of Directors

The final results of the number of votes cast for and withheld, as well as the number of broker non-votes, as to each nominee for the Board of Directors of the Company are as follows:

C.H. Chen	For:	24,294,359.32
	Withheld:	17,544,362.00
	Broker Non-Votes:	2,699,126.00
Michael R. Giordano	For:	40,086,888.32
	Withheld:	1,751,833.00
	Broker Non-Votes:	2,699,126.00
L.P. Hsu	For:	40,767,701.32
	Withheld:	1,071,020.00
	Broker Non-Votes:	2,699,126.00
Keh-Shew Lu	For:	40,520,766.32
	Withheld:	1,317,955.00
	Broker Non-Votes:	2,699,126.00
Raymond Soong	For:	24,498,889.32
	Withheld:	17,339,832.00
	Broker Non-Votes:	2,699,126.00
John M. Stich	For:	39,782,504.32
	Withheld:	2,056,217.00
	Broker Non-Votes:	2,699,126.00
Michael K.C. Tsai	For:	39,783,910.32
	Withheld:	2,054,811.00
	Broker Non-Votes:	2,699,126.00

2. Approval of Executive Compensation

The final results of the number of votes cast for and against, as well as the number of abstentions and broker non-votes, as to the approval of executive compensation on an advisory basis are as follows:

For:	31,635,541.32
Against:	8,289,850.00
Abstain:	1,913,330.00
Broker Non-Votes:	2,699,126.00

3. Ratification of Appointment of Independent Registered Public Accounting Firm

The final results of the number of votes cast for and against, as well as the number of abstentions and broker non-votes, as to the ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 are as follows:

For:	43,672,571.32
Against:	837,475.00
Abstain:	27,801.00
Broker Non-Votes:	0

Item 7.01 Regulation FD Disclosure.

On May 27, 2014, the Company held its 2014 annual meeting of stockholders. A copy of the presentation slides for the 2014 annual meeting of stockholders is furnished herewith as Exhibit 99.1 to this Report.

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

In the foregoing presentation, the Company utilized financial measures and terms not calculated in accordance with generally accepted accounting principles in the United States ("GAAP") in order to provide stockholders with an alternative method for assessing its operating results in a manner that enables stockholders to more thoroughly evaluate its current performance as compared to past performance. The Company also believes these non-GAAP measures provide stockholders with a more informed baseline for modeling its future financial performance. The Company's management uses these non-GAAP measures for the same purposes. The Company believes that its stockholders should have access to the same set of tools that it uses in analyzing its results. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. See Item 2.02 of the Company's Form 8-K, filed on May 13, 2014, for definitions of the non-GAAP financial measures, together with an explanation of why management uses these measures and why management believes that these non-GAAP financial measures are useful to stockholders, and tables that reconcile the non-GAAP financial measures utilized to GAAP financial measures.

Cautionary Information Regarding Forward-Looking Statements

Except for the historical and factual information contained in the accompanying slides attached as Exhibit 99.1 to this Report, the matters set forth therein are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including, but are not limited to, such factors as may be detailed from time to time in the Company's filings with the United States Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of the presentation slides. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Presentation slides for the 2014 annual meeting of stockholders

SIGNATURES

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

Dated: June 2, 2014

DIODES INCORPORATED

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

Index to Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Presentation slides for the 2014 annual meeting of stockholders



Stockholders' Meeting
Corporate Presentation

May 27, 2014

Safe Harbor Statement

Any statements set forth herein that are not historical facts are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements include, but are not limited to, statements regarding Diodes Incorporated's 2Q 2014 business outlook as of May 8, 2014, which includes the following: expect revenue to increase to a range of \$216 million and \$229 million, or up 2.9 to 9.1 percent sequentially; expect gross margin to be 30.5 percent, plus or minus 2 percent; operating expenses are expected to be approximately 21.8 percent of revenue, plus or minus 1 percent; expect income tax rate to range between 19 and 25 percent, and shares used to calculate EPS for the second quarter are anticipated to be approximately 48.2 million; and other statements identified by words such as "estimates," "expects," "projects," "plans," "will" and similar expressions.

Potential risks and uncertainties include, but are not limited to, such factors as: the possibility that the transaction may not be consummated, including as a result of any of the conditions precedent; the risk that BCD's business will not be integrated successfully into the Company's; the risk that the expected benefits of the acquisition may not be realized, including the realization of the accretive effect of the acquisition; the risk that BCD's standards, procedures and controls will not be brought into conformance within the Company's operation; difficulties coordinating the Company's and BCD's new product and process development, hiring additional management and other critical personnel, and increasing the scope, geographic diversity and complexity of the Company's operations; difficulties in consolidating facilities and transferring processes and know-how; difficulties in reducing the costs of BCD's business; the diversion of our management's attention from the management of our business; Diodes' business and growth strategy; the introduction and market reception to new product announcements; fluctuations in product demand and supply; prospects for the global economy; continued introduction of new products; Diodes' ability to maintain customer and vendor relationships; technological advancements; impact of competitive products and pricing; growth in targeted markets; successful integration of acquired companies and/or assets; Diodes' ability to successfully make additional acquisitions; risks of domestic and foreign operations, including excessive operation costs, labor shortages, higher tax rates and joint venture prospects; unfavorable currency exchange rates; availability of tax credits; Diodes' ability to maintain its current growth strategy or continue to maintain its current performance and loadings in manufacturing facilities; our future guidance may be incorrect; the global economic weakness may be more severe or last longer than Diodes currently anticipate; and other information, including the "Risk Factors," detailed from time to time in filings with the United States Securities and Exchange Commission.

This presentation also contains non-GAAP measures. See the Company's press releases on May 8, 2014 titled, "Diodes Incorporated Reports First Quarter 2014 Financial Results" for detailed information related to the Company's non-GAAP measures and a reconciliation of GAAP net income (loss) to non-GAAP net income (loss).



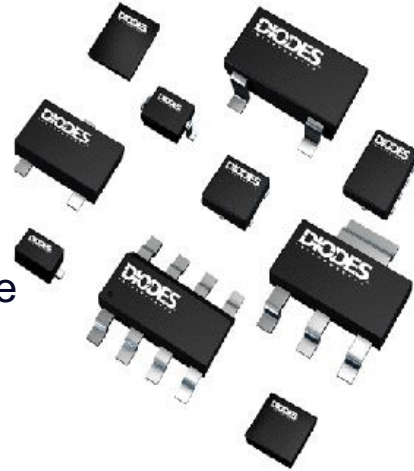
About Diodes Incorporated

A leading global manufacturer and supplier of high-quality **application specific, standard products** within the broad discrete, logic and analog markets, serving the **computing, consumer, industrial,** communications and automotive segments.



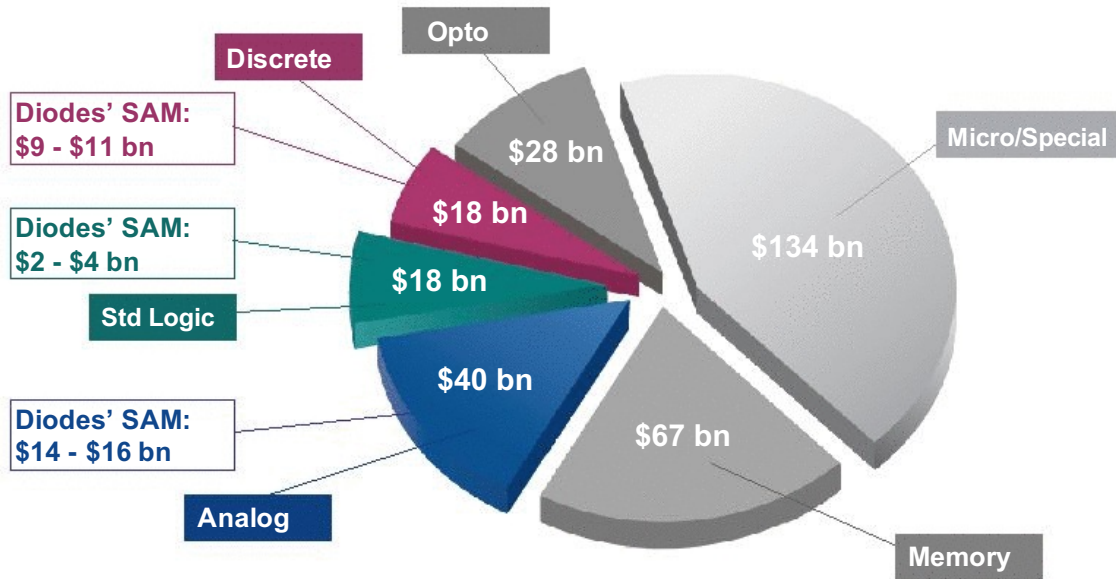
Business Objective

To consistently achieve above-market **profitable growth**, utilizing our innovative and cost-effective **packaging** technology, suited for **high volume, high growth** markets by leveraging process expertise and design excellence to deliver high quality semiconductor products.



Significant Market Opportunity

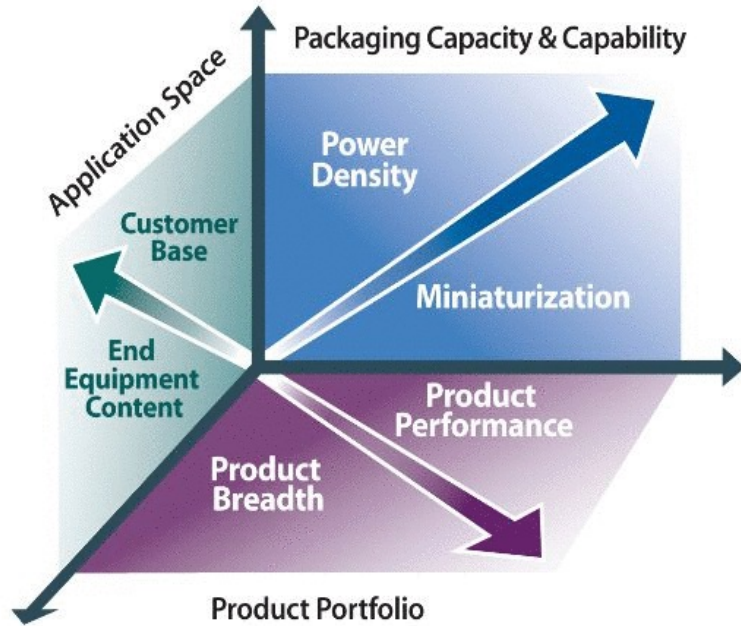
2013 Total Semiconductor Market (\$306 bn)



Diodes Growth Strategy

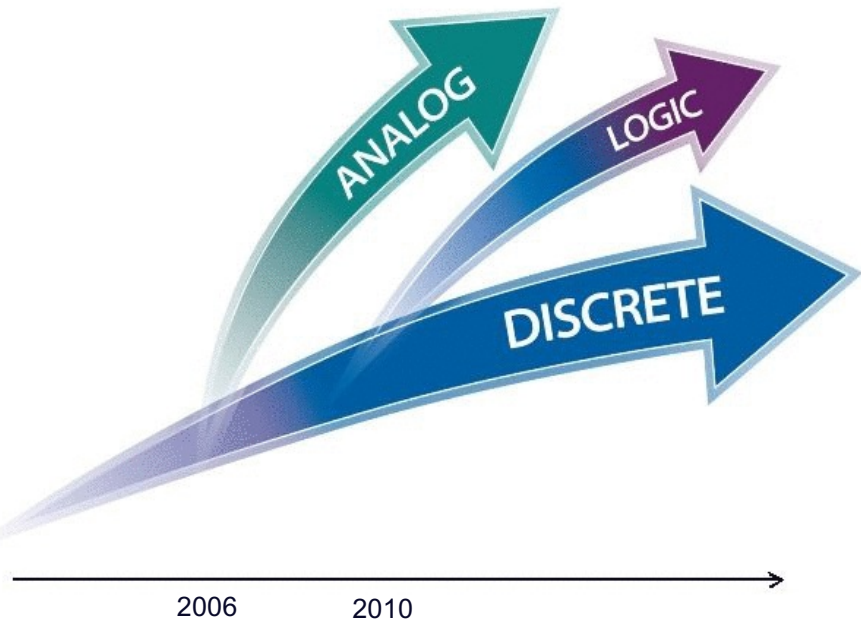
Many Paths for Growth:

- **Product Portfolio**
 - Product arena
 - Product line expansion
 - Performance enhancement
- **Application Space**
 - Targeted end equipment
 - Broad customer base
 - Increased product coverage
- **Packaging Breadth**
 - Broad packaging portfolio
 - Increased power density
 - Small form factor



Product Portfolio Progression

- **Discrete**
 - Diodes
 - MOSFETs
 - Rectifiers
 - Transistors
 - Protection Devices
- **Analog**
 - Power Management
 - Power Switches
 - Standard Linear
 - Sensors
 - LED Drivers
- **Logic**
 - Low Voltage CMOS
 - High Speed CMOS
 - Advanced Ultra-Low Power CMOS



Efficiency, Functionality and Control for Smartphones



Packaging Focus: Miniaturization and Power Efficiency

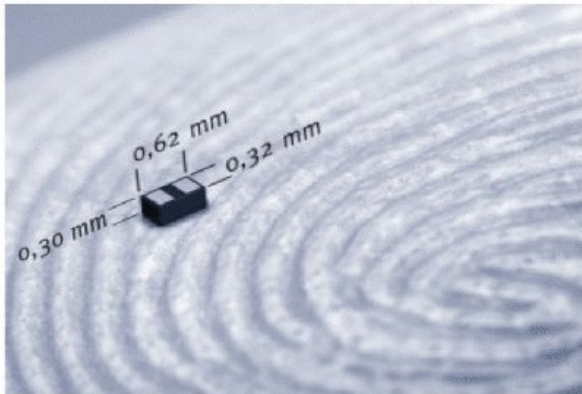
DFN0603-2 	SOD123/323 	TSOT23-3/5/6 	SOIC-8/10 	PM-III 	PD-123/323 	SOLAR PowerDI-5SP 	DFN0808-4 0.35mm Thickness 
DFN0806-3 	SOD-323F 	SOT25/353 	MSOP8/10 	SIP-3/4 	PD-5 	DFN1114-3 Pyramid Stack 	SLP3010N9 
DFN1006-2 	SOT23F 	SOT26/363 	TSSOP8 	SOT223 	Power DI 3333 	WL-CSP 	DFN4030C-12 
0.4mm DFN 	SOT23/523 SC59 	SOT666 	QSOP16/20L 	TO220/263/ ITO220S 	Power DI 5060 	DFN5060-4 Bridge 	QFN 32 pin 
QFN 3-16 pin 	SOT143/SC82 	SOT953/963 	TSSOP14/16 SOIC 14/16 	TO252 	Power DI 3030 Non-expose Pad 	Power DI 4040 Copper + Clip 	E-CSP Flip chip/Wafer Mold 



Packaging Focus: Miniaturization and Power Efficiency

Miniaturization

DFN 0603-2 Possibly the smallest Discrete semiconductor package.



DIODES
INCORPORATED

Power Efficiency

Compared to a TO252, the PowerDI®5 package delivers twice the power density from a 55% smaller footprint.

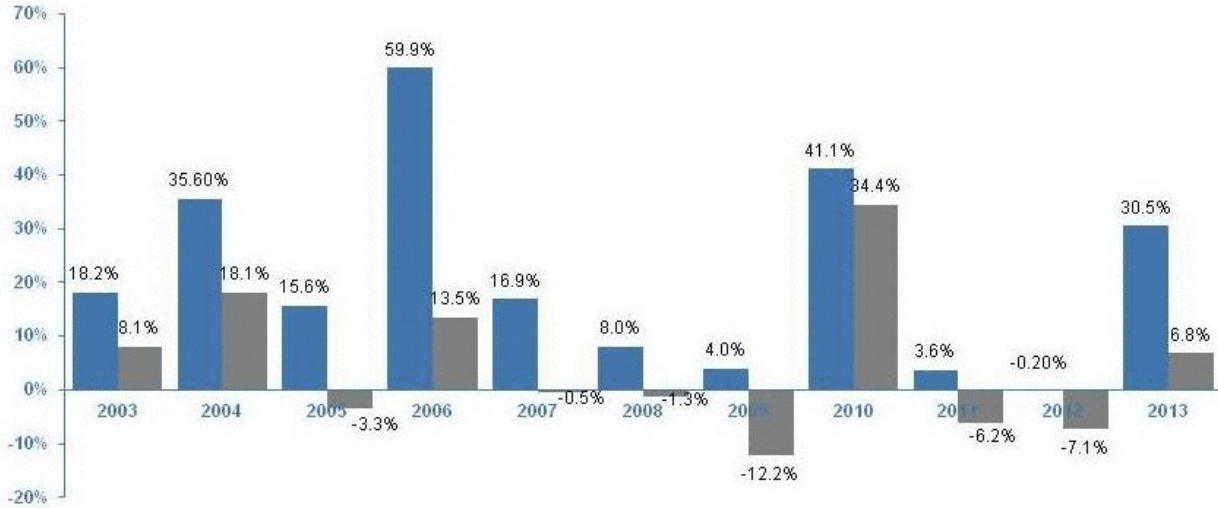


Outperforming the Industry

Annual Revenue Growth Rates

2003 to 2013 Growth

Diodes Inc.: 19.7%
 SAM Industry: 3.81%



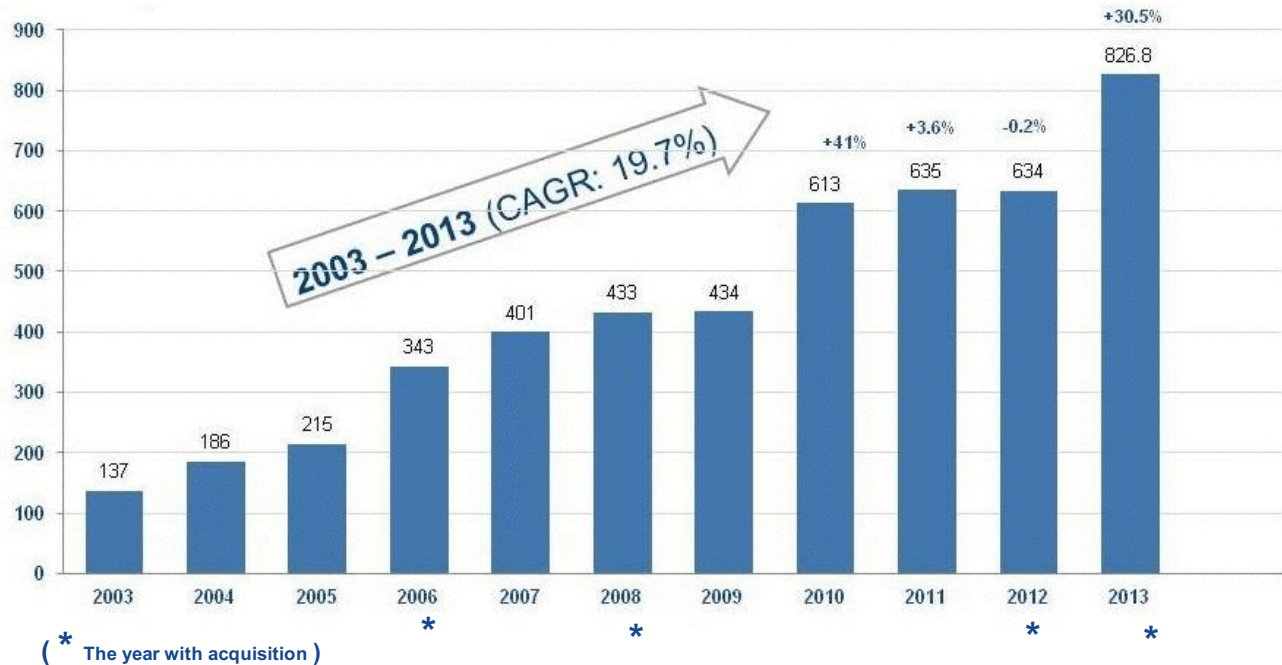
DIODES
 Industry (Discrete + Analog + Logic)

*Acquisition Years



Revenue Growth

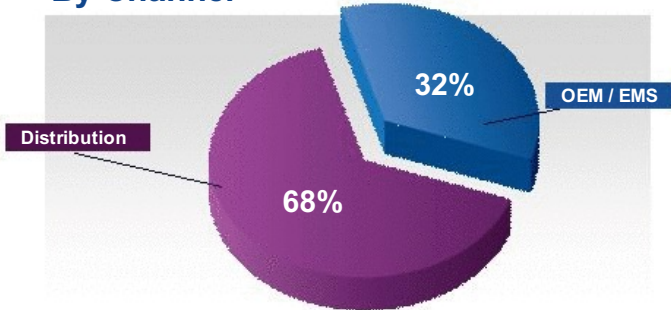
(In millions)



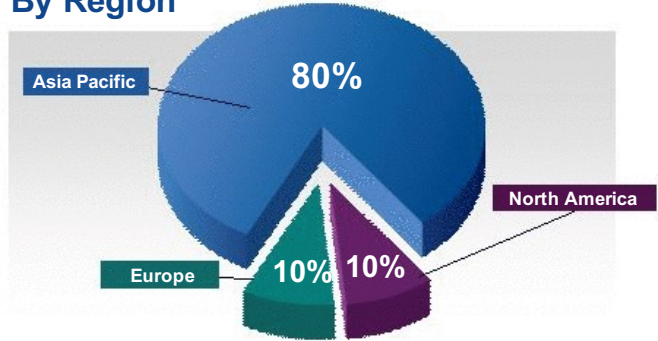
DIODES
INCORPORATED

Revenue Profile – 1Q2014

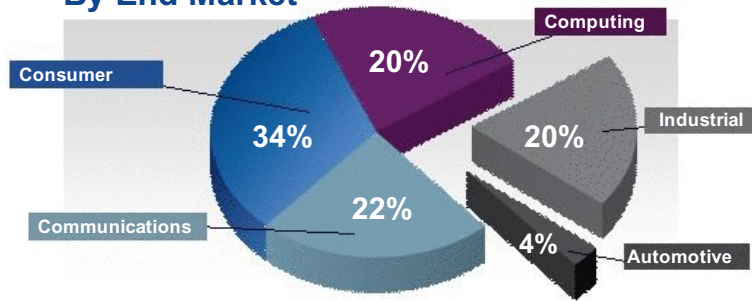
By Channel



By Region



By End Market



First Quarter 2014 Financial Performance

In millions, except per share	1Q13	4Q13	1Q14	Q/Q	Y/Y
Revenue	\$177.0	\$211.0	\$210.0	-\$1.0	\$33.0
Revenue Growth				-0.5%	18.6%
Gross Margin % (GAAP)	26.1%	28.8%	29.3%	50bp	320bp
Gross Profit (GAAP)	\$46.2	\$60.8	\$61.6	\$0.8	\$15.4
Net Income (GAAP)	-\$1.9	\$6.2	\$10.2	\$4.0	\$12.1
Net Income (non-GAAP)	\$7.5	\$11.3	\$12.4	\$1.1	\$4.9
EPS (non-GAAP)	\$0.16	\$0.24	\$0.26	\$0.02	\$0.10
Cash Flow from Operations	\$31.3	\$32.1	\$46.1	\$14.0	\$14.8
EBITDA (non-GAAP)	\$23.1	\$28.9	\$32.8	\$3.9	\$9.7

Balance Sheet

In millions	Dec 31, 2012	Dec 31, 2013	Mar 31, 2014
Cash	\$157	\$197	\$212
Short-term Investments		\$23	\$21
Inventory	\$153	\$180	\$177
Current Assets	\$491	\$650	\$643
Total Assets	\$920	\$1162	\$1141
Long-term Debt	\$ 44	\$ 183	\$ 165
Total Liabilities	\$200	\$419	\$386
Total Equity	\$720	\$744	\$755



Thank you

**Diodes was named one of
the 10 Best Stocks of the
Past 20 Years – March 2012**

Company Contact:

Diodes Incorporated
Laura Mehrl
Director of Investor Relations
P: 972-987-3959
E: laura_mehrl@diodes.com

Investor Relations Contact:

Shelton Group
Leanne K. Sievers
EVP, Investor Relations
P: 949-224-3874
E: lsievers@diodes.com

www.diodes.com