

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**March 5, 2012**  
**Date of Report (Date of earliest event reported)**

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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)**

**002-25577**  
**(Commission  
File Number)**

**95-2039518**  
**(I.R.S. 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)**

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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))

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**Item 7.01. Regulation FD Disclosure.**

On March 5, 2012, a Company representative attended Raymond James 33<sup>rd</sup> Annual Institutional Investors Conference and held a presentation meeting. A copy of the presentation slides is attached 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 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 our operating results in a manner that enables stockholders to more thoroughly evaluate our current performance as compared to past performance. We also believe these non-GAAP measures provide stockholders with a more informed baseline for modeling the Company's future financial performance. Our management uses these non-GAAP measures for the same purpose. We believe that our stockholders should have access to, and that we are obligated to provide, the same set of tools that we use in analyzing our 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 Exhibit 99.1 to the Company's Form 8-K, filed on February 14, 2012 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. In addition, in Exhibit 99.1 to the Company's Form 8-K, filed on February 14, 2012, we have provided tables to 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 exhibits 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 the Company's 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; the Company's 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; the Company's ability to successfully make additional acquisitions; risks of domestic and foreign operations, including excessive operation costs, labor shortages and joint venture prospects; unfavorable currency exchange rates; availability of tax credits; the Company's 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 Company currently anticipate; and other information 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 Raymond James 33rd Annual Institutional Investors Conference in Orlando, Florida on March 5, 2012.

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**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: March 5, 2012

DIODES INCORPORATED

By /s/ Richard D. White

RICHARD D. WHITE

Chief Financial Officer



**Raymond James 33<sup>rd</sup> Annual Institutional Investors  
Conference Orlando, FL**

March 5-6, 2012

# 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.

Potential risks and uncertainties include, but are not limited to, such factors as 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 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 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 release on February 8, 2012 titled, "Diodes Incorporated Reports Fiscal 2011 and Fourth Quarter 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).



## Management Representative



### Dr. Keh-Shew Lu

President and CEO

President and CEO Since 2005  
Director – Diodes 10 years  
Texas Instruments 27 years

#### Experience:

- Senior Vice President of TI Worldwide Analog and Logic
- Senior Vice President of TI Worldwide Memory
- President of Texas Instruments – Asia

#### Education:

- Master's Degree and Doctorate in Electrical Engineering  
Texas Tech University
- Bachelor's Degree in Engineering  
National Cheng Kung University - Taiwan



# Company Representative

## Laura Mehrl

Director of Investor Relations

Since May 2010

### Experience:

- Director of Investor Relations, Diodes Incorporated, Plano, Texas
- Senior Business Development Manager, STMicroelectronics, Carrollton, Texas
- Sales Director for Analog Devices Inc., Shanghai, China
- Product Marketing Manager at Texas Instruments (TI), Dallas, Texas
- Senior Engineer at Lattice Semiconductor Inc., Hillsboro, Oregon
- Wafer fab design engineer and product engineer at TI, Lubbock, Texas

### Education:

- MBA with concentration in International Marketing, Texas Tech University
- BS in Electrical and Computer Engineering, University of Iowa





## About Diodes Incorporated

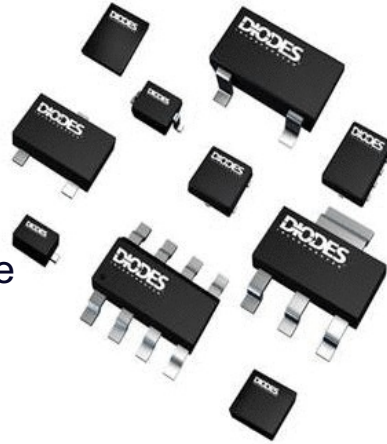
A leading global manufacturer and supplier of high-quality **application specific, standard products** within the broad discrete, logic and analog markets, serving the **computing, consumer, industrial,** communications and automotive segments.





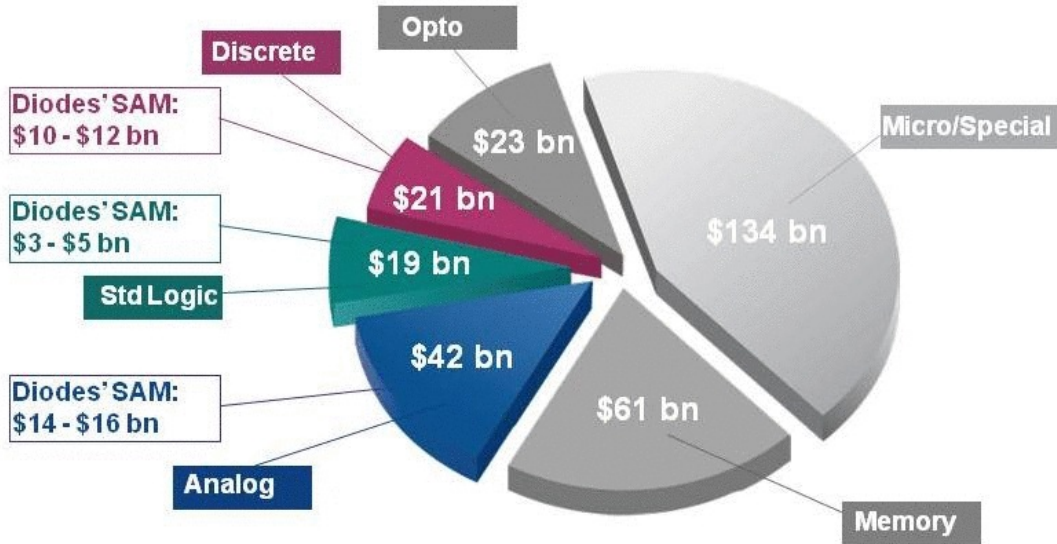
## Business Objective

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

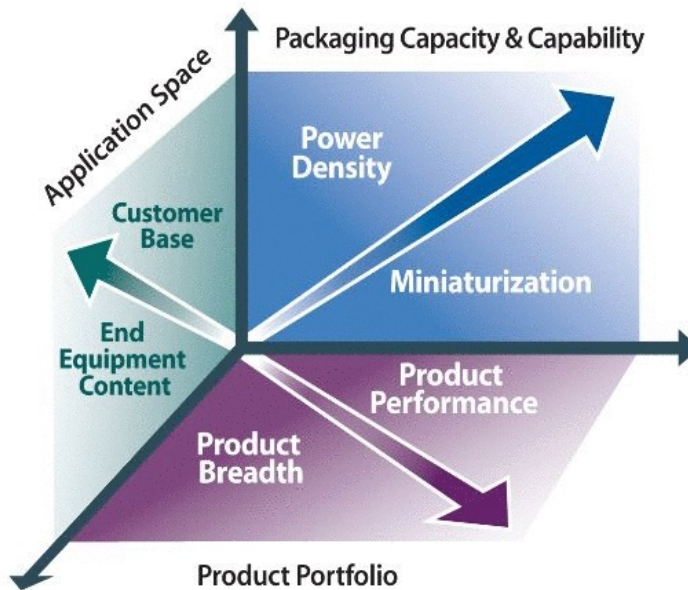
2011 Total Semiconductor Market (\$300 bn)



# Diodes Growth Strategy

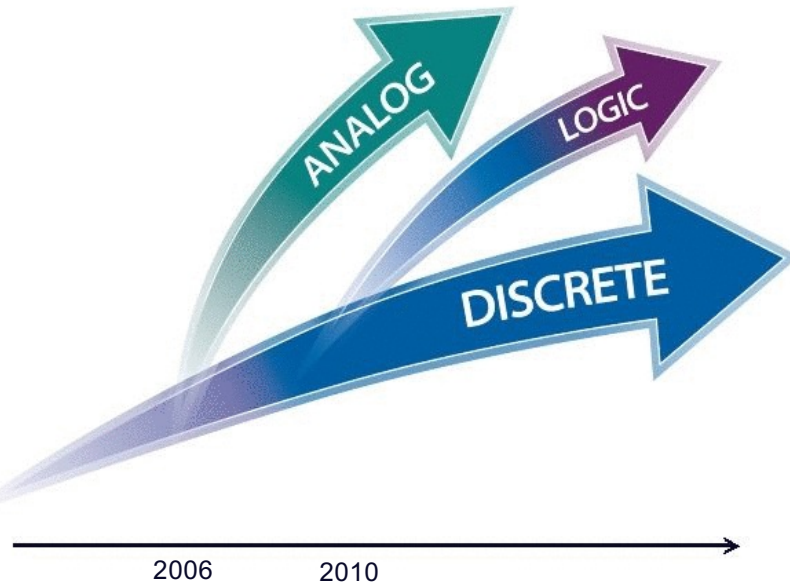
## Many Paths for Growth:

- Product portfolio
  - Product arena
  - Product line expansion
  - Performance enhancement
- Application space
  - Targeted end equipments
  - 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



## Performance Enhancement



Diodes' product upgrade has expanded our SAM

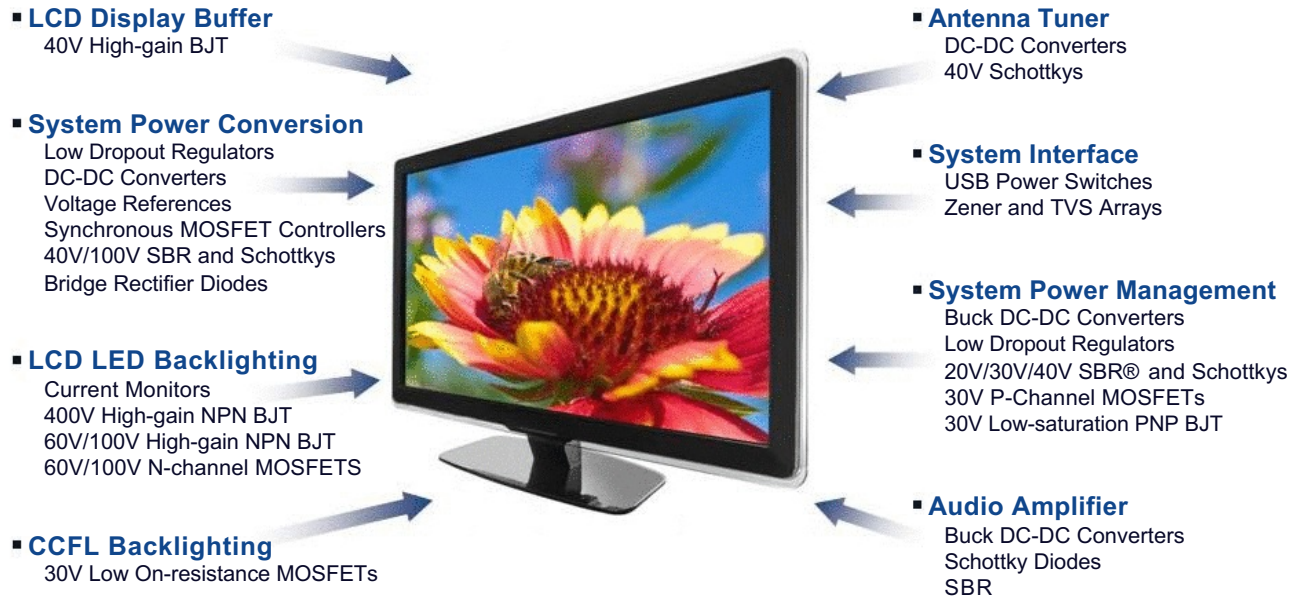




## Efficiency, Functionality and Control for Smart Phones



## Strong Relationships Drive LCD/LED TV Product Roadmaps

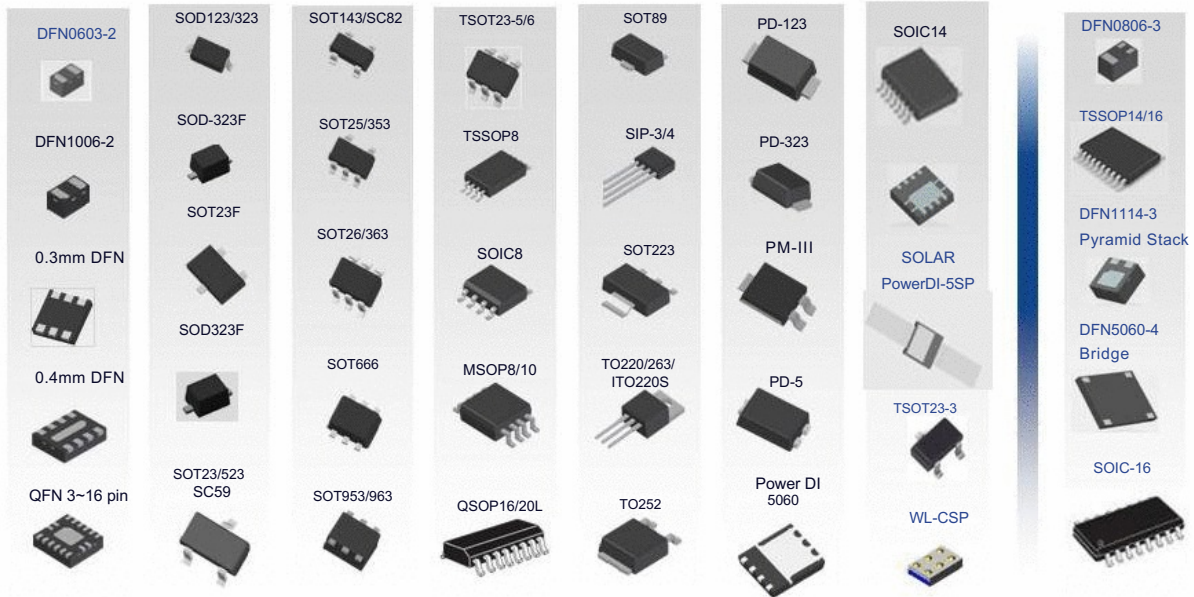




## Product Breadth and Performance for Computing Platforms



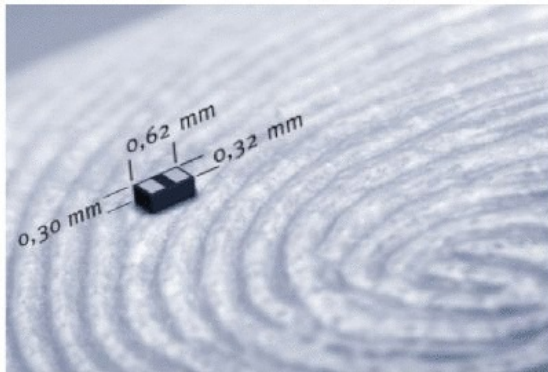
# Packaging Focus: Miniaturization and Power Efficiency



## 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.



# Efficient Manufacturing + Superior Processes

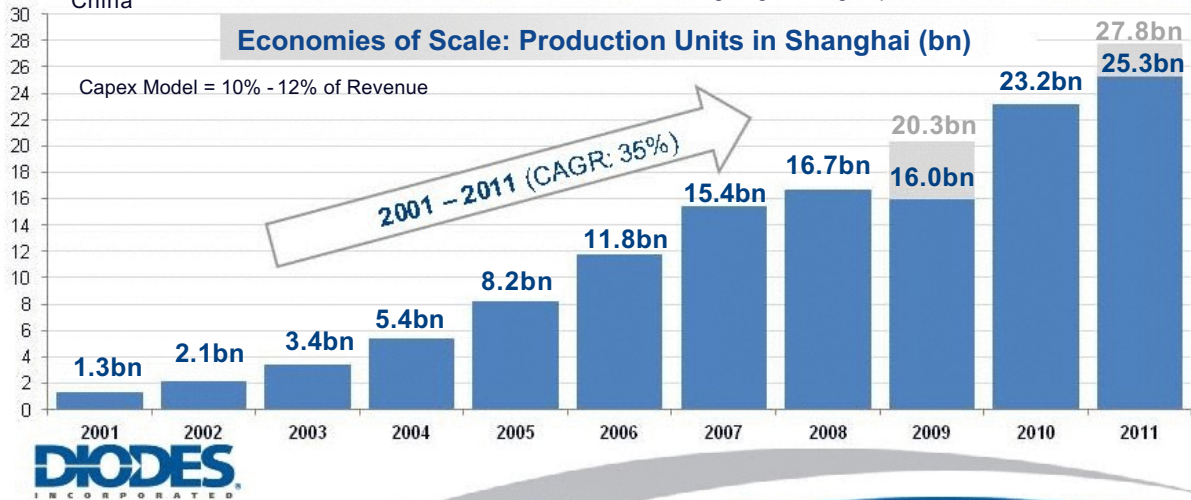
## Packaging

- Shanghai-based packaging with capacity approximately 28 billion units
- Flexible and optimized manufacturing process = low packaging cost
- Additional packaging facilities in Neuhaus, Germany and JV in Chengdu, China



## Wafer Fabs

- Bipolar process technology for discrete and ICs
- High volume 5" and 6" wafer fab in Kansas City, Missouri for discretes
- 6" Wafer fab in Oldham, United Kingdom
- Strong engineering capabilities





# Collaborative Customer Relationships



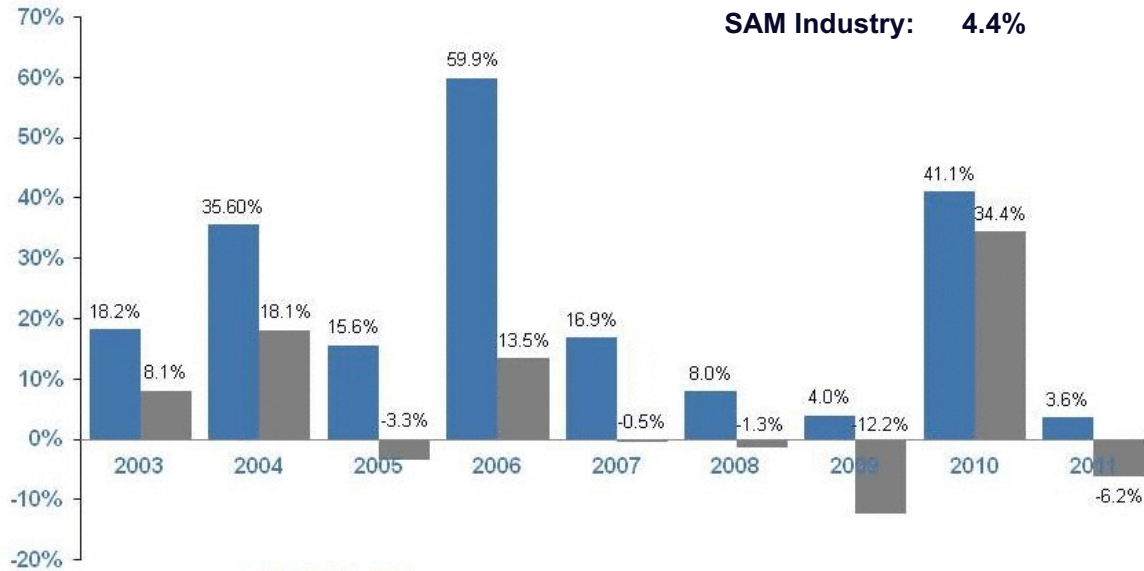
# Outperforming the Industry

## Annual Revenue Growth Rates

## 2003 to 2011 Growth

Diodes Inc.: 21 %

SAM Industry: 4.4%

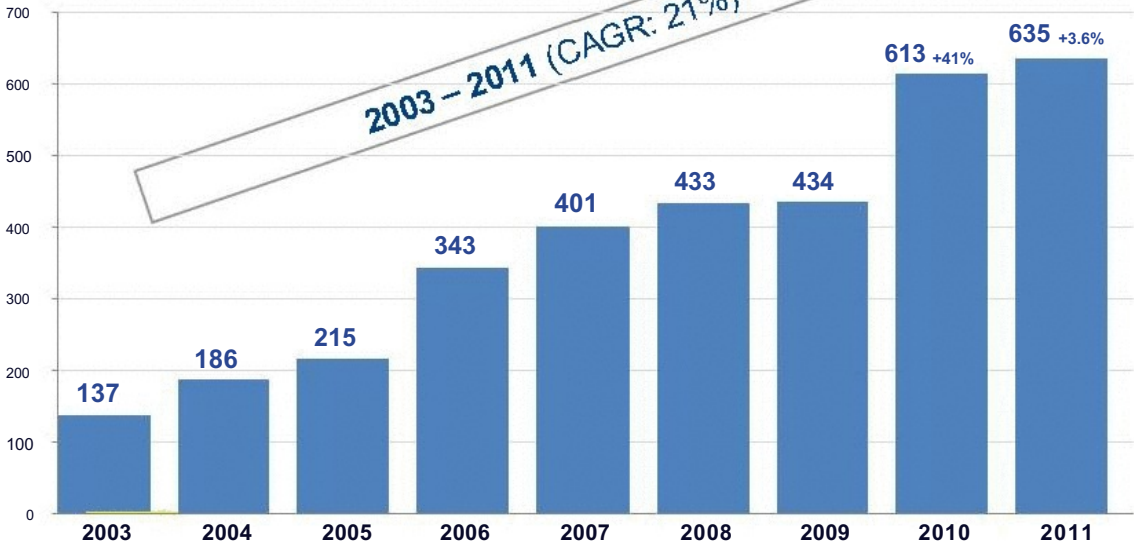


Industry (Discrete + Analog)

\*Acquisition Years

# Revenue Growth

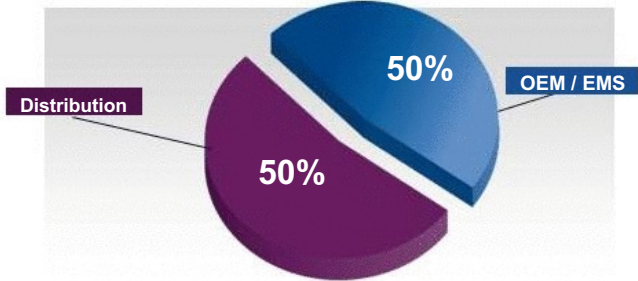
( In millions )



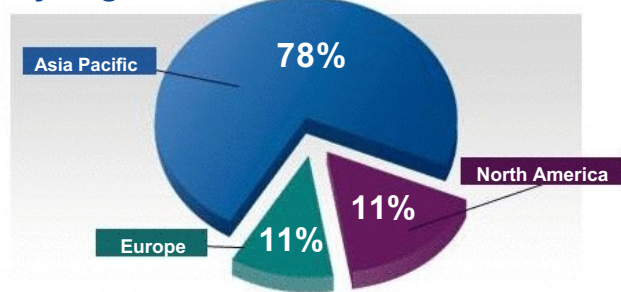


# Revenue Profile – 4Q2011

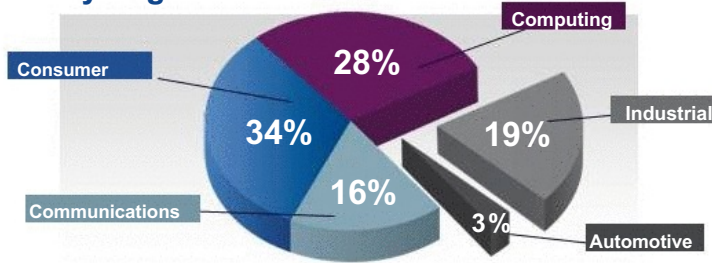
By Channel



By Region



By Segment



## Year 2011 Highlights

- Revenue increased to a record \$635.3 million, an increase of 3.6 percent over the \$612.9 million in 2010;
- Gross profit was 193.7 million compared to \$224.9 million in 2010;
- Gross margin 30.5 percent compared to 36.7 percent in 2010;
- GAAP net income was \$50.7 million, or \$1.09 per diluted share, compared to \$76.7 million, or \$1.68 per diluted share in 2010; achieved 21 consecutive years of profitability;
- Non-GAAP adjusted net income was a \$58.0 million, or \$1.24 per diluted share, compared to \$82.9 million, or \$1.82 per diluted share in 2010;
- Achieved \$61.7 million cash flow from operations. Excluding certain tax accounting adjustments related to the Convertible Senior Notes' retirement, adjusted cash flow from operation was \$77 million. Net cash flow was a negative (\$141.4) due to the retirement of the Convertible Senior Notes.



## Fourth Quarter 2011 Financial Performance

(In millions except per share)	4Q10	3Q11	4Q11	Y/Y	Q/Q
Revenue	\$163.8	\$160.6	\$143.3	(\$20.5)	(\$17.3)
Revenue Growth (Q-Q)	0.4%	(5%)	(10.8%)	(12.5%)	(10.8%)
Gross Profit	\$62.6	\$45.2	\$35.5	(\$27.1)	(\$9.7)
Gross Margin %	38.3%	28.1%	24.8%	(1350bp)	(330bp)
Operating Profit	\$32.2	\$13.4	\$4.9	(\$27.3)	(\$8.5)
Net Income	\$24.0	\$10.0	\$3.1	(\$20.9)	(\$6.9)
Earning per Share	\$0.52	\$0.21	\$0.07	(\$0.45)	(\$0.14)
Cash Flow from Operations	\$28.0	\$17.0	(\$3.0)	(\$31.0)	(\$20.0)
EBITDA(Non- GAAP)	\$46.7	\$29.2	\$19.7	(\$27.0)	(\$9.5)

## Balance Sheet

In millions	Dec 31, 2010 (adjusted)	Sept 30, 2011	Dec 31, 2011
Cash	\$271	\$125	\$130
Inventory	\$121	\$139	\$140
Current Assets	\$541	\$429	\$427
Total Assets	\$847	\$774	\$793
Convertible Notes ST/LT	\$128	\$0.236	0
Other Long-term Debt	\$ 3	\$ 3	\$ 3
Total Liabilities	\$294	\$156	\$144
Total Equity	\$553	\$617	\$649



# Strategy: Profitable Growth







# Thank you

**Company Contact:**

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