

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Amendment No. 3
(Final)

Under the Securities Exchange Act of 1934

Diodes Incorporated

(Name of Issuer)

Common Stock, par value \$0.66 2/3

(Title of Class of Securities)

25443 10 1

(CUSIP Number)

Avi D. Eden, Esq.
Vishay Intertechnology, Inc.
63 Lincoln Highway
Malvern, PA 19355
(610) 644-1300

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

with a copy to:

Abbe L. Dienstag, Esq.
Kramer Levin Naftalis & Frankel LLP
919 Third Avenue, New York, NY 10022
(212) 715-9100

July 13, 2000

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box:

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SCHEDULE 13D

CUSIP No. 25443 10 1

1) NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Vishay Intertechnology, Inc. (I.R.S. employer identification no.
38-1686453)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS

Not applicable

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

[]

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7) SOLE VOTING POWER
Not Applicable

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

8) SHARED VOTING POWER
Not Applicable

9) SOLE DISPOSITIVE POWER
Not Applicable

10) SHARED DISPOSITIVE POWER
Not Applicable

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14) TYPE OF REPORTING PERSON

CO

Amendment No. 3
(Final)
Schedule 13D

This Final Amendment amends the Schedule 13D of Vishay Intertechnology, Inc. ("Vishay"), dated July 23, 1997, as amended by Amendment No. 1 dated March 28, 2000 and Amendment No. 2 dated June 26, 2000 (as amended, the "Schedule 13D"), with respect to the Common Stock, par value \$0.66 2/3 (the "Common Stock"), of Diodes Incorporated (the "Company").

I. Item 4 of the Schedule 13D, "Purpose of the Transaction," is amended by adding the following:

"On July 13, 2000, Vishay closed the sale of its 65% interest in LPSC to the Lite-On Group pursuant to the terms of the Stock Purchase Agreement previously filed as Exhibit F to the Schedule 13D. As a result of this transaction, Vishay is no longer deemed to own beneficially any shares of Common Stock of the Company."

II. Item 5 of the Schedule 13D, "Interest in Securities of the Issuer," is restated in its entirety as follows:

- (a) Vishay beneficially owns no shares (0%) of Common Stock of the Company.
- (b) Not applicable.
- (c) See Item 4.
- (d) Not applicable.

(e) Vishay ceased to be the beneficial owner of more than five percent of the Common Stock of the Company on July 13, 2000 (See Item 4).

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 20, 2000

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Richard N. Grubb

Richard N. Grubb
Executive Vice President and
Chief Financial Officer