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**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**

**Date of Report (Date of earliest event reported): February 18, 2019**

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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**  
(IRS Employer  
Identification No.)

**4949 Hedgcoxe Road, Suite 200,**  
**Plano, TX**  
(Address of Principal Executive Offices)

**75024**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (972) 987-3900**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

**2019 Executive Salaries**

On February 18, 2019, the Compensation Committee of the Board of Directors (the “Committee”) of Diodes Incorporated (the “Company”) established the base salaries of certain executive officers effective February 18, 2019 as follows:

<u>Name</u>	<u>Position</u>	<u>Base Salary</u>
Dr. Keh-Shew Lu	President and Chief Executive Officer	\$728,250
Richard D. White (1)	Chief Financial Officer and Secretary	421,200
Francis Tang	Vice President, Worldwide Discrete Products	390,500
Julie Holland	Vice President, Corporate Operations	390,500

(1) Effective March 1, 2019, Mr. White will no longer serve as Chief Financial Officer, but will remain with the Company as Corporate Secretary and special assistant to the Chief Executive Officer.

**2019 Long-term Incentive (LTI)**

On February 18, 2019, the Committee also granted long-term incentive (“LTI”) awards under the Company’s previously disclosed LTI plan to certain executive officers for services to be rendered in fiscal 2019.

Each LTI award consists of (1) restricted stock units (“RSUs”) which vest ratably over four years (i.e., 25% on each anniversary of the award) and (2) performance stock units (“PSUs”) which contain both a time-based vesting requirement of four years and a performance vesting condition by which the PSUs will vest upon the Company achieving a cumulative 3-year non-GAAP operating income target of \$568.7 million.

If the Company achieves the Company-wide performance target, the executive will be entitled to receive 100% his target PSUs subject to the time-based vesting requirement. Achievement of 80% of the performance target (the “threshold”) would result in the vesting of 50% of the target PSUs, and achievement of 120% of the performance target (the “maximum”) would result in the vesting of 200% of the target PSUs. Achievement of less than 80% of the performance target would result in the vesting of no PSUs, and achievement of above 120% of the performance target would not result in the vesting of more than 200% of the target PSUs. Achievement of between the threshold and the target, and between the target and the maximum, would result in the vesting of a prorated number of PSUs.

The table below sets forth the number of RSUs and the target PSUs awarded to the following executive officers:

	<u>Position</u>	<u>Restricted Stock Units (Shares)</u>	<u>Performance Stock Units (Shares)</u>
Dr. Keh-Shew Lu	President and Chief Executive Officer	59,000	59,000
Richard D. White (1)	Chief Financial Officer and Secretary	—	—
Francis Tang	Vice President, Worldwide Discrete Products	17,000	17,000
Julie Holland	Vice President, Corporate Operations	17,000	17,000

(1) Effective March 1, 2019, Mr. White will no longer serve as Chief Financial Officer, but will remain with the Company as Corporate Secretary and special assistant to the Chief Executive Officer.

## **Change in Executive Officer**

On February 19, 2019, Richard D. White advised the Board of Directors of the Company that he will retire as the Chief Financial Officer of the Company effective March 1, 2019. Mr. White's retirement follows 13 years of service to the Company as Chief Financial Officer from 2009 to the present and as Senior Vice President, Finance from 2006 to 2009. Mr. White will remain with the Company as Corporate Secretary and Special Assistant to the Chief Executive Officer.

On February 19, 2019, the Board of Directors of the Company appointed Brett Whitmire as Chief Financial Officer to succeed Mr. White.

Mr. Whitmire, 53, has 30 years of experience in the semiconductor industry and has been the Corporate Controller and Principal Accounting Officer of the Company since 2014. He previously served as the director of global supply chain. Mr. Whitmire holds both a Bachelor's degree in Mechanical Engineering and an MBA from The University of Texas at Austin. Mr. Whitmire worked at Freescale Semiconductor as Chief Financial Officer for the Analog & Sensors Division until joining the Company, as well as worked at Texas Instruments in a variety of finance and operations leadership positions including seven years as Vice President while serving as the finance and operations executive for the High Volume Analog & Logic Division and the corporate supply chain head.

Mr. Whitmire will receive a base salary of \$280,000, with a target bonus of 70% of his base salary, will receive a grant of 12,000 RSUs and 12,000 PSUs on the terms described above and participate in the any other executive compensation programs upon his appointment.

### **Item 7.01 Regulation FD Disclosure.**

On February 22, 2019, the Company issued a press release announcing the retirement of Mr. White and the appointment of Mr. Whitmire. A copy of the press release is furnished as Exhibit 99.1.

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

### **Item 9.01. Financial Statements and Exhibits.**

#### **(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release dated February 22, 2019</a>

## **SIGNATURES**

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

DIODES INCORPORATED

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

Dated: February 22, 2019



## Diodes Incorporated Announces Appointment of Brett Whitmire as CFO

**Plano, TX – February 22, 2019** – Diodes Incorporated (Diodes) (NASDAQ: DIOD) today announced the appointment of Brett Whitmire, Diodes' Corporate Controller and Principal Accounting Officer, as Chief Financial Officer effective March 1, 2019. Whitmire will succeed current CFO, Richard (Rick) White, who has been in the role for 10 years. White plans to remain with the company part-time as Corporate Secretary and Special Assistant to the CEO.

Whitmire, 53, has 30 years of industry experience and has been with Diodes for over eight years. Whitmire holds both a Bachelor's degree in Mechanical Engineering and an MBA from The University of Texas at Austin. In addition, Whitmire worked at Freescale Semiconductor as CFO for the Analog and Sensors Division and previously worked at Texas Instruments for 20 years. At TI, he served in a variety of finance and operational leadership positions, including seven years as vice president, while serving as the finance and operations executive for the high-volume Analog and Logic Division and the head of corporate supply chain.

"On behalf of the entire company and management team, I would like to thank Rick for his years of service to Diodes and his many contributions to our financial organization. Brett and Rick have worked closely together for many years and have similar backgrounds as well as a shared commitment to ethical and transparent operations. Brett brings discipline, financial acumen and skill to the role. Further, his leadership positions across finance, operations and controller at Texas Instruments, Freescale and Diodes, have provided him with in-depth knowledge of the semiconductor business as well as international operations, finance and accounting," commented Dr. Keh-Shew Lu, Diodes President and Chief Executive Officer.

White, 71, joined Diodes in 2006 as Senior Vice President of Finance and was appointed Chief Financial Officer in 2009.

### About Diodes Incorporated

Diodes Incorporated (Nasdaq: DIOD), a Standard and Poor's SmallCap 600 and Russell 3000 Index company, is a leading global manufacturer and supplier of high-quality application-specific standard products within the broad discrete, logic, analog, and mixed-signal semiconductor markets. Diodes serves the consumer electronics, computing, communications, industrial, and automotive markets. Diodes' products include diodes, rectifiers, transistors, MOSFETs, protection devices, function-specific arrays, single gate logic, amplifiers and comparators, Hall-effect and temperature sensors, power management devices, including LED drivers, AC-DC converters and controllers, DC-DC switching and linear voltage regulators, and voltage references along with special function devices, such as USB power switches, load switches, voltage supervisors, and motor controllers. Diodes also has timing, connectivity, switching, and signal integrity solutions for high-speed signals. Diodes' corporate headquarters and Americas' sales office are located in Plano, Texas and Milpitas, California. Design, marketing, and engineering centers are located in Plano; Milpitas; Taipei, Taiwan; Taoyuan City, Taiwan; Zhubei City, Taiwan; Manchester, England; and Neuhaus, Germany. Diodes' wafer fabrication facility is located in Manchester, with an additional facility located in Shanghai, China. Diodes has assembly and test facilities located in Shanghai, Jinan, Chengdu,

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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; Munich, Germany; and Tokyo, Japan, with support offices throughout the world.

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

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