

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Whitmire Brett R</u>  (Last) (First) (Middle) 4949 HEDGCOXE ROAD SUITE 200  (Street) PLANO TX 75024  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DIODES INC /DEL/ [ DIOD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Diodes Incorporated Common Stock <sup>(1)</sup>	02/08/2021		A		7,600	A	\$0.00 <sup>(2)</sup>	29,350	D	
Diodes Incorporated Common Stock - Performance Stock Units <sup>(3)</sup>	02/08/2021		A <sup>(4)</sup>		7,600 <sup>(5)</sup>	A	\$0.00	30,400	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Restricted stock units vest in four equal installments beginning 02/24/2022.
- Granted under Rule 16b-3 Plan.
- Each PSU represents a contingent right granted under the companys 2013 Equity Incentive Plan, a Rule 16b-3 Plan, to receive 1 share of Diodes Incorporated Common Stock.
- The PSUs vest in February 2024 upon the achievement of the 3-year financial performance measure of cumulative non-GAAP operating income for 2021 through 2023 of \$535.9 million (Target Performance).
- This number represents the target number of PSUs (Target Award) that will vest if the Target Performance is achieved. There is a threshold that provides for payment of 50% of the Target Award upon 60% achievement of the Target Performance and a maximum that provides for payment of 200% of the Target Award upon 140% achievement of the Target Performances. Between 60% and 100% and between 100% and 140% achievement of Target Performance, the Target Award will be decreased or increased on a pro rata basis, with no payout below 60% achievement and payout limited to 200% of the Target Award if the Target Performance exceeds 140%.

**Remarks:**

Exhibit List Exhibit 24 - Substitute Power of Attorney

Brett R. Whitmire 02/10/2021  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SUBSTITUTE POWER OF ATTORNEY

Under terms of various powers of attorney ("POAs"), the undersigned, RICHARD D. WHITE, was appointed attorney-in-fact for certain officers and directors ("D&Os") of Diodes Incorporated ("Diodes") to act in connection with execution, delivery, and filing of all such documents and things, including, without limitation, reports and filings with the United States Securities and Exchange Commission, Internal Revenue Service, and Nasdaq Stock Exchange, as may be required to be executed, delivered, and filed by such D&Os in connection with the beneficial ownership by such D&Os of securities of Diodes.

In accordance with the authority granted under the POAs, including the power of substitution, the undersigned hereby appoints BRETT R. WHITMIRE, of 5324 Seascap Lane, Plano, TX 75093, as substitute attorneys-in-fact, on behalf of the D&Os, with full power of substitution, to exercise and execute all of the powers granted or conferred in the original POAs. By his signature as attorney-in-fact to this Substitute Power of Attorney, BRETT R. WHITMIRE accepts such appointment and agrees to assume from the undersigned any and all duties and responsibilities attendant to his capacity as attorney-in-fact.

Executed on December 4, 2020

By: /s/Richard D. White  
Richard D. White, Attorney-in-Fact

I ACCEPT THIS APPOINTMENT AND SUBSTITUTION:

By: /s/Brett R. Whitmire  
Brett R. Whitmire