

**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 14, 2013
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
(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)

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 7.01. Regulation FD Disclosure.

On May 14, 2013, the Company representatives attended J.P. Morgan 41st Annual Global Technology, Media and Telecom Conference in Boston, Massachusetts 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 May 14, 2013 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 May 14, 2013, 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 press release attached as [Exhibit 99.1](#), the matters set forth in the press release (including statements as to the expected benefits of the acquisition and other statements identified by words such as “estimates,” “expects,” “projects,” “plans,” “will” and similar expressions) 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: 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; the risk that BCD’s standards, procedures and controls will not be brought into conformance within the Company’s operations; 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; the risk that we may not be able to maintain our current growth strategy or continue to maintain our current performance, costs and loadings in our manufacturing facilities; risks of domestic and foreign operations, including excessive operating costs, labor shortages, higher tax rates and our joint venture prospects; the risk of unfavorable currency exchange rates; our future guidance may be incorrect; the global economic weakness may be more severe or last longer than we currently anticipated; and the impact of competition and other risk factors relating to our industry and business as detailed from time to time in the Company’s reports filed with the SEC. You should not place undue reliance on these forward-looking statements, which speak only as of the date of the press release. 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 J.P. Morgan 41 st Annual Global Technology, Media and Telecom Conference in Boston, Massachusetts on May 14, 2013

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: May 21, 2013

DIODES INCORPORATED

By /s/ Richard D. White

RICHARD D. WHITE
Chief Financial Officer



Investor Relations Presentation

May, 2013

Safe Harbor Statement

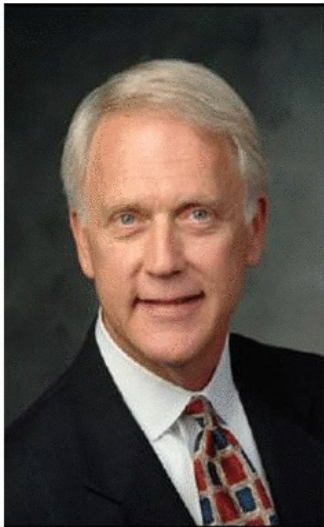
Any statements set forth herein that are not historical facts are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements include, but are not limited to, statements regarding Diodes Incorporated's 2Q 2013 business outlook update, which includes the following: a summary of the guidance for GAAP and non-GAAP financial measures as follows on revenue of \$206 million to \$218 million for both GAAP and non-GAAP; sequential growth of 16% to 23% for both GAAP and non-GAAP; gross margin (% of revenue) of 25.0% to 29.0% for GAAP and 27.0% to 31.0% for non-GAAP; operating expense (% of revenue) of 22.6% to 24.6% for GAAP and 20.3% to 22.3% for non-GAAP; tax rate of 14% to 20% for both GAAP and non-GAAP; and shares used to calculate GAAP and non-GAAP are anticipated to be approximately 47.4 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 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 9, 2013 titled, "Diodes Incorporated Reports First Quarter 2013 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



Rick White

CFO, Secretary, and Treasurer

CFO	Since 2009
SR VP, Finance	3 years
Texas Instruments	25 years

Experience:

- Partner, Tatum Partners
- CFO, Optisoft
- Vice President, TI Worldwide, Memory

Education:

- MBA, Finance, University of Michigan
- Bachelor's Degree, Electrical Engineering, Oklahoma State University

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

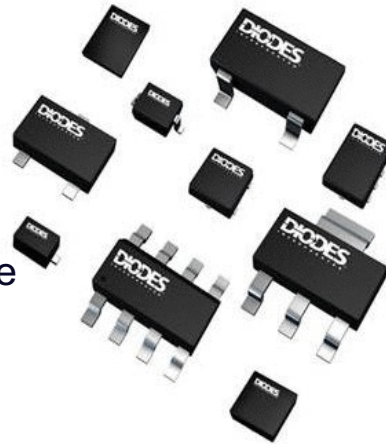
A leading global manufacturer and supplier of high-quality **application specific, standard products** within the broad discrete, logic and analog markets, serving the **computing, consumer, industrial,** communications and automotive segments.



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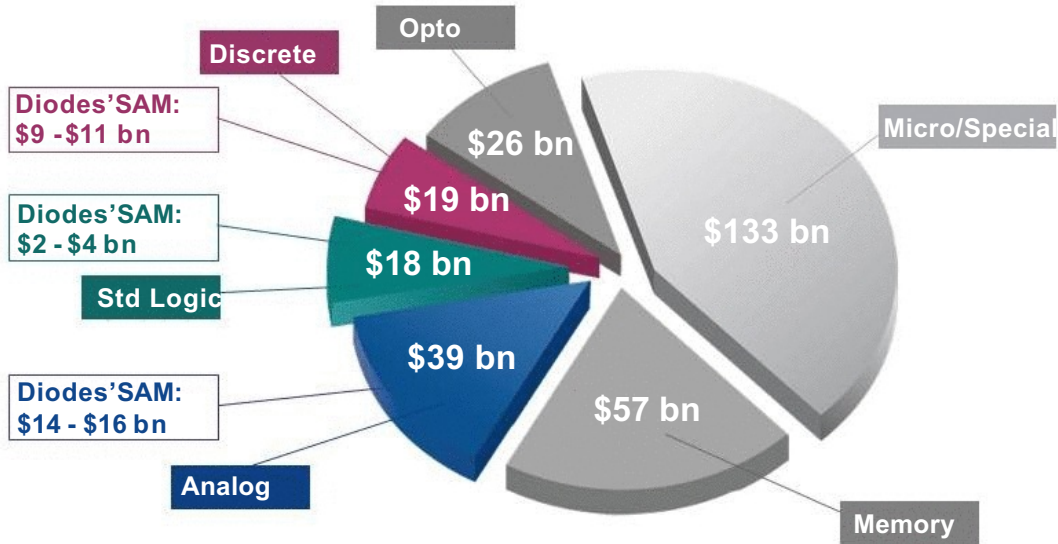
Business Objective

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

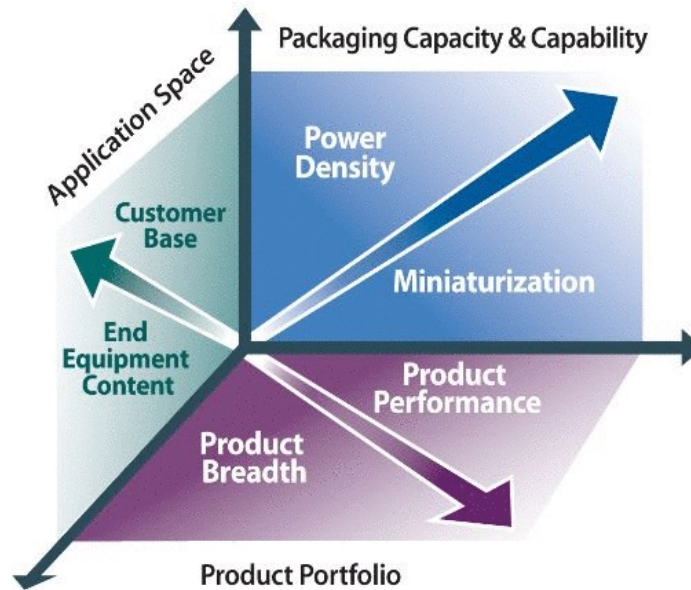
2012 Total Semiconductor Market (\$292 bn)



Diodes Growth Strategy

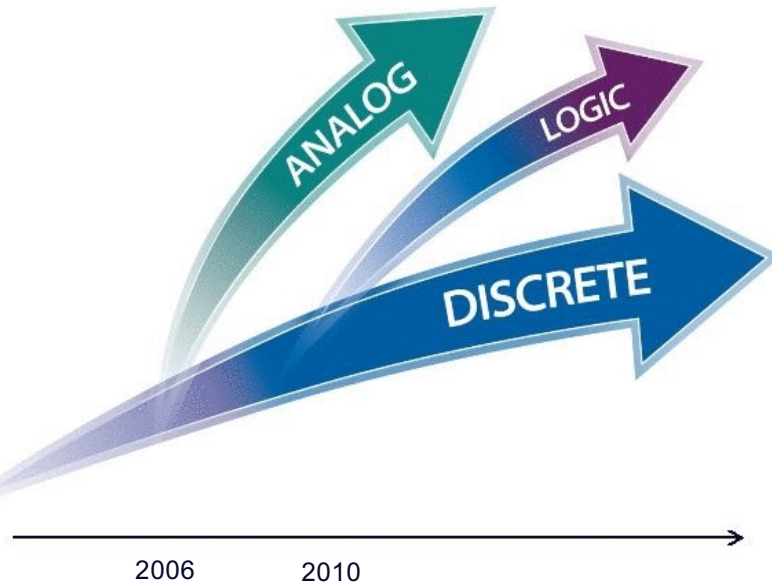
Many Paths for Growth:

- **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

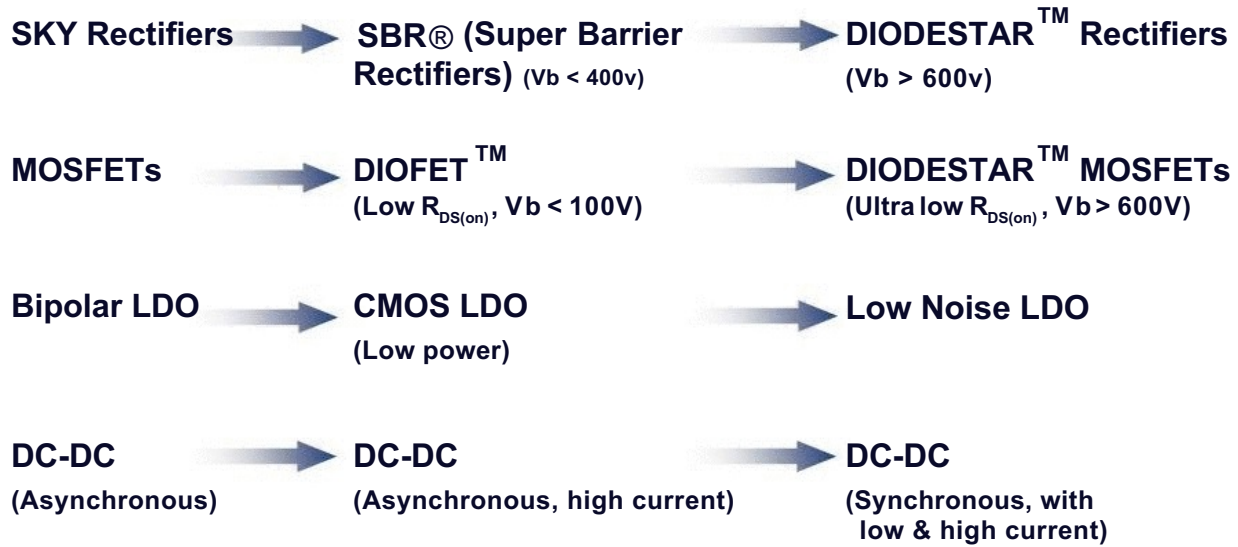


Product Portfolio Progression

- **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



Performance Enhancement



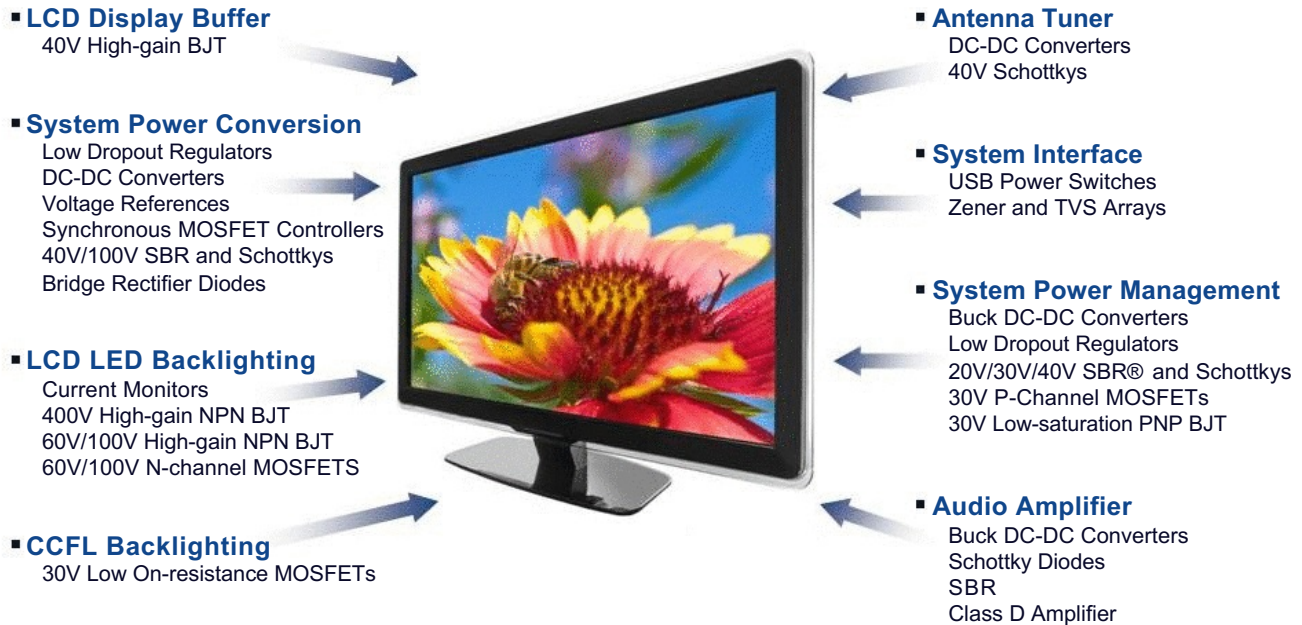
Diodes' product upgrade has expanded our SAM.



Efficiency, Functionality and Control for Smartphones



Strong Relationships Drive LCD/LED TV Product Roadmaps



Product Breadth and Performance for Computing Platforms

▪ LCD / LED Backlighting

LED Drivers
Boost Converters
Schottky Diodes

▪ System Voltage Conversion

Low Dropout Regulators
DC-DC Converters
Schottky Diodes
Low-Saturation BJT

▪ Battery Power Management

Current Monitors
Load Switches
Low-Saturation BJT
ZXMP series MOSFETs

▪ Open / Close Detection

Hall Effect Sensors
Hall Effect Drivers



▪ Audio Amplifier

Buck DC-DC Converters
Schottky Diodes
Super Barrier Rectifiers
Class D Amplifier

▪ Wireless Connectivity

DC-DC Converters
Low Dropout Regulators

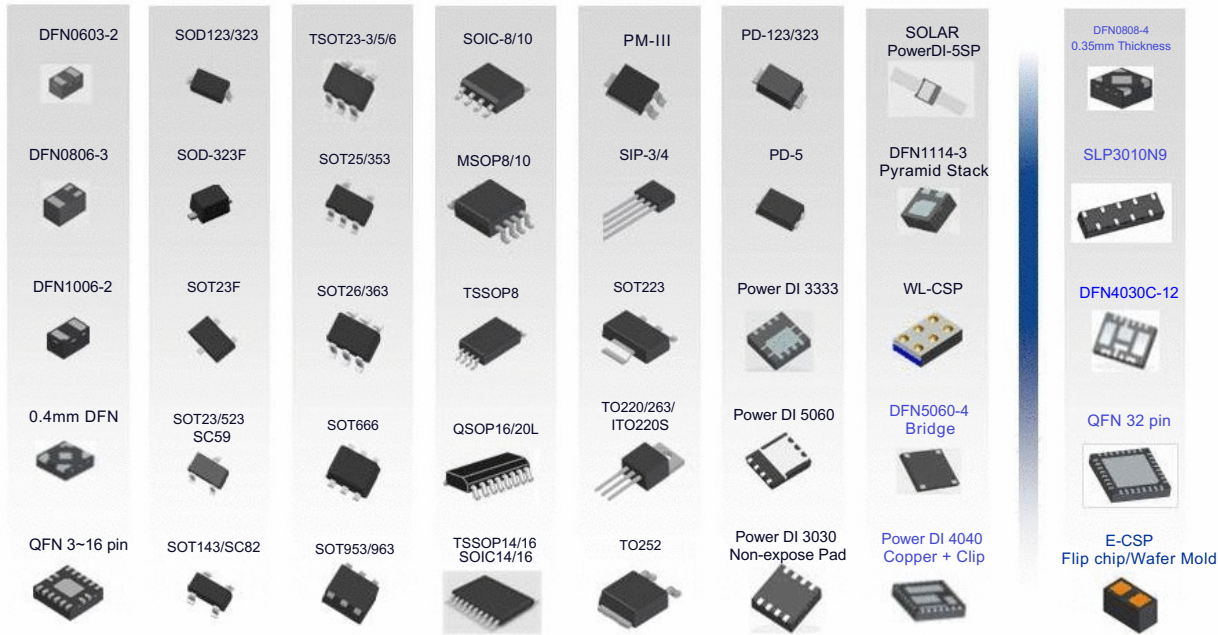
▪ System Power Management

Buck DC-DC Converters
Low Dropout Regulators
Super Barrier Rectifiers
Schottky Diodes
P-Channel MOSFETs
Low-Saturation BJT

▪ System Interface

USB Power Switches
Zener and TVS Arrays

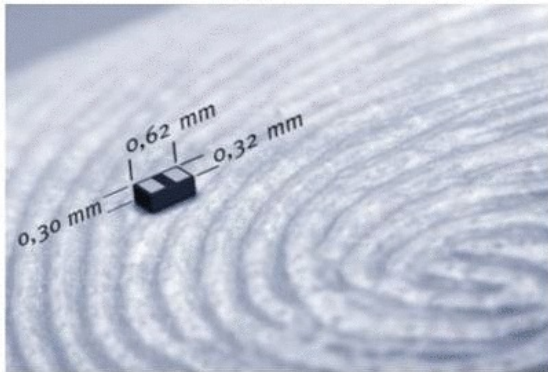
Packaging Focus: Miniaturization and Power Efficiency



Packaging Focus: Miniaturization and Power Efficiency

Miniaturization

DFN 0603-2 Possibly the smallest Discrete semiconductor package.



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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 30 billion units
- Flexible and optimized manufacturing process = low packaging cost
- Additional packaging facilities in Neuhaus Germany and joint venture in Chengdu, China



Wafer Fabs

- Two discrete fabs, two analog fabs in Kansas City, Missouri (5" and 6"), Oldham, United Kingdom (6"), and Shanghai (6") respectively
- Bipolar, BiCMOS, CMOS and BCD process
- Strong engineering capabilities



Economies of Scale: Production Units in Shanghai (bn)

CapEx Model = 5% - 9% of 2013 Revenue



Collaborative Customer Relationships

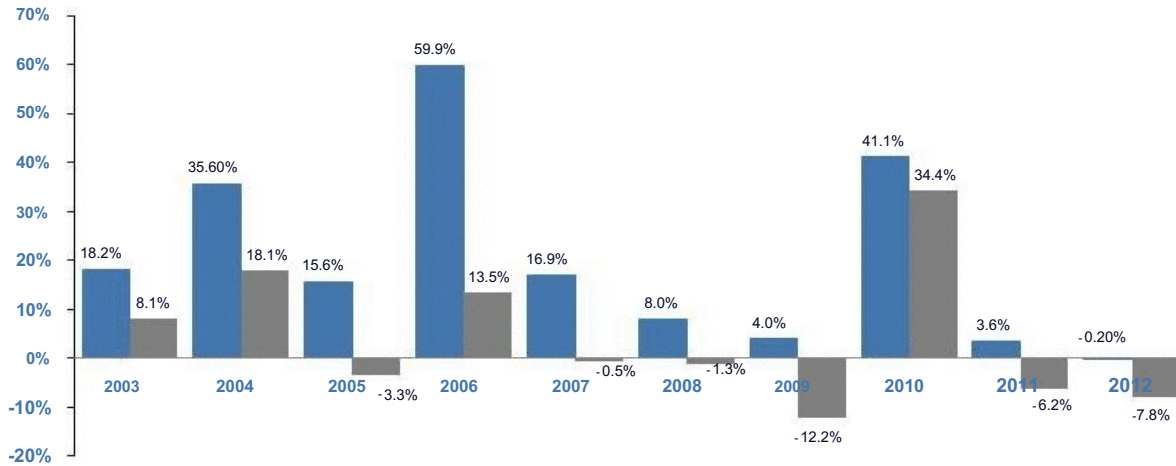


Outperforming the Industry

Annual Revenue Growth Rates

2003 to 2012 Growth

Diodes Inc.: 19%
SAM Industry: 4.3%

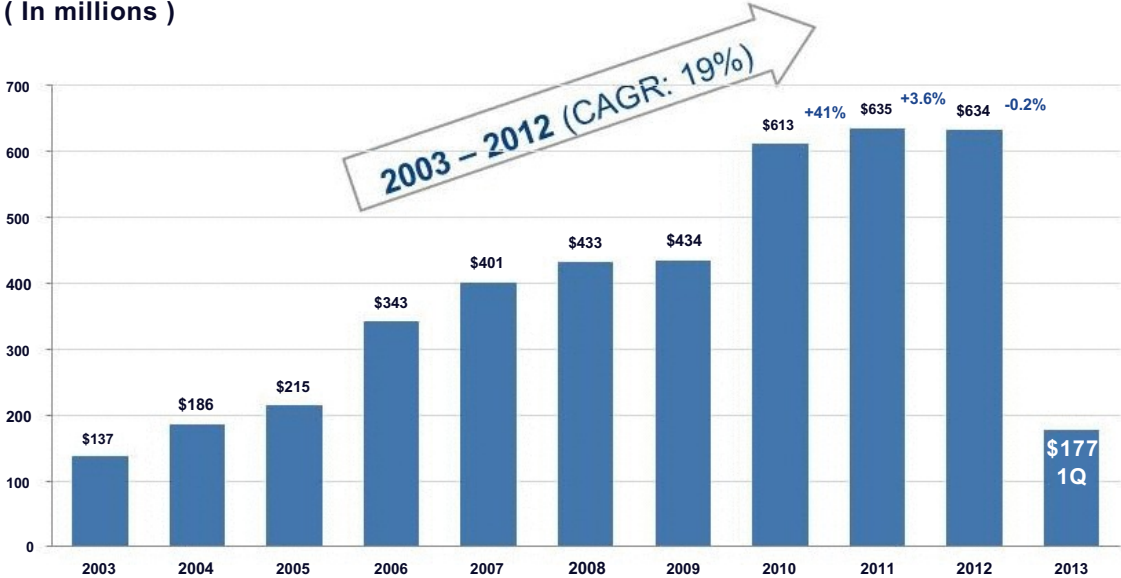


Industry (Discrete + Analog + Logic)

*Acquisition Years

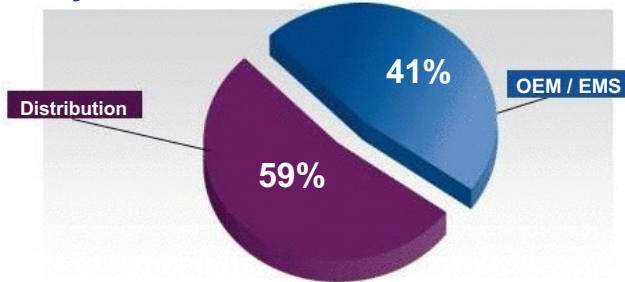
Revenue Growth

(In millions)

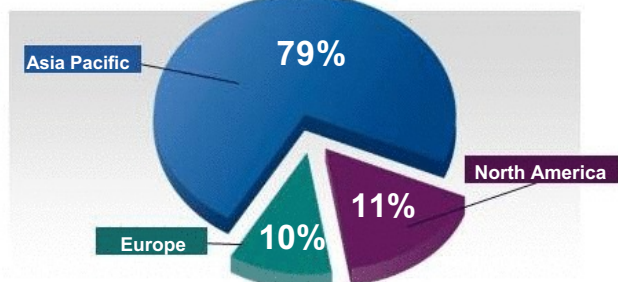


Revenue Profile – 1Q2013

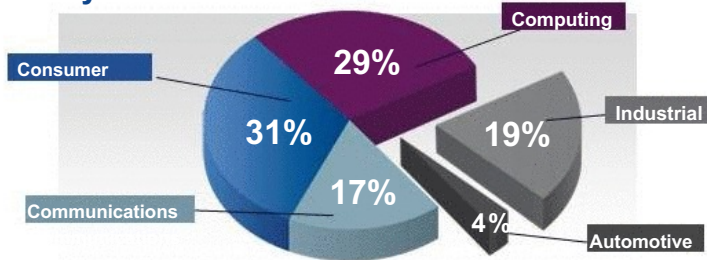
By Channel



By Region



By End Market



First Quarter 2013 Financial Performance

In millions, except per share	1Q12	4Q12	1Q13	Q/Q	Y/Y
Revenue	\$144.7	\$163.3	\$177.0	\$13.7	\$32.2
Revenue Growth				8.4%	22.3%
Gross Margin % (GAAP)	23.3%	26.5%	26.1%	-40bp	280bp
Gross Margin % (non-GAAP)	23.3%	26.5%	27.1%	60bp	380bp
Operating Profit (GAAP)	\$33.7	\$43.2	\$46.2	\$3.0	\$12.5
Net Income (GAAP)	\$4.9	\$4.1	-\$1.9	-\$6.0	-\$6.8
Net Income (non-GAAP)	\$4.1	\$6.2	\$7.5	\$1.3	\$3.4
EPS (GAAP)	\$0.10	\$0.09	-\$0.04	-\$0.13	-\$0.14
EPS (non-GAAP)	\$0.09	\$0.13	\$0.16	\$0.03	\$0.07
Cash Flow from Operations	\$13.4	\$16.4	\$31.3	\$14.9	\$17.9
EBITDA (non-GAAP)	\$21.2	\$24.1	\$23.1	-\$1.0	\$1.9

Balance Sheet

In millions	Dec 31, 2011 (adjusted)	Dec 31, 2012	Mar 31, 2013
Cash	\$130	\$157	\$200
Inventory	\$140	\$153	\$182
Current Assets	\$427	\$491	\$612
Total Assets	\$793	\$920	\$1145
Other Long-term Debt	\$ 3	\$ 44	\$ 214
Total Liabilities	\$144	\$200	\$432
Total Equity	\$649	\$720	\$712

2Q 2013 Business Outlook

A summary of the guidance for GAAP and non-GAAP financial measures as follows :

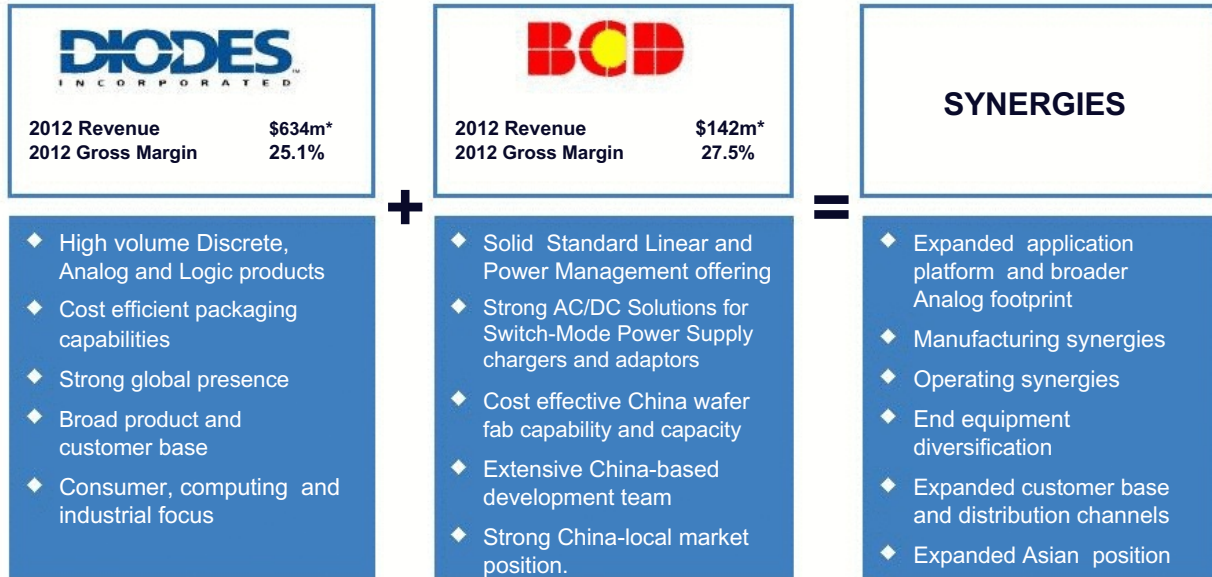
	GAAP	Non-GAAP
Revenue \$(millions)	\$206 to \$218	\$206 to \$218
Sequential growth (%)	16% to 23%	16% to 23%
Gross Margin (% of Revenue)	25.0% to 29.0%	27.0% to 31.0%
Operating Expense (% of Revenue)	22.6% to 24.6%	20.3% to 22.3%
Tax Rate (%)	14% to 20%	14% to 20%
Shares (million)	47.4	47.4

Strategy: Profitable Growth



A Winning Combination

A Strong Global Partnership



* 2012 Pro Forma Financials = 3Q 2012 YTD plus mid-point of 4Q 2012 guidance



BCD Fits Diodes' M&A Strategy

MUST HAVE's	Degree of FIT
Synergistic with Diodes' packaging capabilities and capacity	1
Accretive in 1 year	1
PLUS FACTORS	
Enter new product area	1
Increase existing product portfolio	1
Gain access to process and/or packaging technology	2
Strengthen regional sales potential	1

1=Very synergistic, 2=Synergistic, 3=Fairly Synergistic



Diodes Strategy: Profitable Growth



BCD is another key milestone





Thank you

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

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