
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

Date of Report (Date of earliest event reported): May 29, 2008

DIODES INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

002-25577
(Commission File Number)

95-2039518
(I.R.S. Employer Identification No.)

15660 North Dallas Parkway Suite 850
Dallas, Texas
(Address of principal executive offices)

75248
(Zip Code)

(972) 385-2810
(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 29, 2008, the Company held its 2008 annual shareholder meeting. A copy of the remarks of Dr. Keh-Shew Lu, the Company's President and Chief Executive Officer, is attached as Exhibit 99.1 to this Report. A copy of the slide presentation used in connection with Dr. Lu's remarks is attached as Exhibit 99.2 to this Report.

The information in this Item 7.01, including Exhibits 99.1, and 99.2, 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.

Cautionary Information Regarding Forward-Looking Statements

Except for the historical and factual information contained in Dr. Keh-Shew Lu's remarks and accompanying slides attached as exhibits to this Report, the matters set forth therein (including statements as to the expected benefits of the acquisition of Zetex plc, including the efficiencies, cost savings, market profile, financial strength, competitive ability and position of the Company after the acquisition of Zetex plc; the acquisition will create synergies including excellent cross-selling opportunities; the soundness of the Company's strategic direction; our expected introduction of new innovative products, expected gradual expansion in gross margins; 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, but are not limited to, such factors as the Company's inability to identify suitable acquisition candidates or consummate desired acquisitions; if the Company makes any acquisitions, the Company may be unable to successfully integrate any acquired companies within our operations due to factors associated with unexpected losses of key employees or customers of the acquired company, bringing the acquired company's standards, procedures and controls into conformance within our Company's operation; coordinating our new product and process development, hiring additional management and other critical personnel, increasing the scope, geographic diversity and complexity of our operations, difficulties in consolidating facilities and transferring processes and know-how, difficulties in reducing costs of the acquired entity's business and diversion of our management's attention from the management of our business; the Company's business strategy, fluctuations in product demand and supply, the 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, the Company's ability to successfully make additional acquisitions, risks of foreign operations, availability of tax credits, 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

Dr. Lu's remarks. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 8.01 Other Events

The Company submitted to a vote of its security holders at an annual meeting of stockholders on May 29, 2008, the election of members of the Board. The directors were each elected to serve until the 2009 annual meeting or until their successors are elected and have qualified. The results of the tabulation for each nominee for director of the Company is as follows:

C.H. Chen, Director	For: 23,672,108 Withheld: 15,375,683
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Michael R. Giordano, Director	For: 29,029,538 Withheld: 10,018,253
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L.P.Hsu, Director	For: 38,515,544 Withheld: 532,247
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Keh-Shew Lu, Director	For: 38,084,226 Withheld: 963,565
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Shing Mao, Director	For: 38,212,281 Withheld: 835,510
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Raymond Soong, Director	For: 34,940,544 Withheld: 4,107,247
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John M. Stich, Director	For: 38,682,244 Withheld: 365,547
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The Company also submitted to a vote of its security holders at an annual meeting of shareholders on May 29, 2008, the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2008. The result of the tabulation was 38,418,939 shares voted in favor of the proposal, 539,068 shares voted against, and 89,784 abstained from voting on the proposal. No broker non-votes with respect to this proposal were received.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Remarks of Dr. Keh-Shew Lu at Annual Shareholder Meeting
99.2	Slides for Remarks of Dr. Keh-Shew Lu at Annual Shareholder Meeting

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 thereunto duly authorized.

DIODES INCORPORATED

Date: June 2, 2008

By /s/ Carl C. Wertz

Carl C. Wertz,
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Remarks of Dr. Keh-Shew Lu at Annual Shareholder Meeting
99.2	Slides for Remarks of Dr. Keh-Shew Lu at Annual Shareholder Meeting

Diodes Incorporated 2008 Annual Shareholders' Meeting May 29, 2008**Dr. Keh-Shew Lu's remarks**

I would like to welcome everyone to Diodes' 2008 Shareholder Meeting. I am Dr. Keh-Shew Lu, Diodes' President and CEO. Before I start my remarks, I'd like to read the safe harbor statement regarding forward-looking statements.

Slide 1 — Safe Harbor Statement

My remarks this morning may contain forward-looking statements, which are subject to risks and uncertainties, and management may make additional forward-looking statements in response to your questions. Therefore, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Actual results may differ from those discussed today, and therefore we refer you to a more detailed discussion of the risks and uncertainties in the Company's filings with the Securities and Exchange Commission.

Slide 2 — About Diodes

Let me begin by providing a quick background on Diodes. Diodes is a leading manufacturer and supplier of high quality application specific standard products within the broad discrete and analog semiconductor markets, serving the computer, consumer

electronics, communications, industrial and automotive industries. Our business objective is to consistently achieve profitable growth utilizing our innovative and cost effective semiconductor packaging technology. We have over 2200 employees and have 14 locations globally.

In terms of our growth rates during the period of 2003-2007, we have been able to achieve an impressive 5 year compound annual growth rate, or CAGR, of 28.2% per year revenue growth, 50.6% EPS growth and 45% Equity growth.

Slide 3 — 2007 Financial Results

In 2007, we continued to report strong results:

1. Revenues were up 16.9 percent year over year to a record of 401.1 million.
2. Gross profits were up 14.5 percent year over year to 130 million.
3. Net income was up 23.9 percent year over year to a record 59.7 million.
4. Earnings per share were \$1.41 up 21.6 percent.

Slide 4 — Outperforming the industry

The strong financial results that we have achieved continue to outperform the industry. In 2007, our results were almost 4 times the growth rate of the overall discrete & analog industry.

And when you look at the period of 2003 through 2007, Diodes' CAGR far exceeded that of the industry.

Slide 5 — Significant Market Opportunity

In terms of overall market opportunity, in 2007 the semiconductor market generated \$256 billion dollars in revenue with an estimated CAGR of 7.1% between 2005 and 2010. Of that total in 2007, \$36 billion represented revenues from analog market and \$17 billion from discretes. We estimate Diodes' SAM in each of these markets to be between \$10-11 billion for analog and \$5-6 billion for discrete. With Diodes current annual revenues of \$401 million, this represents a significant market opportunity for the company in both of these markets. We believe that we will be able to further expand our share in these markets and achieve growth rates that exceed the industry by 2-3 times.

Slide 6 —Diodes' Growth Strategy

The focus of Diodes' growth strategy is to achieve profitable growth by extending our leadership position in the application specific standard products.

To achieve this, we will continue to:

- (1) Expand our portfolio of standard function, and application specific products
-

- (2) Differentiate our business with innovative and cost effective process and packaging technologies
- (3) Expand our market share in high-growth end markets with short design cycles
- (4) Leverage our existing customer base to drive additional product sales
- (5) Introduce new products to drive future business
- (6) Maintain cost leadership through highly efficient packaging and manufacturing
- (7) Pursue selective strategic acquisitions — as was evidenced by our recent announcement of the acquisition of Zetex plc, a UK listed public company.

Slide 7: A Winning Combination

Now let me spend some time discussing this transaction with you. We believe the acquisition of Zetex further enhances Diodes global leadership for discrete and analog solutions by creating a winning and unique combination. When looking at the strengths and expertise of each company, Diodes has:

- 1) Cost efficient packaging capabilities, but most importantly, capacity
 - 2) Strong presence in Asia, and a
 - 3) Focus on the consumer, computing and communications markets
-

Zetex has:

- 1) Strong proprietary wafer process and packaging technology
- 2) A solid application and design team
- 3) A strong presence in Europe, and a
- 4) Focus on the industrial, communications and automotive markets

When combined, there are many synergies including:

- 1) A broadened product portfolio to support customer base
- 2) A wealth of manufacturing and operational synergies
- 3) Increased geographic footprint and market segment diversification

Slide 8: Depth and Breadth of Products

From a product perspective, the combined companies offer a significant increase in the depth and breadth of product offerings. The royal blue represents Diodes' products, the Orange represents Zetex's products and the green represents the overlapping products, which is minimal relative to our individual product portfolios. Together, the combined portfolios are complementary and enhance the product offerings available to support both companies' customers. As a result, we expect to realize significant cross-selling synergies, which will increase the combined company's sales within our existing customer base.

Slide 9: End Market Diversification

In terms of end market diversification, Diodes' focus on the high growth portable market segments of consumer, computing and communications represented 88% of our 2007 revenue, whereas Zetex has a 57% concentration in the industrial and automotive markets. When combined, our end markets are very complementary and result in greater market segment diversification, with the large majority still in high growth markets.

Slide 10: Improved Geographic Mix

In the same way, the transaction offers an expanded geographic footprint by combining Diodes 76% of 2007 revenues in Asia with Zetex's 38% of revenues in Europe. The result is a 3 times increase in Europe as a percentage of revenues, which as we have stated on previous conference calls, is an area where we believe there will be significant revenue and growth opportunities in the coming year. Notably, at the same time that we are able to triple our European revenue base, we maintain our strong percentage of revenues in Asia.

Slide 11: Broad and Deep Customer Relationships

The world-class customer base from both companies can benefit from the broad product portfolio offered by the combined company. In addition, we believe there are complementary strengths and cross-selling synergies within a greatly expanded customer base. The opportunity this creates is quite compelling.

Slide 12: Efficient Manufacturing and Superior Processes

With these combined global facilities, we will be able to achieve manufacturing and operational synergies through Diodes' efficient manufacturing and volume capacity, while leveraging Zetex's process and packaging technologies.

Our flexible and optimized manufacturing process has resulted in low packaging costs and significant economies of scale. Packaging capacity in our China facilities has expanded from 3.4 billion production units in 2003 to in excess of 15 billion units in 2007, currently producing greater than 1.6 billion units per month.

Slide 13: Industry and Media Recognition

As a result of our strong performance, Diodes has been recognized by many of the leading financial and industry publications over the years. Most recently, Diodes was listed in Forbes as one of the top 25 fastest growing technology companies ranking 22nd based on our growth rate. In 2007,

Forbes also ranked Diodes 16th on the list of the 200 best small companies, and we ranked 2nd for EPS growth.

Slide 14: Investment Highlights

In conclusion, I believe there are several compelling reasons why Diodes remains a good investment for our shareholders.

- 1) Our focus on application specific standard discrete and analog products
- 2) Deep manufacturing and technical expertise
- 3) Diverse, high-growth end markets
- 4) Our broad customer base
- 5) Management continuity
- 6) Strong track record of growth and profitability

I want to thank all of our shareholders for your continued support. Although the overall market remains challenging, we believe our consistent track record of profitable growth and execution will continue our strong performance throughout the remainder of 2008.

Thank you.

Q&A Session

Upon Completion of the Q&A...

Thank you for your participation today.



*Annual Shareholders' Meeting
May 29th, 2008*



Application Specific Standard Solutions for Advancing Technologies

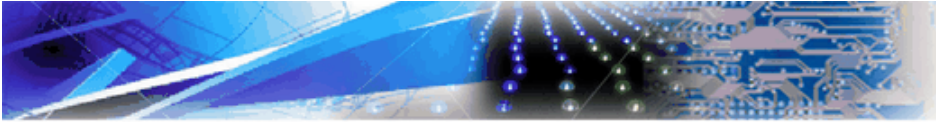


Safe Harbor Statement

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 the Company's business strategy, the introduction and market reception to new product announcements, fluctuations in product demand and supply, prospects for the global economy; continue introduction of new products, 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, uncertainties in the Auction Rate Securities market; currency exchange rates; availability of tax credits, and other information detailed from time to time in the Company's filings with the United States Securities and Exchange Commission.





About Diodes

A leading manufacturer and supplier of high-quality **application specific standard products** within the broad discrete and analog semiconductor markets, serving the [computer](#), [consumer electronics](#), [communications](#), [industrial](#) and [automotive industries](#).

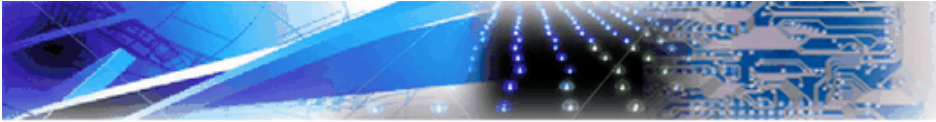
Business Objective

To consistently achieve **profitable growth** utilizing our innovative and cost-effective semiconductor packaging technology suited for high growth electronics markets by leveraging deep design and manufacturing expertise to deliver market-leading semiconductor products.

Fast Facts

- ◆ Nasdaq listed in 2000
- ◆ 2,250 employees worldwide
- ◆ U.S. headquarters; 14 locations globally
- ◆ 5-year Revenue Growth – 28.2% CAGR (2003 – 2007)
- ◆ 5-year EPS (adj) Growth – 50.6% CAGR
- ◆ 5-year Equity Growth – 45.0% CAGR



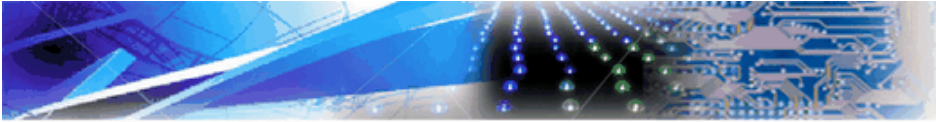


Full Year 2007 – Financial Results

- ◆ Revenues up 16.9% YOY to a record \$401.2 million
- ◆ Gross profit up 14.5% YOY to \$130.4 million
- ◆ Net income up 23.9% YOY to a record \$59.7 million
- ◆ Adjusted* net income up 21.5% YOY to a record \$64.9 million
- ◆ EPS \$1.41 (split adjusted) up 21.6%
- ◆ Adjusted* EPS \$1.50 (split adjusted)

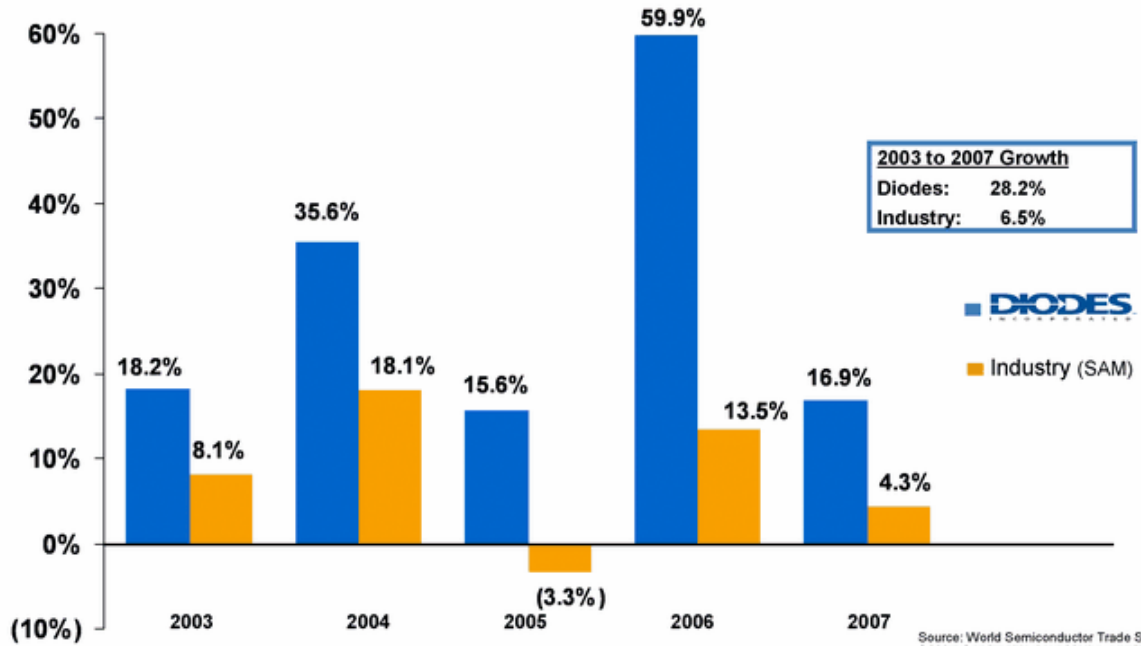
* Excluding FAS123R stock option expense and restructuring cost

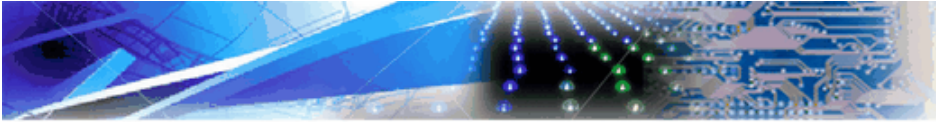




Outperforming the Industry

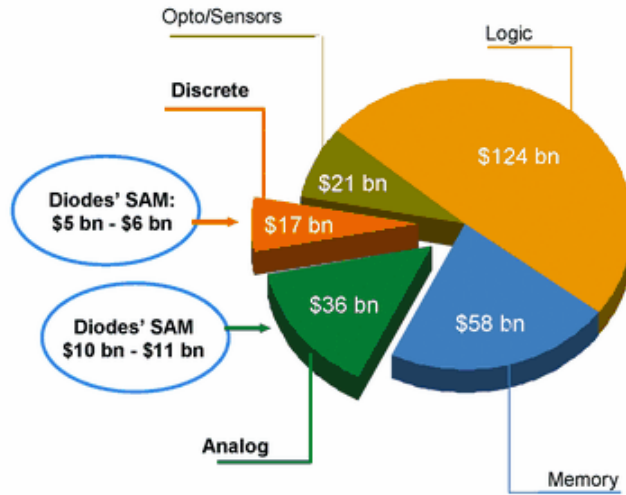
Annual Revenue Growth Rates





Significant Market Opportunity

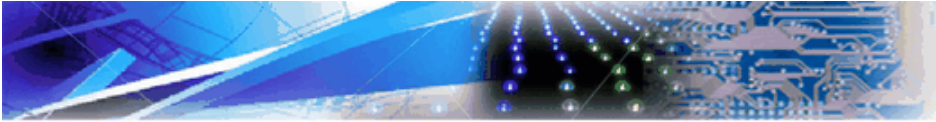
2007 Total Semiconductor Market (\$256 bn)



Semiconductor Market Growth
2005 to 2010E CAGR: 7.1%

Source: WSTS, December 2007





Diodes' Growth Strategy

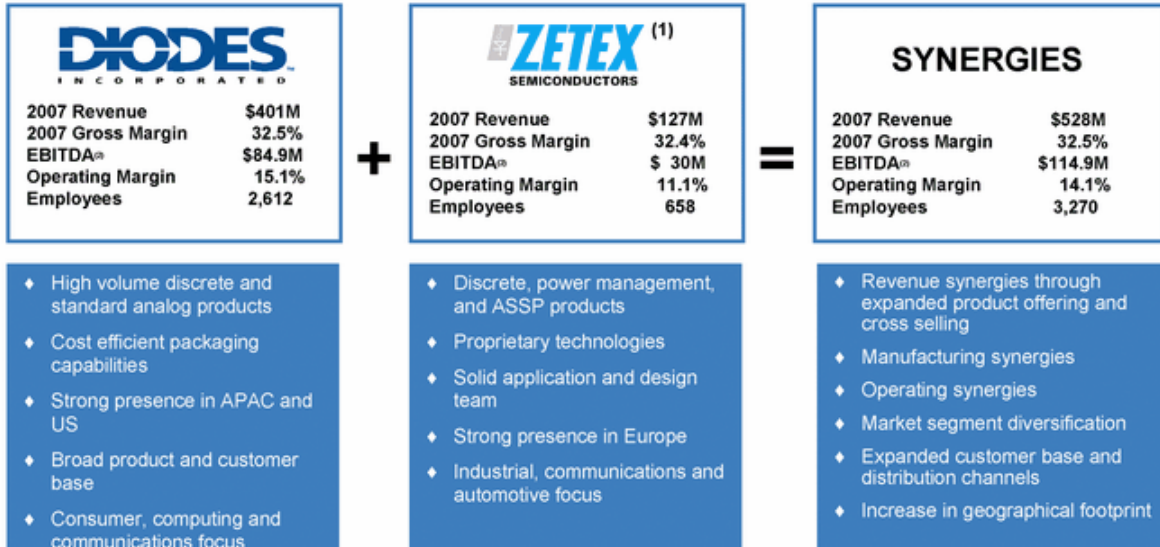
Expand portfolio of standard function, application specific products	✓
Differentiate business with innovative and cost effective process and packaging technologies	✓
Expand market share in high-growth end-markets with short design cycles	✓
Leverage existing customer base to drive product sales	✓
Introduce new products to drive future business	✓
Maintain cost leadership through highly efficient packaging and manufacturing	✓
Pursue selective strategic acquisitions	✓





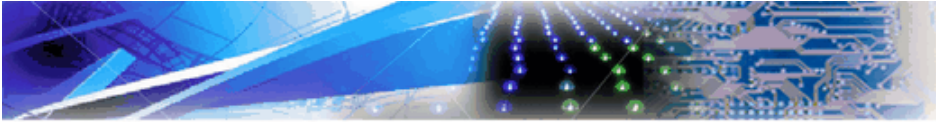
A Winning Combination

Over 45 Years of Semiconductor Expertise



(1) Zetex financials converted using an exchange rate of 1.962USD:1.000GBP, exchange rate reported in Zetex press release dated 2/21/2008
 (2) EBITDA as reported in Diodes press release dated 2/13/2008 and Zetex 2007 annual report





Increase in Depth and Breadth of Products

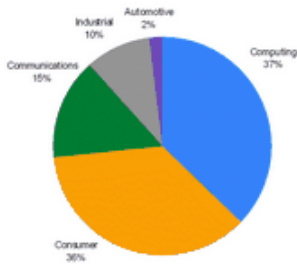
Discrete			Analog ICs		ASSP
Diodes	Rectifiers	Bipolar Transistors	Power Management ICs	Amplifiers/Comparators	Communication
Schottky Diodes Zener Diodes Switching Diodes Varactor Diodes	Schottky Rectifiers Super Barrier Rectifiers Standard Rectifiers Fast Recovery Rectifiers Bridge Rectifiers	Small Signal Pre-biased Transistors Medium Power High Power Darlington Transistors Gate Driver Transistor Low Saturation H-Bridge	DC-DC Switching Regulators Buck Boost Buck/Boost/Inverter	Op Amps Comparators	DBS Industrial Motor Control Lighting Consumer Audio Video
MOSFETs	Protection Devices	Function Specific Arrays	Linear Voltage Regulator	Special Functions	Hall Effect Sensors
Small Signal MOSFET Power MOSFET Protected MOSFET High Voltage MOSFET	Zener TVSs Thyristor Surge Protection Devices Data Line Protection	Relay Drivers Discrete - Load Switches Discrete - Voltage Regulators	Quasi-LDOs General Purpose LDOs Voltage Reference/ Current Monitors Shunt References Micropower References Current Monitors	USB Power Switch Load Switch Voltage Supervisory Single Cell 555 timer Siren Driver Current Mirror Temperature Sensors Magnetic Sensors	Unipolar Switches Bipolar Latches Omnipolar Switches Smart Fan Driver

■ Diodes Product Portfolio
■ Overlapping Products
■ Zetex Product Portfolio

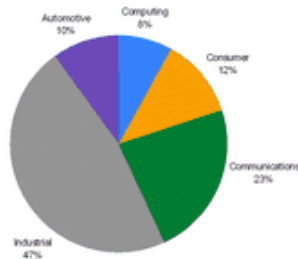




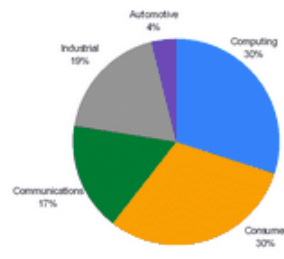
End Market Diversification



2007 Revenue
\$401mm



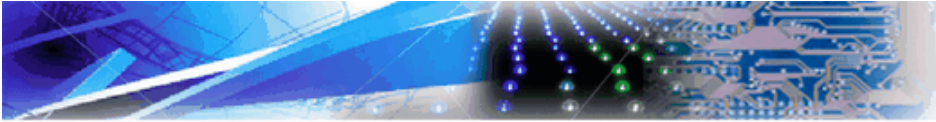
2007 Revenue
\$127mm



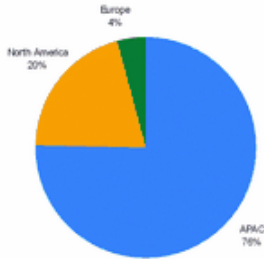
Combined 2007 Revenue
\$528mm

(1) Zetex financials converted using an exchange rate of 1.962USD:1.000GBP, exchange rate reported in Zetex press release on 2/21/2008

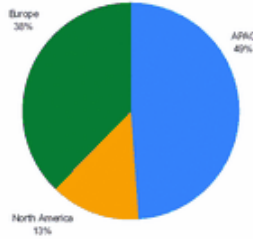




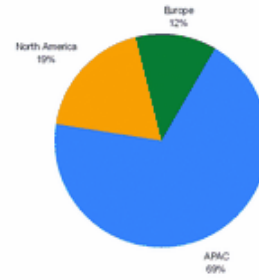
Improved Geographic Mix



2007 Revenue
\$401mm



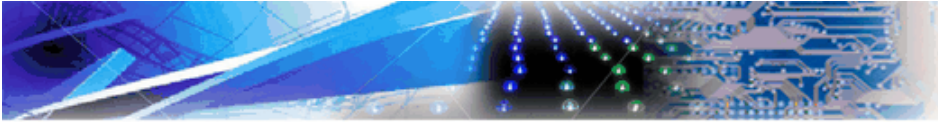
2007 Revenue
\$127mm



Combined 2007 Revenue
\$528mm

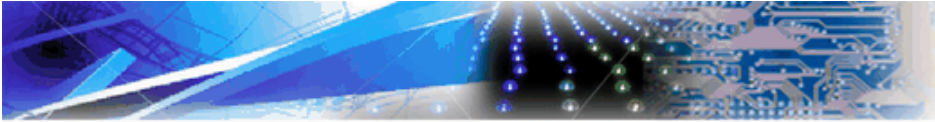
(1) Zetex financials converted using an exchange rate of 1.962USD:1.000GBP, exchange rate reported in Zetex press release on 2/21/2008





Broad and Deep Customer Relationships





Efficient Manufacturing + Superior Processes

Diodes Manufacturing

- ◆ High volume 5" wafer foundry in Kansas City, MO for discretes
- ◆ Shanghai-based packaging with a capacity in excess of 15 billion units
- ◆ Flexible and optimized manufacturing process resulting in low packaging cost

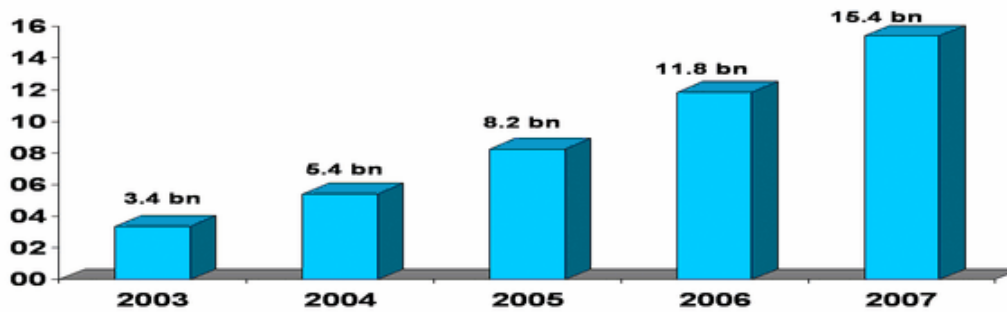


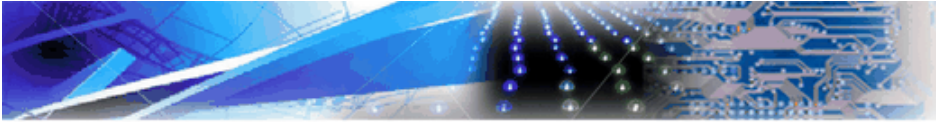
Zetex Manufacturing

- ◆ 4" and 6" wafer foundry in Oldham, UK
- ◆ Bipolar process technology for discrete and IC
- ◆ Packaging facilities in Neuhaus, Germany and JV in China
- ◆ Strong engineering capabilities



Economies of Scale: Production Units in China (bn)





Industry and Media Recognition

2008

Forbes' List of 25 Fastest Growing Tech Companies – Ranking 22nd



2007

Forbes' 2007 List of 200 Best Small Companies – Ranking 16th, up from 37th
2nd in EPS growth



BusinessWeek's List of 100 Hot Growth Companies – Ranking 49th

Business 2.0 Magazine's List of 100 Fastest Growing Technology Companies -
Ranking 39th



2006

Forbes' 2006 List of 200 Best Small Companies – Ranking 37th



Standard and Poor's Top 300 Growth Companies - Ranking 51st

Fortune's 100 Fastest-Growing Companies – Ranking 82nd



Business 2.0 Magazine's Fastest-Growing Technology Companies – Ranking 26th,
up from 45th

BusinessWeek's List of 100 Best Small Companies – Ranking 52nd

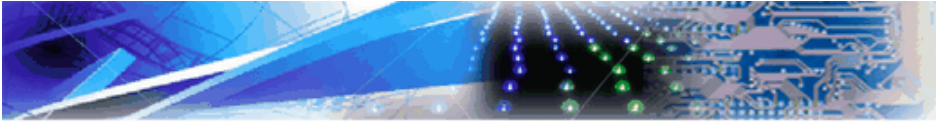


Electronics Business Magazine's List of 30 Best Small Electronics Companies –
Ranking 29th



S&P SmallCap 600 Index / NASDAQ Global Select





Investment Highlights

Focus on Application Specific Standard
Discrete and Analog Products

Deep Manufacturing and
Technical Expertise

Diverse, High-Growth End Markets

Broad Customer Base

Management Continuity

Strong Track Record of
Growth & Profitability





Thank You

DIODES

INCORPORATED

Worldwide Headquarters

15660 Dallas Parkway,

Dallas, Texas 75248

Telephone: 972-385-2810

www.diodes.com

This presentation includes forward-looking statements which are subject to risks and uncertainties. Actual events and results could differ materially as a result of various factors, including the risk factors described in our reports filed with the Securities and Exchange Commission.