
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 2)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 24, 2015

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
(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))
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EXPLANATORY NOTE

This Current Report on Form 8-K/A is being filed with the Securities and Exchange Commission (the “Commission”) in order to amend the following Current Reports on Form 8-K of Diodes Incorporated (the “Company”):

- Current Report on Form 8-K filed by the Company with the Commission on November 25, 2015 (the “November 25 Form 8-K”) regarding the completion of the acquisition of Pericom Semiconductor Corporation (the “Pericom acquisition”);
- Current Report on Form 8-K/A filed by the Company with the Commission on February 10, 2016 (the “February 10 Form 8-K/A”) that amended the November 25 Form 8-K and provided, in accordance with Item 9.01(a)(4) of Form 8-K, the historical audited financial information and unaudited pro forma financial information required to be filed in connection with the Pericom acquisition;
- Current Report on Form 8-K filed by the Company with the Commission on February 16, 2016 (the “February 16 Form 8-K”) that furnished the press release announcing the Company’s financial results at, and for the quarterly period and fiscal year ended, December 31, 2015; and
- Current Report on Form 8-K filed by the Company with the Commission on February 22, 2016 (the “February 22 Form 8-K”) that furnished the transcript of the conference call that discussed the Company’s financial results at, and for the quarterly period and fiscal year ended, December 31, 2015, and the Company’s updated corporate presentation slides.

This Current Report on Form 8-K/A is also being filed in order to furnish the New Release (as defined below).

Item 2.02 Results of Operations and Financial Condition.

On March 11, 2016, the Company issued a press release (the “New Release”) and updated corporate presentation slides (the “New Slides”), in each case, revising its financial results at, and for the quarterly period and fiscal year ended, December 31, 2015, which financial results had been (1) announced in a press release dated February 16, 2016, (the “Old Release”) which was furnished with the February 16 Form 8-K being amended hereby, (2) discussed in a conference call held on February 16, 2016, the transcript of which (the “Transcript”) was furnished with the February 22 Form 8-K being amended hereby, and (3) included in the Company’s updated corporate presentation slides (the “Old Slides”), which were furnished with the February 22 Form 8-K being amended hereby. A copy of the New Release is attached as Exhibit 99.1, and the information contained in Exhibit 99.1 is incorporated herein by reference. A copy of the New Slides are attached as Exhibit 99.2, and the information contained in Exhibit 99.2 is incorporated herein by reference. Any and all references in the New Release and the New Slides to the Company’s business outlook are intended to be within the safe harbor provided by the Private Securities Litigation Reform Act of 1995 (the “Act”) as comprising forward looking statements within the meaning of the Act

In the New Release, the Company utilizes financial measures and terms not calculated in accordance with generally accepted accounting principles in the United States (“GAAP”) in order to provide investors with an alternative method for assessing the Company’s operating results in a manner that enables investors to more thoroughly evaluate its current performance as compared to past performance. The Company also believes these non-GAAP measures provide investors with a more informed baseline for modeling the Company’s future financial performance. Management uses these non-GAAP measures for the same purpose. The Company believes that investors should have access to the same set of tools that management uses in analyzing 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 and may differ from similar measures used by other companies. See Exhibit 99.1 for a description and reconciliation with GAAP of the non-GAAP measures used.

The Old Release, the Transcript and the Old Slides provided an update on the Company's business outlook, that is intended to be within the safe harbor provided by the Act as comprising forward looking statements within the meaning of the Act, and the information in the New Release and the New Slides does not affect that forward looking business outlook.

The information furnished in this Item 2.02, including the exhibit incorporated by reference, will not be treated as "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (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 of 1933, as amended, or into another filing under the Exchange Act, unless that filing expressly refers to specific information in this Report.

Item 7.01 Regulation FD Disclosure.

The transcript of the earnings conference call (the "Transcript") furnished as Exhibit 99.1 to the February 22 Form 8-K contained information that has been superseded by the New Release and should be read, if at all, in conjunction with the New Release. The Transcript also provided an update on the Company's business outlook, that is intended to be within the safe harbor provided by the Act as comprising forward looking statements within the meaning of the Act and the information in the New Release and the New Slides does not affect that forward looking business outlook.

Item 8.01 Other Events.

The copy of the Company's corporate presentation slides attached as Exhibit 99.2 to the February 22 Form 8-K (the "Prior Slides") contained information that has been superseded by the New Slides attached as Exhibit 99.2 to this report and the Prior Slides should be viewed, if at all, in conjunction with the New Release and the New Slides. To the extent that the New Slides explicitly or implicitly refer to the Company's business outlook, any such reference is intended to be within the safe harbor provided by the Act as comprising forward looking statements within the meaning of the Act.

Item 9.01. Financial Statements and Exhibits.

(b) Pro forma financial information.

The following pro forma financial information and related notes are filed herewith as Exhibit 99.3 and shall be deemed to amend and restate in their entirety the pro forma financial information and related notes which were filed as Exhibit 99.3 to the February 10 Form 8-K/A:

- Unaudited pro forma condensed combined balance sheet as of September 30, 2015 and accompanying explanatory notes;
- Unaudited pro forma condensed combined statement of operations for the twelve months ended December 31, 2014 and accompanying explanatory notes; and
- Unaudited pro forma condensed combined statement of operations for the nine months ended September 30, 2015 and accompanying explanatory notes.

The unaudited pro forma condensed combined financial information is presented for informational purposes only. The pro forma data is not necessarily indicative of what the Company's financial position or results of operations actually would have been had the Company completed the Pericom acquisition as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the consolidated company.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated March 11, 2016
99.2	Updated corporate presentation slides
99.3	Unaudited pro forma financial information

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: March 11, 2016

DIODES INCORPORATED

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

**Diodes Incorporated Reports Revised Fourth Quarter 2015 GAAP EPS of (\$0.10)
Previously Reported Non-GAAP EPS of \$0.14 Remains Unchanged**

Plano, Texas—March 11, 2016—(BUSINESS WIRE)—Diodes Incorporated (NASDAQ: DIOD), a leading global manufacturer and supplier of high-quality application specific standard products within the broad discrete, logic and analog semiconductor markets, today announced a revision to its unaudited financial results for its fiscal fourth quarter and fiscal year ended December 31, 2015, as originally reported on February 16, 2016.

In March 2016, subsequent to the Company's February 16, 2016 unaudited fiscal fourth quarter 2015 earnings release but prior to the filing of its audited Annual Report on Form 10-K for the fiscal year ended December 31, 2015, the Company revised its initial acquisition accounting related to the stock awards and change-in-control agreements for Pericom employees. The effect was to reduce amounts previously included in the purchase price of Pericom and goodwill in the balance sheet by approximately \$12 million and reduce fourth quarter 2015 net income as reported under U.S. generally accepted accounting principles ("GAAP") by approximately \$5.5 million. For the fourth quarter, GAAP net income per diluted share was initially reported at \$0.01 per share. GAAP net income has been revised to a net loss of \$0.10 per share. Non-GAAP net income did not change, remaining at \$0.14 per diluted share.

We have included a reconciliation between revised GAAP net income and non-GAAP net income in the supplemental financial data attached below. The adjustment to reconcile the previously released GAAP net income to non-GAAP net income for the affected periods is shown in the line item titled, "Employee award costs."

The revised unaudited financial statements reflecting the changes are also attached to this press release. The Company's previously released first quarter 2016 non-GAAP guidance is not affected by this change.

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' corporate headquarters and Americas' sales office are located in Plano, Texas and Milpitas, California. Design, marketing, and engineering centers are located in Plano; Milpitas, California; Taipei, Taiwan; Taoyuan City, Taiwan; Zhubei City, Taiwan; Manchester, England; and Neuhaus, Germany. Diodes' wafer

fabrication facilities are located in Kansas City, Missouri and Manchester, with an additional facility located in Shanghai, China. Diodes has assembly and test facilities located in Shanghai, Jinan, Chengdu, and Yangzhou, China, as well as in Hong Kong, Neuhaus and in Taipei. Additional engineering, sales, warehouse, and logistics offices are located in Taipei; Hong Kong; Manchester; Shanghai; Shenzhen, China; Seongnam-si, South Korea; and Munich, Germany, with support offices throughout the world.

On November 24, 2015, Diodes Incorporated acquired Pericom Semiconductor Corporation with headquarters in Milpitas, California, and with design centers and technical sales and support offices globally. Pericom enables serial connectivity with the industry's most complete solutions for the computing, communications, consumer and embedded market segments. Pericom's analog, digital and mixed-signal integrated circuits, along with its frequency control products are essential in the timing, switching, bridging and conditioning of high-speed signals required by today's ever-increasing speed and bandwidth demanding applications.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995: Any statements set forth above 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 statements include statements regarding our expectation that the first quarter 2016 non-GAAP guidance is not affected by this the revision to our financial results for the fourth fiscal quarter and fiscal year ended December 31, 2015. Potential risks and uncertainties include, but are not limited to, such factors as: the risk that such expectations may not be met; the risk that our disclosure controls and procedures and internal control over financial reporting may not be effective; the risk that the expected benefits of acquisitions may not be realized; 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 operation 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; breaches of our information technology systems; the possibility that no shares will be repurchased; the risk that the expected benefits of share repurchases will not be realized; and other information including the "Risk Factors," detailed from time to time in Diodes' filings with the United States Securities and Exchange Commission.

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.

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The following is a summary reconciliation of GAAP net income to non-GAAP net income and per share data, net of tax (*in thousands, except per share data*):

		Three Months Ended December 31, 2015
GAAP net loss		\$ (4,773)
GAAP loss per share		\$ (0.10)
Adjustments to reconcile net loss to Non-GAAP net income:		
M&A Activities		
Pericom		9,610
Inventory adjustment	2,907	
Transaction costs	216	
Retention costs	86	
Amortization of acquisition related intangible assets	903	
Employee award costs	5,498	
Others		1,478
Amortization of acquisition related intangible assets	1,478	
Severance		419
Non-GAAP net income		\$ 6,734
Non-GAAP diluted earnings per share		\$ 0.14

The following is a summary reconciliation of GAAP net income to non-GAAP net income and per share data, net of tax (*in thousands, except per share data*):

	Twelve Months Ended December 31, 2015
GAAP net income	\$ 24,274
GAAP diluted earnings per share	\$ 0.49
Adjustments to reconcile net income to Non-GAAP net income:	
M&A Activities	
Pericom	10,365
Inventory adjustment	2,907
Transaction costs	971
Retention costs	86
Amortization of acquisition related intangible assets	903
Employee award costs	5,498
Others	6,037
Retention costs	70
Amortization of acquisition related intangible assets	5,967
Impairment loss on long-lived assets	1,250
Severance	419
Non-GAAP net income	\$ 42,345
Non-GAAP diluted earnings per share	\$ 0.86

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

(unaudited)

(in thousands, except per share data)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2015	2014	2015	2014
NET SALES	\$214,381	\$223,671	\$848,904	\$890,651
COST OF GOODS SOLD	<u>160,784</u>	<u>153,009</u>	<u>600,321</u>	<u>613,372</u>
Gross profit	53,597	70,662	248,583	277,279
OPERATING EXPENSES				
Selling, general and administrative	40,963	34,183	139,245	133,701
Research and development	16,383	12,571	57,027	52,136
Amortization of acquisition related intangible assets	2,966	1,954	8,596	7,914
Loss (gain) on fixed assets	57	(67)	1,613	(983)
Total operating expenses	<u>60,369</u>	<u>48,641</u>	<u>206,481</u>	<u>192,768</u>
(Loss) income from operations	(6,772)	22,021	42,102	84,511
OTHER INCOME (EXPENSES)				
Interest income	311	312	1,006	1,470
Interest expense	(1,630)	(843)	(4,232)	(4,332)
Gain (loss) on securities carried at fair value	545	(410)	400	1,364
Other	693	2,113	1,319	2,979
Total other expenses	(81)	1,172	(1,507)	1,481
(Loss) income before income taxes and noncontrolling interest	(6,853)	23,193	40,595	85,992
INCOME TAX PROVISION	<u>(2,097)</u>	<u>5,988</u>	<u>14,082</u>	<u>20,359</u>
NET (LOSS) INCOME	(4,756)	17,205	26,513	65,633
Less: NET INCOME attributable to noncontrolling interest	(17)	(540)	(2,239)	(1,955)
NET (LOSS) INCOME attributable to common stockholders	<u>\$ (4,773)</u>	<u>\$ 16,665</u>	<u>\$ 24,274</u>	<u>\$ 63,678</u>
(LOSS) EARNINGS PER SHARE attributable to common stockholders				
Basic	<u>\$ (0.10)</u>	<u>\$ 0.35</u>	<u>\$ 0.50</u>	<u>\$ 1.35</u>
Diluted	<u>\$ (0.10)</u>	<u>\$ 0.34</u>	<u>\$ 0.49</u>	<u>\$ 1.31</u>
Number of shares used in computation				
Basic	<u>48,495</u>	<u>47,587</u>	<u>48,210</u>	<u>47,184</u>
Diluted	<u>48,495</u>	<u>48,739</u>	<u>49,500</u>	<u>48,594</u>

DIODES INCORPORATED AND SUBSIDIARIES
RECONCILIATION OF NET INCOME TO NON-GAAP NET INCOME

(in thousands, except per share data)
(unaudited)

For the three months ended December 31, 2015:

	<u>COGS</u>	<u>Operating Expenses</u>	<u>Income Tax Provision</u>	<u>Net (Loss) Income</u>
Per-GAAP				<u>\$ (4,773)</u>
Loss per share (Per-GAAP)				<u>\$ (0.10)</u>
Adjustments to reconcile net income to Non-GAAP net income:				
M&A Activities				
Pericom				9,610
Inventory adjustment	3,060		(153)	2,907
Transaction costs		332	(116)	216
Retention costs		132	(46)	86
Amortization of acquisition related intangible assets		1,101	(198)	903
Employee award costs	253	7,613	(2,368)	5,498
Others				1,478
Amortization of acquisition related intangible assets		1,866	(388)	1,478
Severance		645	(226)	419
Non-GAAP				<u>\$ 6,734</u>
Diluted shares used in computing earnings per share				<u>49,518</u>
Non-GAAP earnings per share				
Diluted				<u>\$ 0.14</u>

Note: Included in GAAP and Non-GAAP net (loss) income was approximately \$2.5 million, net of tax, non-cash share-based compensation expense. Excluding share-based compensation expense, both GAAP and Non-GAAP diluted earnings per share would have improved by \$0.05 per share.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED RECONCILIATION OF NET INCOME TO NON-GAAP NET INCOME – Cont.
(in thousands, except per share data)
(unaudited)

For the three months ended December 31, 2014:

	Operating Expenses	Income Tax Provision	Net Income
Per-GAAP			<u>\$ 16,665</u>
Earnings per share (Per-GAAP)			
Diluted			<u>\$ 0.34</u>
Adjustments to reconcile net income to Non-GAAP net income:			
Retention costs	125	(19)	106
Amortization of acquisition related intangible assets	1,954	(392)	1,562
Non-GAAP			<u>\$ 18,333</u>
Diluted shares used in computing earnings per share			<u>48,739</u>
Non-GAAP earnings per share			
Diluted			<u>\$ 0.38</u>

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED RECONCILIATION OF NET INCOME TO NON-GAAP NET INCOME – Cont.
(in thousands, except per share data)
(unaudited)

For the twelve months ended December 31, 2015:

	<u>COGS</u>	<u>Operating Expenses</u>	<u>Income Tax Provision</u>	<u>Net Income</u>
Per-GAAP				<u>\$24,274</u>
Earnings per share (Per-GAAP)				
Diluted				<u>\$ 0.49</u>
Adjustments to reconcile net income to Non-GAAP net income:				
M&A Activities				
Pericom				10,365
Inventory adjustment	3,060		(153)	2,907
Transaction costs		1,493	(522)	971
Retention costs		132	(46)	86
Amortization of acquisition related intangible assets		1,101	(198)	903
Employee award costs	253	7,613	(2,368)	5,498
Others				6,037
Retention costs		83	(13)	70
Amortization of acquisition related intangible assets		7,496	(1,529)	5,967
Impairment loss on long-lived assets		1,470	(220)	1,250
Severance		645	(226)	419
Non-GAAP				<u>\$42,345</u>
Diluted shares used in computing earnings per share				<u>49,500</u>
Non-GAAP earnings per share				
Diluted				<u>\$ 0.86</u>

Note: Included in GAAP and non-GAAP adjusted net income was approximately \$10.1 million, net of tax, non-cash share-based compensation expense. Excluding share-based compensation expense, both GAAP and non-GAAP adjusted diluted earnings per share would have improved by \$0.20 per share.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED RECONCILIATION OF NET INCOME TO NON-GAAP NET INCOME – Cont.
(in thousands, except per share data)
(unaudited)

For the twelve months ended December 31, 2014:

	Operating Expenses	Income Tax Provision	Net Income
Per-GAAP			\$ 63,678
Earnings per share (Per-GAAP)			
Diluted			\$ 1.31
Adjustments to reconcile net income to Non-GAAP net income:			
Retention costs	1,286	(193)	1,093
Gain on sale of assets	(1,176)	200	(976)
Amortization of acquisition related intangible assets	7,914	(1,627)	6,287
Non-GAAP			\$ 70,082
Diluted shares used in computing earnings per share			48,594
Non-GAAP earnings per share			
Diluted			\$ 1.44

CONSOLIDATED RECONCILIATION OF NET INCOME TO EBITDA

EBITDA represents earnings before net interest expense, income tax provision, depreciation and amortization. Management believes EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties, such as financial institutions in extending credit, in evaluating companies in our industry and provides further clarity on our profitability. In addition, management uses EBITDA, along with other GAAP and non-GAAP measures, in evaluating our operating performance compared to that of other companies in our industry. The calculation of EBITDA generally eliminates the effects of financing, operating in different income tax jurisdictions, and accounting effects of capital spending, including the impact of our asset base, which can differ depending on the book value of assets and the accounting methods used to compute depreciation and amortization expense. EBITDA is not a recognized measurement under GAAP, and when analyzing our operating performance, investors should use EBITDA in addition to, and not as an alternative for, income from operations and net income, each as determined in accordance with GAAP. Because not all companies use identical calculations, our presentation of EBITDA may not be comparable to similarly titled measures used by other companies. For example, our EBITDA takes into account all net interest expense, income tax provision, depreciation and amortization without taking into account any attributable to noncontrolling interest. Furthermore, EBITDA is not intended to be a measure of free cash flow for management's discretionary use, as it does not consider certain cash requirements such as tax and debt service payments.

The following table provides a reconciliation of net income to EBITDA *(in thousands, unaudited)*:

	Three Months Ended		Twelve Months Ended	
	December 31,		December 31,	
	2015	2014	2015	2014
Net (loss) income (per-GAAP)	\$ (4,773)	\$ 16,665	\$ 24,274	\$ 63,678
Plus:				
Interest expense, net	1,319	531	3,226	2,862
Income tax provision	(2,097)	5,988	14,082	20,359
Depreciation and amortization	22,131	19,517	80,100	76,771
EBITDA (Non-GAAP)	<u>\$16,580</u>	<u>\$42,701</u>	<u>\$121,682</u>	<u>\$163,670</u>

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS
(in thousands, except share data)

	December 31, 2015	December 31, 2014
	<i>(unaudited)</i>	<i>(unaudited)</i>
CURRENT ASSETS		
Cash and cash equivalents	\$ 218,435	\$ 243,000
Short-term investments	64,685	11,726
Accounts receivable, net	218,496	188,248
Inventories	202,832	182,026
Prepaid expenses and other	46,103	50,510
Total current assets	750,551	675,510
PROPERTY, PLANT AND EQUIPMENT, net	439,340	309,931
DEFERRED INCOME TAXES, non-current	45,120	43,845
OTHER ASSETS		
Goodwill	132,913	81,229
Intangible assets, net	196,409	45,028
Other	36,697	23,614
Total assets	\$ 1,601,030	\$ 1,179,157
	December 31, 2015	December 31, 2014
	<i>(unaudited)</i>	<i>(unaudited)</i>
CURRENT LIABILITIES		
Lines of credit	\$ —	\$ 1,064
Accounts payable	86,463	79,390
Accrued liabilities	77,801	60,149
Income tax payable	5,117	8,381
Current portion of long-term debt	10,282	287
Total current liabilities	179,663	149,271
LONG-TERM DEBT, net of current portion	455,941	140,787
DEFERRED TAX LIABILITIES—non current	32,276	—
OTHER LONG-TERM LIABILITIES	90,153	78,932
Total liabilities	758,033	368,990
COMMITMENTS AND CONTINGENCIES		
EQUITY		
Diodes Incorporated stockholders' equity		
Preferred stock—par value \$1.00 per share; 1,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock—par value \$0.66 2/3 per share; 70,000,000 shares authorized; 48,148,077 and 47,591,092 issued and outstanding at December 31, 2015 and December 31, 2014, respectively	32,404	31,729
Additional paid-in capital	344,086	314,942
Retained earnings	514,280	490,006
Treasury stock	(11,009)	—
Accumulated other comprehensive loss	(84,416)	(68,402)
Total Diodes Incorporated stockholders' equity	795,345	768,275
Noncontrolling interest	47,652	41,892
Total equity	842,997	810,167
Total liabilities and equity	\$ 1,601,030	\$ 1,179,157



Investor Relations Presentation

February, 2016

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 update to Diodes Incorporated's first quarter 2016 business outlook as of February 16, 2016, which includes the following: expect revenue to range between \$214 million and \$235 million, or flat to up 10 percent sequentially, including the first full quarter of revenue from Pericom; expect non-GAAP gross margin to be 30.0 percent, plus or minus 2 percent; non-GAAP operating expenses are expected to be approximately 25.5 percent of revenue, plus or minus 1 percent; expect interest expense to be approximately 3.4 million; expect income tax rate to be 28 percent, plus or minus 3 percent, and shares used to calculate diluted EPS for the first quarter are anticipated to be approximately 49.5 million; purchase accounting adjustments related to Pericom and previous acquisitions of \$8.0 million after tax are not included in these non-GAAP estimates; 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 risk that such expectations may not be met; the risk that the expected benefits of acquisitions may not be realized; 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; breaches of our information technology systems; and other information, including the "Risk Factors," 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 February 16, 2016 titled, "Diodes Incorporated Reports fourth Quarter and Fiscal 2015 Financial Results" and on March 11, 2016 titled, "Diodes Incorporated Reports Revised Fourth Quarter 2015 GAAP EPS of (\$0.10) Previously Reported Non-GAAP EPS of \$0.14 Remains Unchanged" for detailed information related to the Company's non-GAAP measures and a reconciliation of GAAP net income to non-GAAP net income.



Management Representative



Dr. Keh-Shew Lu

President and CEO

Diodes Incorporated Since 2005
Texas Instruments 27 years

Experience:

- Senior Vice President of TI Worldwide Analog and Logic
- President of Texas Instruments – Asia

Education:

- Master's Degree and Doctorate in Electrical Engineering
Texas Tech University
- Bachelor's Degree in Engineering
National Cheng Kung University - Taiwan



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



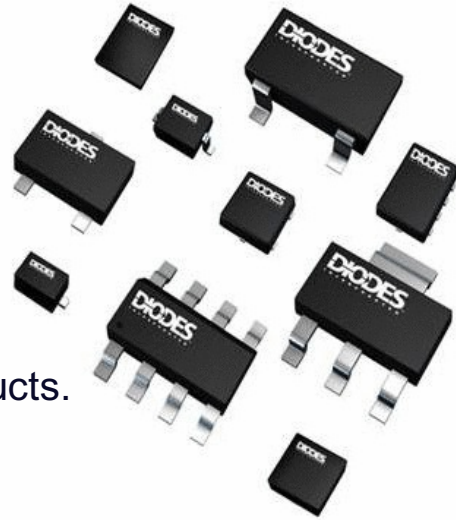
About Diodes Incorporated

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



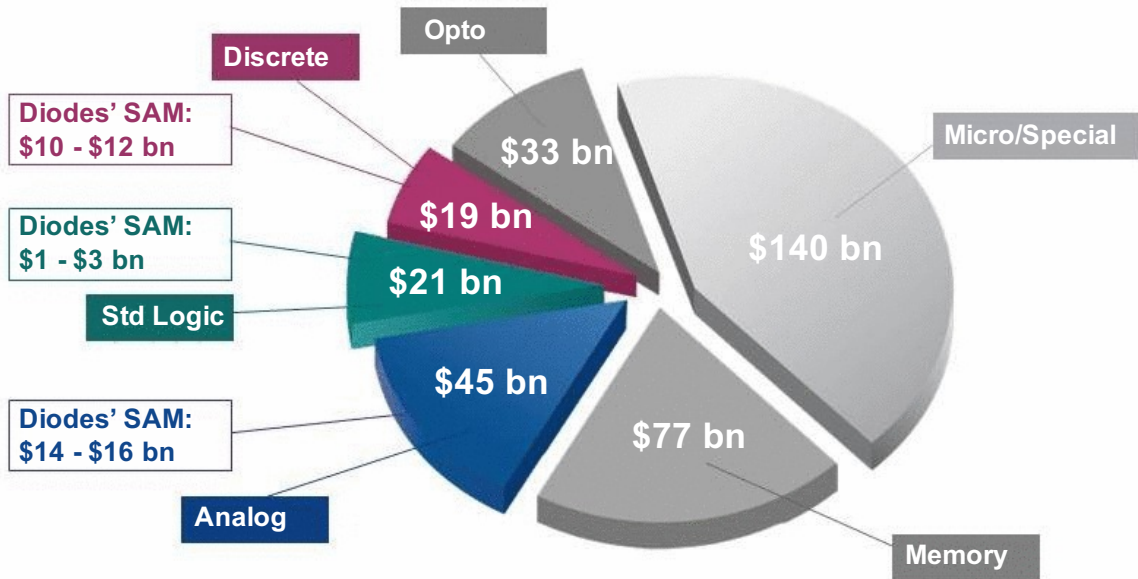
Business Objective

To consistently achieve above-market **profitable growth**, utilizing our innovative and cost-effective **packaging** and **silicon** technology, suited for **high volume**, **high growth** markets by leveraging process expertise and design excellence to deliver high quality semiconductor products.



Significant Market Opportunity

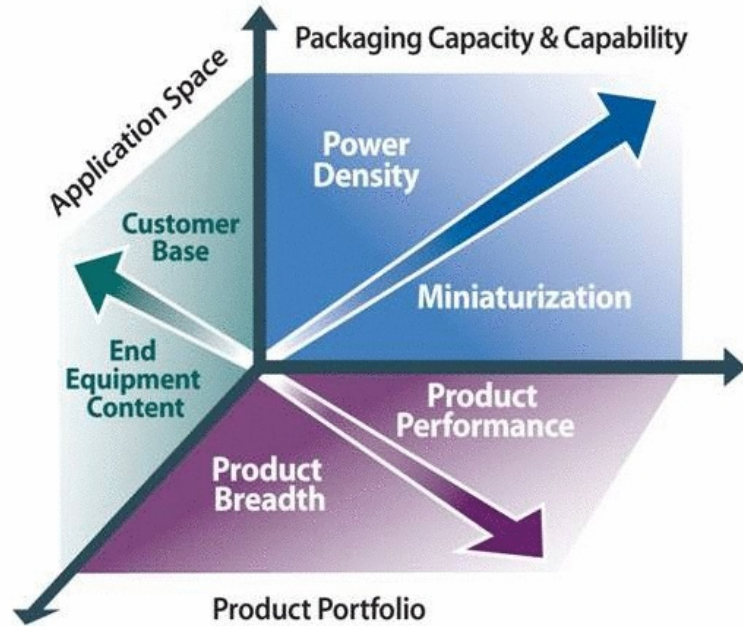
2015 Total Semiconductor Market (\$335 bn)



Diodes Growth Strategy

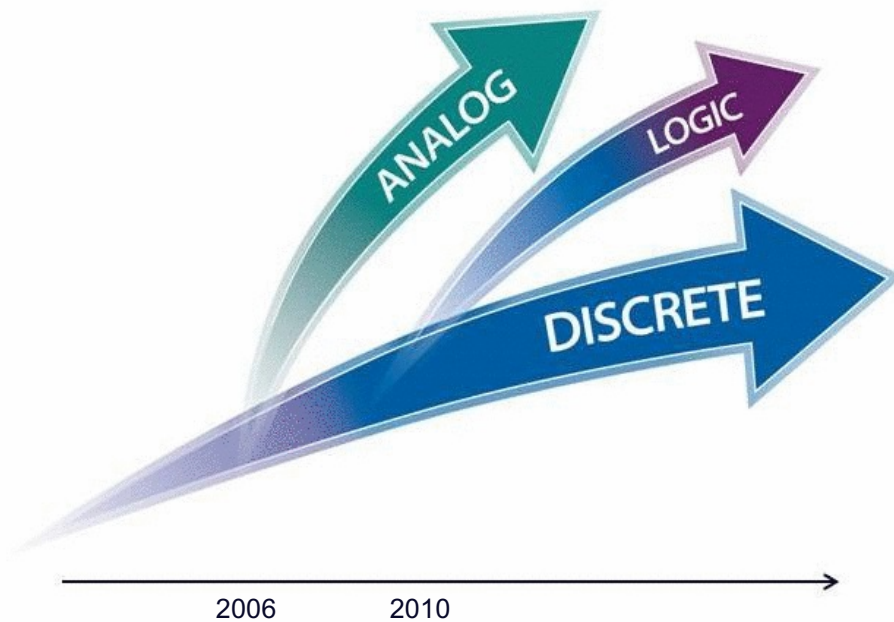
Many Paths for Growth:

- **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

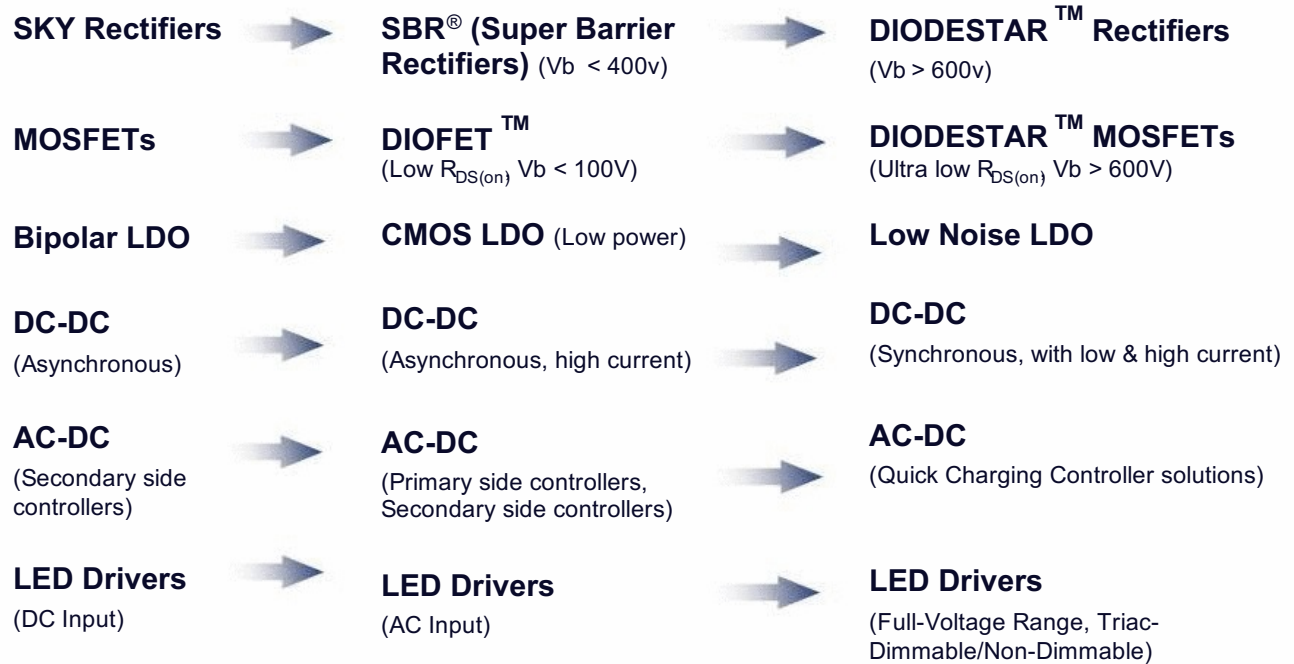


Product Portfolio Progression

- **Discrete**
 - Diodes
 - MOSFETs
 - Rectifiers
 - Transistors
 - Protection Devices
- **Analog**
 - Power Management
 - Power Switches
 - Standard Linear
 - Sensors
 - LED Drivers
 - AC-DC Converters
- **Logic**
 - Low Voltage CMOS
 - High Speed CMOS
 - Advanced Ultra-Low Power CMOS



Performance Enhancement



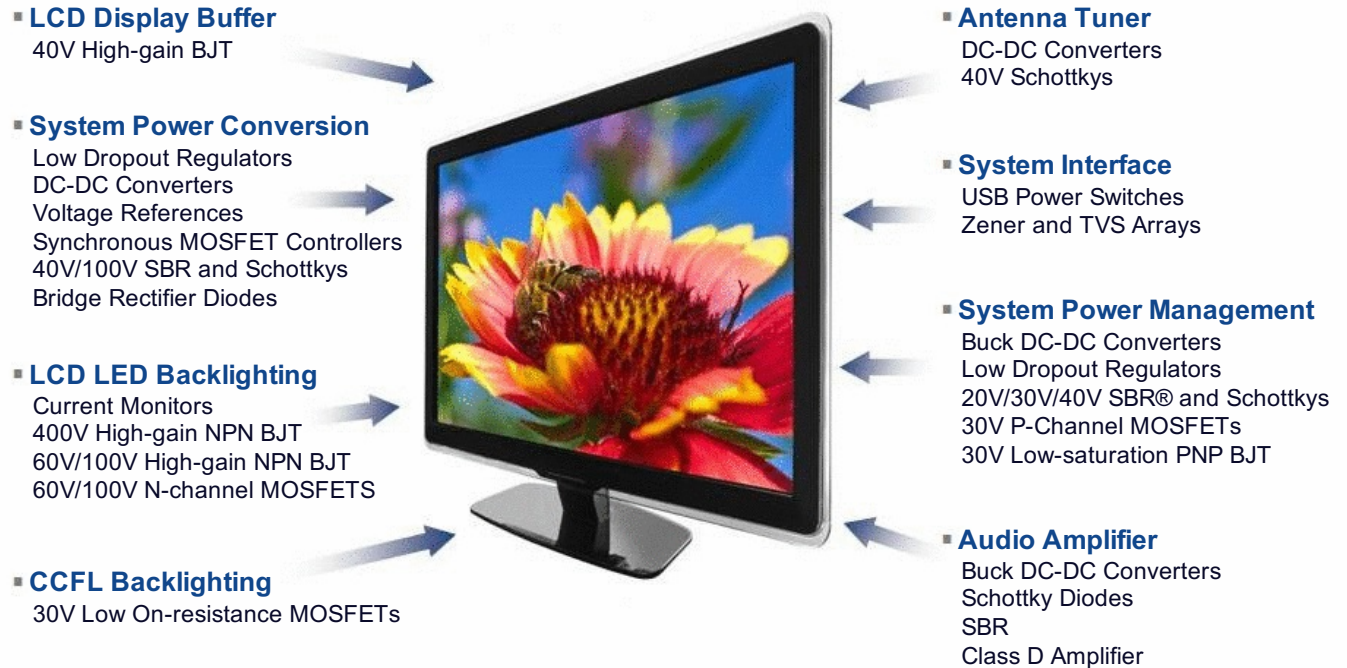
Diodes' product upgrade has expanded our SAM.



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

Automotive Quality for Demanding Automotive Applications

▪ **Body Control Module**

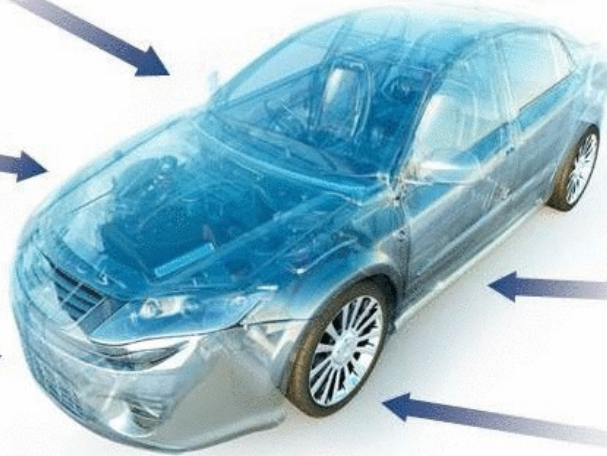
Bipolar Transistors
Shunt Regulator
Voltage Reference
IntelliFET
MOSFETs
Hall Sensor

▪ **Powertrain**

MOSFET
Hall Sensor
Super Barrier Rectifier®
(SBR)

▪ **Daytime Running Lights**

LED Drivers
Schottky Diodes
MOSFETs
Bipolar Transistors



▪ **Automotive Networking**

ESD Protection
TVS Protection

▪ **Interior Light**

LED Drivers
Schottky Diodes
MOSFETs
Bipolar Transistors

▪ **Seat Control Module**

Hall Sensor
SBR
IntelliFET®
Voltage Reference

▪ **Braking Control Unit**

Voltage Reference
IntelliFETs
MOSFETs
Hall Sensor

SBR and IntelliFET are registered trademarks of Diodes Incorporated

DIODES
INCORPORATED

Power and Signal Management for the Broad Industrial Market

■ Illumination

LED Drivers
Synchronous Rectifiers
HV Rectifiers and Bridges
SBRs
HV Switches
MOSFETs

■ System Protection

Hall Sensors
ESD Protection
TVS Protection

■ Signal Conditioning

Op Amps
Comparators
Linear Hall
Voltage Reference
Logic
Current Monitors
ESD Protection
TVS Protection



■ Actuators/Drivers

Hall Sensors
Relay Drivers
IntelliFET
MOSFETs

■ Motor Control

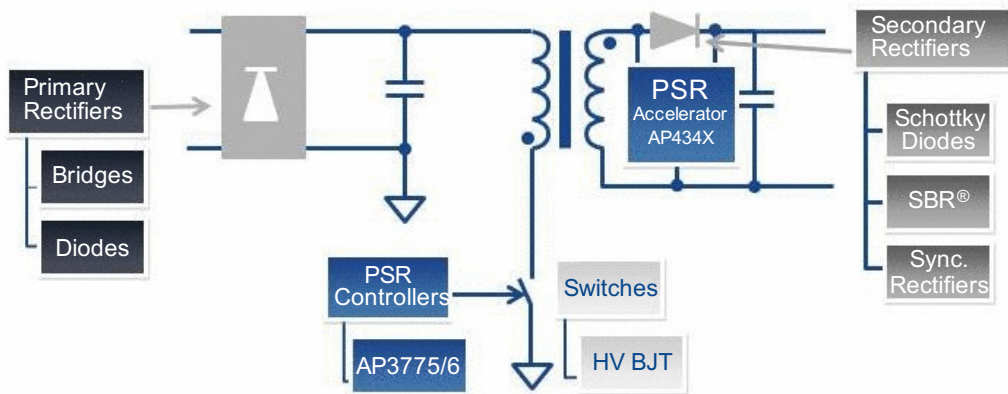
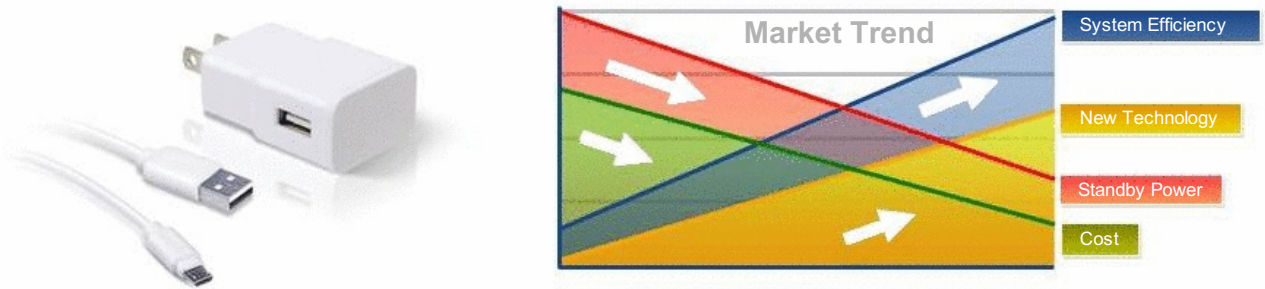
Hall Sensors
Motor Control/Drivers
MOSFETs
H-Bridges
SBR
Gate Drivers

■ Power Management

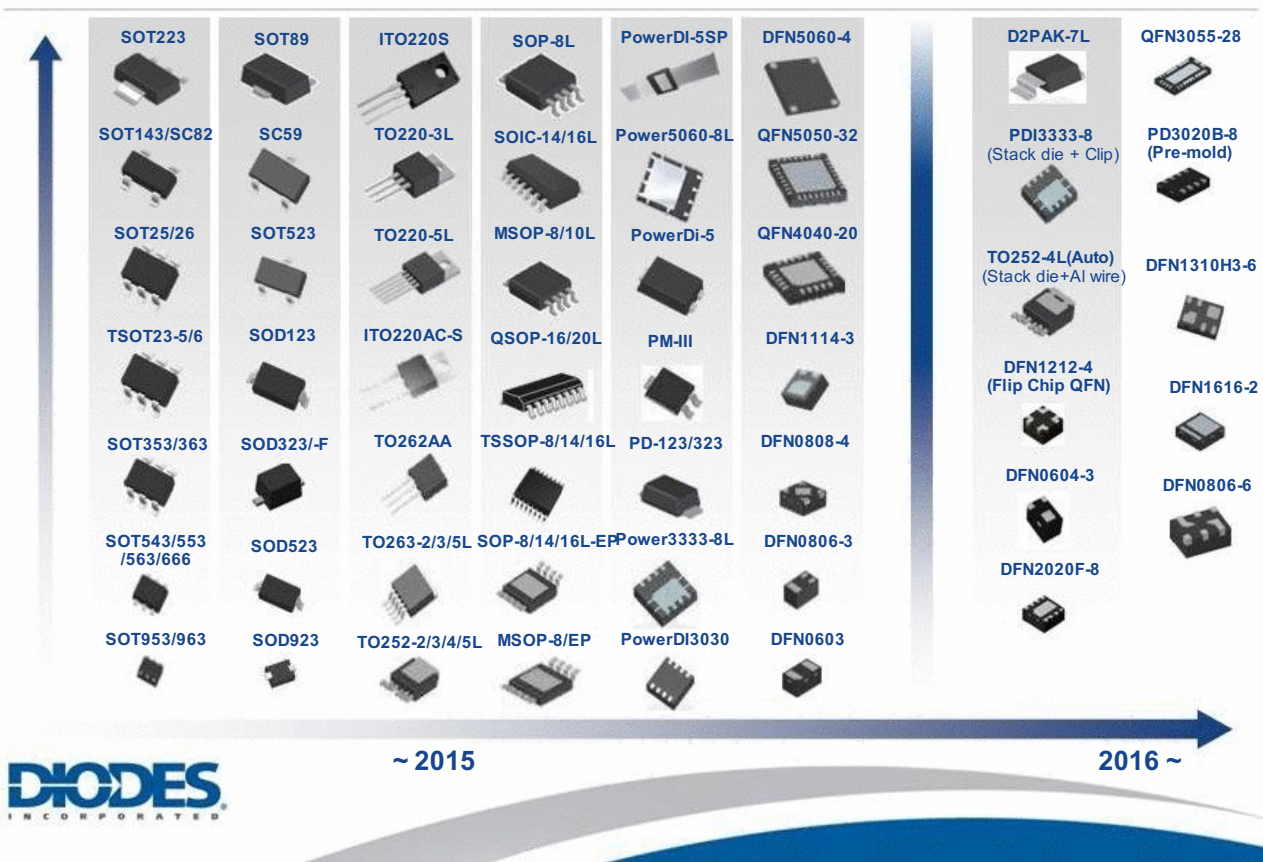
AC-DC Converters
DC-DC Converters
LDO Regulators
HV Regulators
Shunt Regulators
Gate Drivers
Synchronous Rectifiers
HV Rectifiers and Bridges
SBRs
HV Switches

DIODES
INCORPORATED

Complete Charger and Power Adapter Solution and Trend



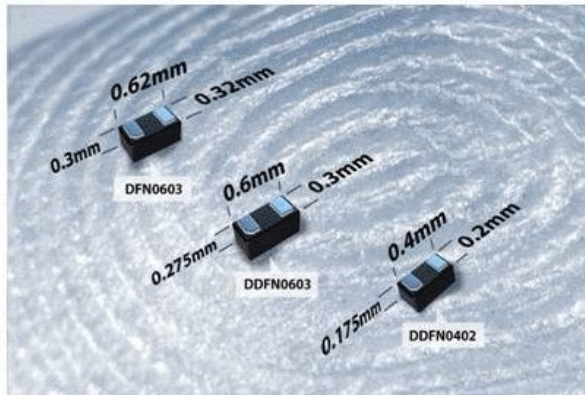
Packaging Focus: Miniaturization and Power Efficiency



Packaging Focus: Miniaturization and Power Efficiency

Miniaturization

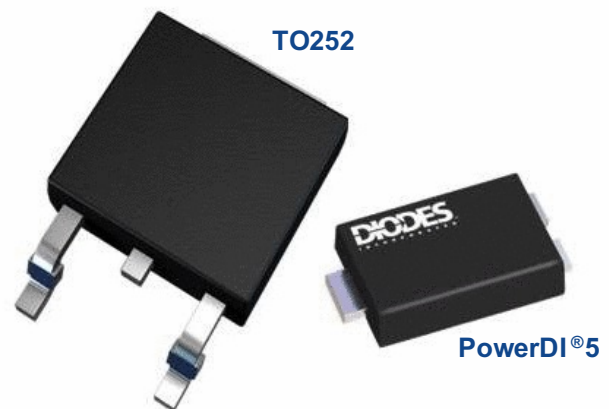
DDFN0402 Possibly the smallest Discrete semiconductor package.



DIODES
INCORPORATED

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
- The new packaging facility in Chengdu has a potential capacity of 5X that of Shanghai
- Additional packaging facilities in Neuhaus, Germany and in Chengdu, China



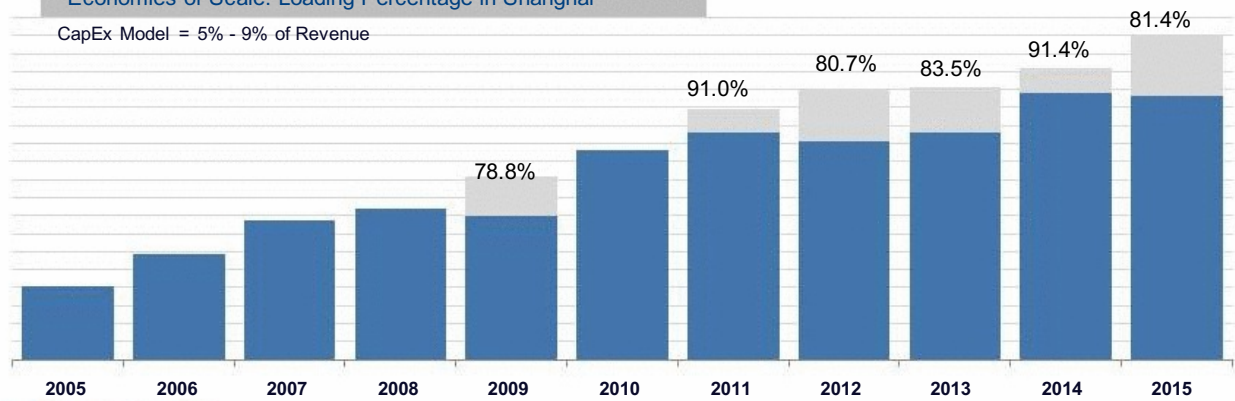
Wafer Fabs

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



Economies of Scale: Loading Percentage in Shanghai

CapEx Model = 5% - 9% of Revenue



Collaborative Customer Relationships

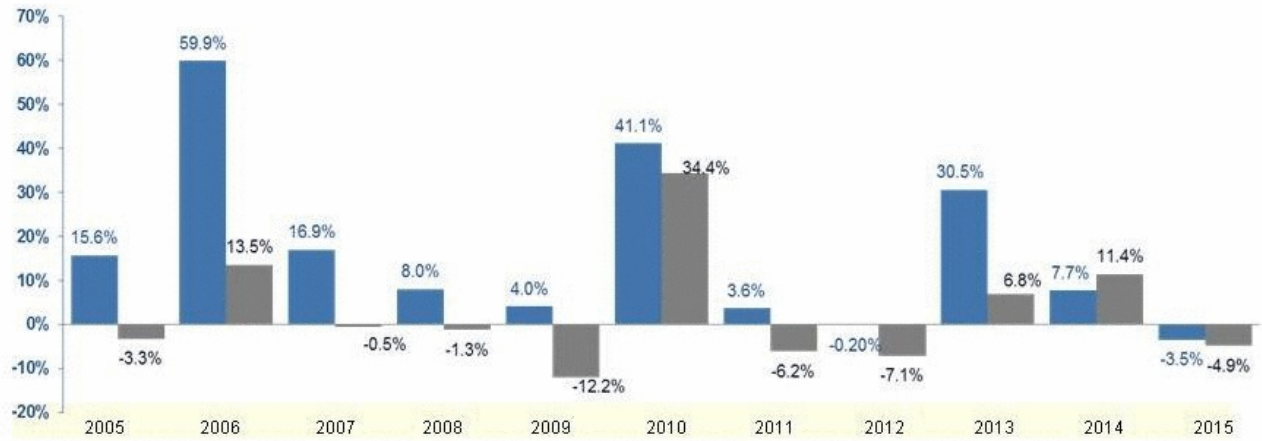


Outperforming the Industry

Annual Revenue Growth Rates

2005 to 2015 Growth

Diodes Inc.: 14.7%
SAM Industry: 3.1%



■ Industry (Discrete + Analog + Logic)



Revenue Growth

(In millions)

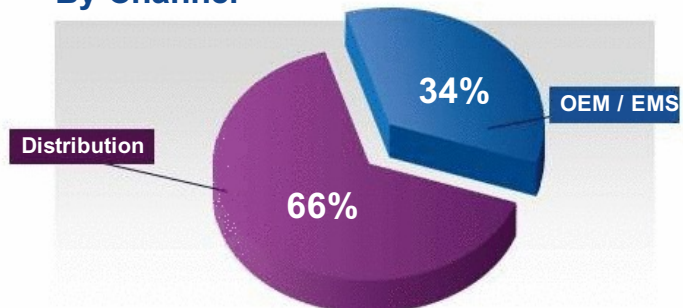


* (Acquisition Years)

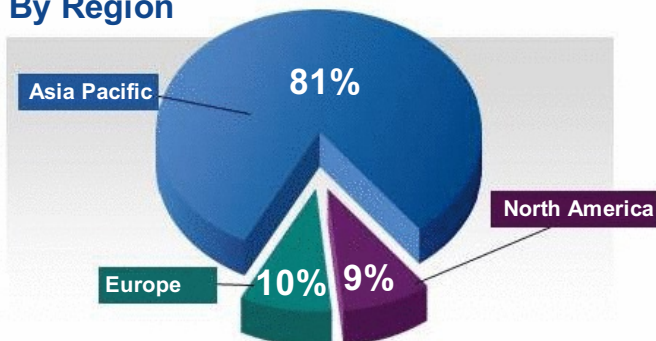


Revenue Profile –4Q2015

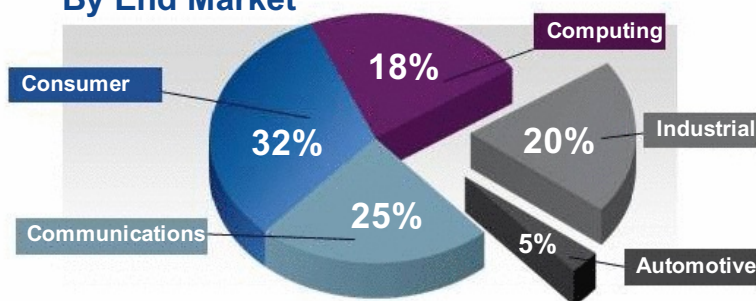
By Channel



By Region



By End Market



Summary of Year 2015

- Completed the acquisition of Pericom Semiconductor on November 24 and included the initial purchase accounting adjustments in the fourth quarter 2015 GAAP results;
- Revenue was \$848.9 million, a decrease of 4.7 percent over the \$890.7 million in 2014;
- Non-GAAP Gross profit was \$251.6 million as compared to GAAP gross profit of \$277.3 million in 2014;
- Non-GAAP gross margin was 29.6 percent compared to GAAP gross margin of 31.1 percent in 2014;
- GAAP net income was \$24.3 million, or \$0.49 per diluted share, compared to \$63.7 million, or \$1.31 per diluted share in 2014;
- Non-GAAP net income was \$42.3 million, or \$0.86 per diluted share, compared to \$70.1 million, or \$1.44 per diluted share in the prior year;
- Excluding share-based compensation expense, both GAAP and non-GAAP adjusted diluted ESP would have increased by an additional \$0.05 per diluted share in the fourth quarter and \$0.20 for the full year.
- Achieved \$118.1 million cash flow from operations and negative \$15.1 million free cash flow, which includes \$133.2 million of capital expenditure. Net cash flow was a negative \$24.6 million, which includes the pay down of \$66 million of long-term debt.
- Re-Purchased 466,010 shares of common stock totaling \$11.0 million.



Fourth Quarter 2015 Financial Performance

In millions, except per share	4Q14	3Q15	4Q15
Revenue	\$223.7	\$208.9	\$214.4
Revenue Growth	-4.2%	2.6%	
Gross Profit (GAAP)	\$70.7	\$61.6	\$53.6
Gross Profit Margin % (GAAP)	31.6%	29.5%	25.0%
Net Income (GAAP)	\$16.7	\$2.8	-\$4.8
Net Income (non-GAAP)	\$18.3	\$6.3	\$6.7
EPS (non-GAAP)	\$0.38	\$0.13	\$0.14
Cash Flow from Operations	\$26.9	\$45.5	\$19.7
EBITDA (non-GAAP)	\$42.7	\$29.7	\$16.6

Balance Sheet

In millions	Dec 31, 2013	Dec 31, 2014	Dec 31, 2015
Cash	\$197	\$243	\$218
Short-term Investments	\$23	\$12	\$65
Inventory	\$180	\$182	\$203
Current Assets	\$650	\$687	\$751
Total Assets	\$1162	\$1179	\$1601
Long-term Debt	\$183	\$141	\$456
Total Liabilities	\$419	\$369	\$758
Total Equity	\$744	\$810	\$843

1Q 2016 Business Outlook

- Expect revenue to range between \$214 million and \$235 million, or flat to up 10 percent sequentially, including the first full quarter of revenue from Pericom;
- Expect non-GAAP gross margin to be 30.0 percent, plus or minus 2 percent;
- Non-GAAP operating expenses are expected to be approximately 25.5 percent of revenue, plus or minus 1 percent;
- Expect interest expense to be approximately 3.4 million;
- Expect income tax rate to be 28 percent, plus or minus 3 percent, and shares used to calculate diluted EPS for the first quarter are anticipated to be approximately 49.5 million; and
- Purchase accounting adjustments related to Pericom and previous acquisitions of \$8.0 million after tax are not included in these non-GAAP estimates.

Diodes Strategy: Profitable Growth





Thank you

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

March 2012

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Diodes Incorporated
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www.diodes.com

**DIODES INCORPORATED (“DIODES”)
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS**

On November 24, 2015 Diodes Incorporated (“Diodes”, the “Company”, “we” or “our”) completed the acquisition (the “Acquisition”) of Pericom Semiconductor Corporation (“Pericom”) pursuant to an Agreement and Plan of Merger, dated as of September 2, 2015, as amended by Amendment No. 1 dated as of November 6, 2015, by and among Diodes, PSI Merger Sub Inc., a California corporation and an indirect wholly owned subsidiary of Diodes (“Merger Sub”) and the Company (the “Merger Agreement”). Pursuant to the Merger Agreement, Merger Sub was merged with and into the Company, with the Company continuing as the surviving corporation and an indirect wholly owned subsidiary of Diodes. The following unaudited pro forma condensed combined financial statements are based upon the historical condensed consolidated financial statements and notes thereto of Diodes (as adjusted for the Pericom acquisition).

The unaudited pro forma condensed combined balance sheet gives pro forma effect to the Pericom acquisition as if it had been completed on September 30, 2015 and combines Diodes’ September 30, 2015 unaudited consolidated balance sheet with Pericom’s unaudited consolidated balance sheet as of September 26, 2015. The unaudited pro forma condensed combined statement of operations for the twelve months ended December 31, 2014, gives pro forma effect to the transactions as if they had been completed on January 1, 2014 and combines Diodes’ audited consolidated statement of operations for the year ended December 31, 2014 and Pericom’s unaudited consolidated statement of operations for the twelve months ended December 27, 2014. The unaudited pro forma condensed combined statement of operations for the nine months ended September 30, 2015, gives pro forma effect to the transactions as if they had been completed on January 1, 2014 and combines Diodes’ unaudited condensed consolidated statement of operations for the nine months ended September 30, 2015 and Pericom’s unaudited condensed consolidated statement of operations for the nine months ended September 26, 2015.

The unaudited pro forma financial information is presented for informational purposes only. The historical condensed combined financial information has been adjusted to give effect to pro forma events that are: 1) directly attributable to the Acquisition; 2) factually supportable; and 3) with respect to the statement of income, expected to have a continuing impact on the combined results. It does not purport to indicate the results that would have actually been attained had the Acquisition occurred on the assumed dates or for the periods presented, or which may be realized in the future. The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable under the circumstances. A final determination of fair values relating to the Acquisition may differ materially from the preliminary estimates and will include management’s final valuation of the fair value of assets acquired and liabilities assumed. This final valuation will be based on the actual net assets of Pericom that existed as of the date of the completion of the Acquisition. Any adjustments to the preliminary estimated fair value amounts could have a significant impact on the unaudited pro forma condensed combined financial information contained herein, and our future results of operations and financial position.

These unaudited pro forma condensed combined financial statements should be read in conjunction with the historical consolidated financial statements and related notes contained in the annual, quarterly and other reports filed by Diodes with the United States Securities and Exchange Commission (“SEC”) and with Pericom’s historical consolidated financial statements and related notes contained in the annual, quarterly and other reports Pericom had previously filed with the SEC.

Unaudited Pro Forma Condensed Combined Balance Sheet

As of September 30, 2015

	Diodes 9.30.2015	Pericom 9.26.2015	Total Pro Forma Adjustments	Pro Forma Combined
Assets				
Current assets:				
Cash and cash equivalents	\$ 188,755	\$ 41,544	\$ (15,524) (9)	\$ 214,775
Short-term investments	24,586	78,958	—	103,544
Accounts receivable, net	202,467	26,756	—	229,223
Other receivables	—	2,727	—	2,727
Inventories	197,698	15,183	7,317 (3)	220,198
Deferred income taxes, current	11,193	3,387	—	14,580
Prepaid expenses and other	38,389	311	112 (8)	38,812
Total current assets	<u>663,088</u>	<u>168,866</u>	<u>(8,095)</u>	<u>823,859</u>
Property, plant and equipment, net	371,036	55,947	23,777 (3)	450,760
Deferred income tax, non-current	32,259	2,594	11,519 (6)	46,372
Goodwill	79,389	—	50,270 (1)	129,659
Intangible assets, net	42,841	3,234	153,466 (3)	199,541
Investments in unconsolidated subsidiaries	—	2,289	—	2,289
Other	24,580	7,739	6,054 (3)	38,373
Total assets	<u>\$1,213,193</u>	<u>\$240,669</u>	<u>\$ 236,991</u>	<u>\$1,690,853</u>
Liabilities				
Current liabilities:				
Lines of credit and short-term debt	\$ 261	\$ —	\$ 10,000 (4)	\$ 10,261
Accounts payable	86,388	10,763	418 (7)	97,569
Accrued liabilities	91,868	7,935	— (5)	99,803
Income tax payable	9,106	2,207	—	11,313
Total current liabilities	<u>187,623</u>	<u>20,905</u>	<u>10,418</u>	<u>218,946</u>
Long-term debt, net of current portion	93,510	—	381,123 (4)	474,633
Industrial development subsidy	—	5,010	—	5,010
Deferred tax liabilities	—	4,756	43,190 (6)	47,946
Noncurrent tax liabilities	—	1,424	—	1,424
Other long-term liabilities	74,591	426	6,060 (5)	81,077
Total liabilities	<u>355,724</u>	<u>32,521</u>	<u>440,791</u>	<u>829,036</u>
Stockholders' equity				
Preferred stock	—	—	—	—
Common stock	32,394	87,206	(87,206) (2)	32,394
Additional paid-in capital	335,835	22,249	(17,569) (2)	340,515
Retained earnings	519,053	94,574	(94,906) (2)	518,721
Accumulated other comprehensive loss	(77,564)	4,119	(4,119) (2)	(77,564)
Total stockholders' equity	<u>809,718</u>	<u>208,148</u>	<u>(203,800)</u>	<u>814,066</u>
Noncontrolling interest	47,751	—	—	47,751
Total equity	<u>857,469</u>	<u>208,148</u>	<u>(203,800)</u>	<u>861,817</u>
Total liabilities and stockholders' equity	<u>\$1,213,193</u>	<u>\$240,669</u>	<u>\$ 236,991</u>	<u>\$1,690,853</u>

Unaudited Pro Forma Condensed Combined Balance Sheet

Explanations

1. Calculation of goodwill	
Calculation paid:	
Cash consideration for shares outstanding	\$ 391,123
Cash consideration for vested stock awards including taxes of \$88.	7,371
Value of Diodes restricted stock awards to be issued in exchange of unvested Pericom employee stock awards.	4,680
Total consideration	403,174
Transaction costs incurred by Pericom	8,127
Total consideration including transaction costs incurred by Pericom	411,301
Historical book value of Pericom net assets	208,148
Adjustments of acquired Pericom assets and liabilities to fair value:	
Inventory acquired (See note 3 below)	7,317
Depreciable property, plant and equipment acquired (See note 3 below)	15,583
Land	8,194
Total property, plant and equipment	23,777
Land use rights classified as other assets	7,277
Intangible assets acquired (See note 3 below)	153,466
Cost based investments held by Pericom (See note 3 below)	(1,223)
Contingent liabilities	(6,060)
Deferred taxes, net (long-term asset - \$11,519; long-term liability - \$43,190)	(31,671)
Adjusted book value of Pericom's net assets	361,031
Goodwill	<u>\$ 50,270</u>
2. Change in capital accounts:	
Eliminate Pericom historical capital accounts	
Common stock	\$(87,206)
Additional paid-in capital	(22,249)
Retained earnings	(94,574)
Accumulated other comprehensive loss	(4,119)
Total Pericom historical capital accounts eliminated	\$(208,148)
At the time of the transaction all unvested Pericom equity awards were converted to Diodes restricted stock awards. This amount is an allocation of the total fair value to the pre-acquisition period in which service was rendered by the employee and as such is included as part of the purchase price. The exchange of all Pericom equity awards for Diodes restricted stock awards will result over time in approximately 724,000 shares being issued.	
	4,680
The number of share issues is based on the following exchange rate:	
.83 Diodes restricted stock award for each vested Pericom restricted stock award and performance based unit	
Non recurring costs expensed after September 30, 2015. This includes costs, for attorney's, tax, advice, printing, and other outside consultants and services provided.	
	(332)
Total	<u><u>\$(203,800)</u></u>
3. To reflect the fair value of inventory, property, plant and equipment, land use rights, cost based investments and intangible assets acquired:	
Inventory acquired (integrated circuits and frequency control products)	7,317
Depreciable property, plant and equipment acquired (personal property, real property; average weighted life 32 years)	15,583
Land	8,194
Total Property, plant and equipment	23,777
Land use rights (Other assets)	7,277
Intangible assets acquired (order backlog, customer relationships, developed technology, in-process technology, trade name; average weighted life 11.6 years.)	153,466
Cost based investments held by Pericom (Other assets)	(1,223)
Total	<u><u>\$ 23,777</u></u>

Unaudited Pro Forma Condensed Combined Balance Sheet

Explanations (continued)

4.	Incremental debt incurred to affect the transaction.		
	Lines of credit and short-term debt		10,000
	Long-term debt, net of current portion		<u>381,123</u>
	Total		<u>\$ 391,123</u>
	<p>The incremental debt was funded under an amendment to our existing credit facility (the "Amendment"). The Amendment increases the Company's existing senior credit facilities to a \$400 million revolving senior credit facility (the "Revolver"), which includes a \$10 million swing line sublimit, a \$10 million letter of credit sublimit, and a \$20 million alternative currency sublimit, and a \$100 million term loan facility (the "Term Loan Facility"). The interest rate is subject to change based on Diodes consolidated leverage ratio. A 1/8 percent increase in the rate of the initial debt level of \$391 million would increase Diodes annual interest expense approximately \$500,000, on a pretax basis.</p>		
5.	Adjust for liabilities assumed in the transaction for uncertain tax positions and potential legal exposure.		\$ 6,060
6.	Deferred taxes, net (long-term asset - \$11,519; long-term liability - \$43,190)		\$ 31,671
7.	Transaction costs expensed but not paid after September 30, 2015. This includes costs, for attorney's, tax, advice, printing, and other outside consultants and services provided.		\$ 418
8.	Debt issuance costs incurred after September 30, 2015, for incremental borrowings.		\$ 112
9.	Cash used and borrowed to affect transaction:		
	Debt incurred		\$ 391,123
	Cash paid for shares outstanding		(391,123)
	Cash consideration for vested stock awards including taxes of \$88.		(7,371)
	Cash paid by Diodes after September 30, 2015, for debt issuance costs		(43)
	Cash paid after September 30, 2015, for transaction costs		<u>(8,110)</u>
	Change in cash		<u>\$ (15,524)</u>

Unaudited Pro Forma Condensed Combined Statement of Operations
Nine Months Ended

	Diodes September 30, 2015	Pericom * September 26, 2015	Pro Forma Adjustments	Pro Forma Consolidated
Net sales	\$ 634,522	\$ 93,891	\$ —	\$ 728,413
Cost of goods sold	439,536	50,644	—	490,180
Gross profit	194,986	43,247	—	238,233
Operating expenses				
Selling, general and administrative	98,282	24,082	(2,192) (1)(4)	120,172
Research and development	40,644	13,327	—	53,971
Amortization of acquisition related intangible assets	5,630	—	9,007 (2)	14,637
Loss (gain) on fixed assets	1,556	—	—	1,556
Total operating expenses	146,112	37,409	6,815	190,336
Income from operations	48,874	5,838	(6,815)	47,897
Other income (expense)	(1,426)	4,487	(8,967) (3)	(5,906)
Income before income taxes and noncontrolling interest	47,448	10,325	(15,782)	41,991
Income tax provision	16,179	1,177	(3,729) (5)	13,627
Equity in net income of unconsolidated affiliates	—	88	—	88
Net income	31,269	9,236	(12,053)	28,452
Less net income attributable to noncontrolling interest	2,222	—	(856)	1,366
Net income attributable to common stockholders	\$ 29,047	\$ 9,236	\$ (11,197)	\$ 27,086
Earnings per share attributable to common stockholders:				
Basic	\$ 0.60			\$ 0.55
Diluted	\$ 0.59			\$ 0.54
Number of shares used in earnings per share computation:				
Basic	48,144		724 (6)	48,868
Diluted	49,351		724 (6)	50,075

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Nine Months Ended September 30, 2015
Explanations

1. Incremental depreciation expense and amortization related to fair value adjustments to the acquired property, plant and equipment and land use rights. The estimated depreciable life of this incremental property, plant and equipment and land use rights is approximately 28 years and based on straight line attribution method.
2. Incremental amortization expense related to the fair value adjustment of the acquired intangible assets. The incremental intangible assets will be amortized over the weighted average useful lives of approximately 11.6 years.
3. Interest expense computed at 3%, the current rate in effect, and amortization of debt issuance costs on the incremental borrowing to affect the transaction.
4. Reverse nonrecurring transaction costs, \$2,812. Includes costs for attorney's, tax advice and other consultants.
5. Tax benefit of related to the expenses directly related to the transaction resulting in an effective tax rate on the adjustments of 21%.

Tax benefit of incremental expenses and reversal of tax benefit on transaction costs at 34%.	(2,093)
Reversal of deferred taxes on fair value adjustments at 17%. Rate is based on orinally rate used to record deferred tax at the acquisition date.	<u>(1,637)</u>
Total	<u><u>(3,729)</u></u>
6. Diodes shares to be issued for replacement of Pericom equity awards.

* Information for the nine months ended September 26, 2015 for Pericom was derived from Pericom's previous filings with the Securities and Exchange Commission.

The Company has not included incremental transaction costs of approximately \$8 million due to those costs being nonrecurring.

Unaudited Pro Forma Condensed Combined Statement of Operations
Twelve Months Ended

	Diodes December 31, 2014	Pericom * December 27, 2014	Pro Forma Adjustments	Pro Forma Consolidated
Net sales	\$ 890,651	\$ 129,934	\$ —	\$1,020,585
Cost of goods sold	613,372	74,969	—	688,341
Gross profit	277,279	54,965	—	332,244
Operating expenses				
Selling, general and administrative	133,701	29,498	827 (1)	164,026
Research and development	52,136	18,454	—	70,590
Amortization of acquisition related intangible assets	7,914	991	12,010 (2)	20,915
Loss (gain) on fixed assets	(983)	—	—	(983)
Total operating expenses	192,768	48,943	12,837	254,548
Income from operations	84,511	6,022	(12,837)	77,696
Other income (expenses)				
Interest income	1,470	2,733	—	4,203
Interest expense	(4,332)	—	(12,312) (3)	(16,644)
Gain on securities carried at fair value	1,364	56	—	1,420
Other	2,979	1,678	—	4,657
Total other income (expense)	1,481	4,467	(12,312)	(6,364)
Income before income taxes and noncontrolling interest	85,992	10,489	(25,149)	71,332
Income tax provision	20,359	1,993	(5,137) (4)	17,215
Equity in net income of unconsolidated affiliates	—	176	—	176
Net income	65,633	8,672	(20,012)	54,293
Less net income attributable to noncontrolling interest	1,955	—	(596)	1,359
Net income attributable to common stockholders	<u>\$ 63,678</u>	<u>\$ 8,672</u>	<u>\$ (19,416)</u>	<u>\$ 52,934</u>
Earnings per share attributable to common stockholders:				
Basic	<u>\$ 1.35</u>			<u>\$ 1.10</u>
Diluted	<u>\$ 1.31</u>			<u>\$ 1.07</u>
Number of shares used in earnings per share computation:				
Basic	<u>47,184</u>		<u>724 (5)</u>	<u>47,908</u>
Diluted	<u>48,594</u>		<u>724 (5)</u>	<u>49,318</u>

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Twelve Months Ended December 31, 2014
Explanations

1. Incremental depreciation expense and amortization related to fair value adjustments to the acquired property, plant and equipment and land use rights. The estimated depreciable life of this incremental property, plant and equipment and land use rights is approximately 28 years and based on straight line attribution method.
 2. Incremental amortization expense related to the fair value adjustment of the acquired intangible assets. The incremental intangible assets will be amortized over the weighted average useful lives of approximately 11.6 years.
 3. Interest expense computed at 3%, the current rate in effect, and amortization of debt issuance costs on the incremental borrowing to affect the transaction.
 4. Tax benefit of related to the expenses directly related to the transaction resulting in an effective tax rate on the adjustments of 19%.

Tax benefit of incremental expenses and reversal of tax benefit on transaction costs at 24%.	(2,955)
Reversal of deferred taxes on fair value adjustments at 17%. Rate is based on orinally rate used to record deferred tax at the acquisition date.	<u>(2,182)</u>
Total	<u><u>(5,137)</u></u>
 5. Diodes shares to be issued for replacement of Pericom equity awards.
- * Information for the twelve months ended December 27, 2014 for Pericom was derived from Pericom's previous filings with the Securities and Exchange Commission.
- The Company has not included incremental transaction costs of approximately \$8 million due to those costs being nonrecurring.