

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 31, 2005

DIODES INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	1-5740 (Commission File Number)	95-2039518 (I.R.S. Employer Identification No.)
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3050 East Hillcrest Drive Westlake Village, California (Address of principal executive offices)	91362 (Zip Code)
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(805) 446-4800  
(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))

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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 31, 2005, the Board of Directors (the "Board") of Diodes Incorporated (the "Company") appointed Dr. Keh-Shew Lu as the President and the Chief Executive Officer of the Company effective as of June 1, 2005. Dr. Lu has served as a director of the Company since 2001. C.H. Chen, who has served as the President and the Chief Executive Officer of the Company since March 2000, resigned from those positions, and was appointed as the Vice Chairman of the Company's Board of Directors, effective as of June 1, 2005.

Item 7.01. Regulation FD Disclosure.

On May 31, 2005, the Company issued a press release announcing the appointment of Mr. Chen as the Vice Chairman of the Board and Keh-Shew Lu as the President and the Chief Executive of the Company, and the resignation of C.H. Chen as the President and the Chief Executive Officer of the Company, all effective as of June 1, 2005. A copy of the press release is attached as Exhibit 99.1 to this Report and is incorporated in this Item 7.01 by this reference.

The information contained, or incorporated by reference, in this Item 7.01 is being furnished 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 Item 7.01 of 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 this Report contains is material investor information that is not otherwise publicly available.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit  
Number  
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Description  
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99.1                      Press release dated May 31, 2005.

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: May 31, 2005

By /s/ Carl C. Wertz  
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Carl C. Wertz,  
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number -----	Description -----
99.1	Press release dated May 31, 2005.

DIODES (TM)  
INCORPORATED

FOR IMMEDIATE RELEASE

Diodes Incorporated Appoints Dr. Keh-Shew Lu  
as President & CEO

o C. H. Chen to serve as Vice Chairman of the Board

Westlake Village, California - May 31, 2005 - Diodes Incorporated (Nasdaq: DIOD), a leading manufacturer and supplier of high quality discrete semiconductors, today announced that Dr. Keh-Shew Lu has been appointed as the Company's President and Chief Executive Officer effective June 1, 2005. Dr. Lu, who has served as a director of the Company since 2001, held a number of senior management positions during his 27-year career with Texas Instruments, Inc. ("TI"). C.H. Chen, who served as President and CEO of Diodes, Inc. since March 2000, will continue to serve as Vice Chairman of the Company's Board of Directors.

"We are very pleased that Dr. Lu has agreed to serve as Diodes' new President and CEO," said Raymond Soong, Chairman of the Board of Diodes, Inc. "He brings a very distinguished managerial background in the semiconductor industry, with a strong focus on analog and mixed signal technologies. And he has extensive operational experience in the Asia marketplace. We are confident that he is the right person to lead Diodes, Inc. in the next phase of its growth strategy."

"I would also like to extend the Board's warm and sincere thanks and appreciation to C.H. Chen, who has been instrumental to driving Diodes' transformation into a fully integrated solutions provider and technology leader in the discrete semiconductor category," continued Mr. Soong. "Diodes' business success in the past five years owes a tremendous amount to his vision, and he showed the foresight to arrange for this very positive and seamless succession."

"Moving into adjacent technologies such as analog and mixed-signal is critical to becoming a total solutions provider for our global customers and an extension of Diodes' long-term growth strategy," said Mr. Chen. "Dr. Keh-Shew Lu helped to shape the evolution of linear technologies while at Texas Instruments. I am very excited to work with him to help take Diodes into higher-value product categories that leverage our core strengths and end-market focus."

Dr. Lu's career at Texas Instruments culminated by serving as Senior Vice President of TI and General Manager of Worldwide Mixed-Signal and Logic Products from 1998 to 2001. His responsibilities included all aspects of the analog, mixed-signal and logic products for TI's worldwide business, including design, process and product development, manufacturing and marketing. Dr. Lu's business areas also included the mixed-signal and RF portion of TI's digital signal processing solutions, display solutions, and wireless communications. From 1996 to 1998, he was manager of TI's worldwide memory business. In addition, Dr. Lu served as President of

TI Asia from 1994 until 1997, where he had responsibility for all of TI's activities in Asia (excluding Japan).

Dr. Lu holds a Bachelor's degree in engineering from the National Cheng Kung University in Taiwan, and a Master's degree and doctorate in electrical engineering from Texas Tech University. He is also a director of two publicly held companies in Taiwan, Lite-On Technology Corporation and Winbond Electronics Corporation. Dr. Lu is Chairman of the Asia American Citizen's Council, and is a member of the Advisory Board to Southern Methodist University's Asian Studies Program.

"I am honored to take on this new management role at Diodes, after witnessing the Company's tremendous success in the past several years," said Dr. Lu. "Diodes, Inc. has significantly outperformed the industry growth rates and demonstrated consistent profitability due to its modern, efficient manufacturing, world-class sales organization, and fiscal discipline. I am very excited about what we can accomplish in the future as we continue to move into adjacent technologies that will build on these strengths and enable us to offer higher margin products."

About Diodes Incorporated

Diodes Incorporated (Nasdaq: DIOD) is a leading manufacturer and supplier of high-quality discrete semiconductor products, primarily to the communications, computing, industrial, consumer electronics and automotive markets. The Company

operates four Far East subsidiaries, Diodes-China (QS-9000 and ISO-14001 certified) in Shanghai, our newest manufacturing facility in China, Diodes-Shanghai, Diodes-Taiwan (ISO-9000 certified) in Taipei, and Diodes-Hong Kong. Diodes-China and Diodes-Shanghai manufacturing focus are on subminiature surface-mount devices destined for wireless devices, notebook, flat panel display, digital camera, mobile handset, set-top box, DC to DC conversion, and automotive applications, among others. Diodes-Taiwan is our Asia-Pacific sales, logistics and distribution center. Diodes-Hong Kong covers sales, warehouse and logistics functions. The Company's 5" wafer foundry, Diodes-FabTech (QS-9000 certified), specializes in Schottky products and is located just outside Kansas City, Missouri. The Company's ISO-9001:2000 corporate sales, marketing, engineering and logistics headquarters is located in Southern California. For further information, including SEC filings, visit the Company's website at [www.diodes.com](http://www.diodes.com).

Source: Diodes Incorporated

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

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