
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

October 6, 2009
Date of Report (Date of earliest event reported)

DIODES INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

002-25577
(Commission File Number)

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

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))
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Item 7.01. Regulation FD Disclosure.

On October 6, 2009, the Company attended investor presentations coordinated by BMO Capital Markets based out of Canada. A copy of the presentation slides is attached as Exhibit 99.1 to this Report.

The information in this Item 7.01, including Exhibit 99.1, will not be treated as filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section. This information will not be incorporated by reference into a filing under the Securities Act of 1933, or into another filing under the Exchange Act, unless that filing expressly refers to specific information in this Report. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information in this Item 7.01 is material information that is not otherwise publicly available.

In the presentation, the Company utilized financial measures and terms not calculated in accordance with generally accepted accounting principles in the United States ("GAAP") in order to provide stockholders with an alternative method for assessing our operating results in a manner that enables stockholders to more thoroughly evaluate our current performance as compared to past performance. We also believe these non-GAAP measures provide stockholders with a more informed baseline for modeling the Company's future financial performance. Our management uses these non-GAAP measures for the same purpose. We believe that our stockholders should have access to these same tools that we use in analyzing our results. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. See Exhibit 99.1 to the Company's Form 8-K, filed on August 10, 2009 for definitions of these non-GAAP financial measures, together with an explanation of why management uses these measures and why management believes that these non-GAAP financial measures are useful to stockholders. In addition, in Exhibit 99.1 to the Company's Form 8-K, filed on August 10, 2009, we have provided tables to reconcile these non-GAAP financial measures to GAAP financial measures.

Cautionary Information Regarding Forward-Looking Statements

Except for the historical and factual information contained in the accompanying slides attached as exhibits to this Report, the matters set forth therein 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 Diodes' present and future business strategy and objective; 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; Diodes' ability to maintain customer and vendor relationships; technological advancements; impact of competitive products and pricing; growth in targeted markets; geographic growth by regions; winning shares in various segments of the semiconductor market and strategies; successful integration of acquired companies and/or assets; Diodes' 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; UBS settlement may not provide us with the liquidity intended; our future guidance may be incorrect; we may not realize or maintain the anticipated cost savings; the global economic weakness may be more severe or last longer than we currently anticipated and other information detailed from time to time in Diodes' 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 the presentation slides. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Slides for BMO Capital Markets investor presentation in Canada on October 6, 2009

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: October 7, 2009

DIODES INCORPORATED

By /s/ Richard D. White

RICHARD D. WHITE

Chief Financial Officer



BMO Marketing – Montreal/Toronto

OCTOBER 2009



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 not limited to, statements regarding Diodes' business objective; growth strategy and guidance in revenue growth; gross profit growth; SG&A and R&D as percentages of revenue; other expense; tax rate; and fully diluted share count.

Potential risks and uncertainties include, but are not limited to, such factors as Diodes' 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; 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; uncertainties in the Auction Rate Securities market; currency exchange rates; availability of tax credits; UBS settlement may not provide us with the liquidity intended; our future guidance may be incorrect; we may not realize or maintain the anticipated cost savings; the global economic weakness may be more severe or last longer than we currently anticipated; and other information detailed from time to time in Diodes' filings with the United States Securities and Exchange Commission.



Management Representative



Dr. Keh-Shew Lu

President and CEO

President and CEO Since 2005
Director – Diodes, Inc. 8 years
Texas Instruments 27 years

Experience:

- Senior Vice President of TI Worldwide Analog and Logic Products
- Senior Vice President of TI Worldwide Memory Business
- 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



Management Representative



Carl Wertz

Vice President, Finance
and Investor Relations

16 years with Diodes:
CFO (1998 to May 2009)

Experience:

- 24 years of manufacturing and distribution experience
- Accounting career with Deloitte & Touche LLP
- Licensed certified public accountant



About Diodes

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

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Business Objective

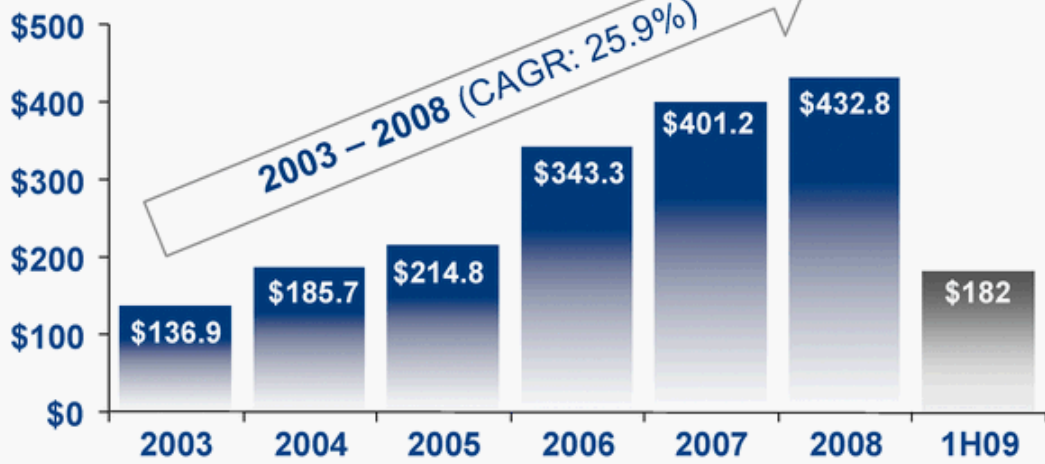
To consistently achieve **Profitable growth**, utilizing our innovative and cost-effective Semiconductor packaging technology, suited for **high growth electronics markets** by leveraging deep design and manufacturing expertise to deliver market-leading semiconductor products



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Revenue Growth

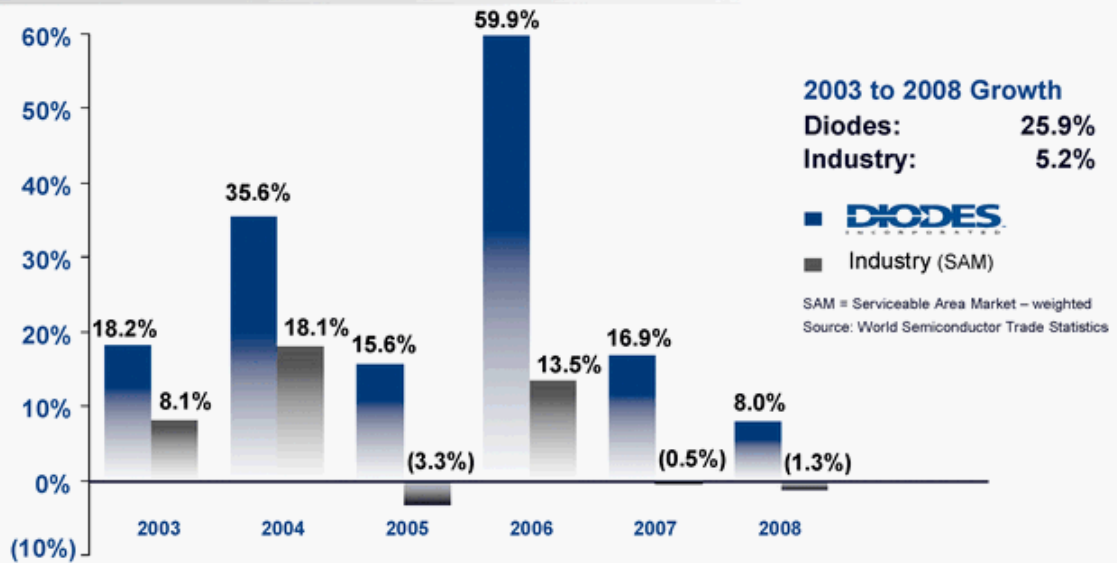
Revenue by Year (\$m)



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Outperforming the Industry

Annual Revenue Growth Rates



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Diodes - Fast Facts

- 3,122 employees worldwide; and
- U.S. headquarters and 23 locations globally.
- 6-year Revenue Growth  25.9% CAGR (2003 – 2008)
- 6-year EPS (adj) Growth  27.3% CAGR
- 6-year Equity Growth  39.1% CAGR

Experienced Management Team

Dr. Keh-Shew Lu

President, CEO and Director

- 8 yrs Board of Directors
- 27 yrs at Texas Instruments

Mark King

Sr. VP, Sales and Marketing

- 18 yrs with Diodes and 7 yrs at Lite-On
- Sales, marketing and finance background

Colin Greene

Europe President & VP of Europe,

Sales and Marketing

- 11 yrs at Zetex plc
- 10 yrs at National Semiconductor

Carl Wertz

VP, Finance and Investor Relations

- Diodes' CFO from 1998 to May 2009
- 24 yrs of relevant industry experience

Richard White

CFO

- 25 yrs with Texas Instruments
- VP, Finance for TI's global MOS Memory and Controller, TI's Asia Pacific Division

Joseph Liu

Sr. VP, Operations

- 19 yrs with Diodes
- 19 yrs with Texas Instruments

Julie Holland

VP, Worldwide Analog Products

- 23 yrs with Texas Instruments

Francis Tang

VP, Product Development

- 26 yrs relevant industry experience

Ed Tang

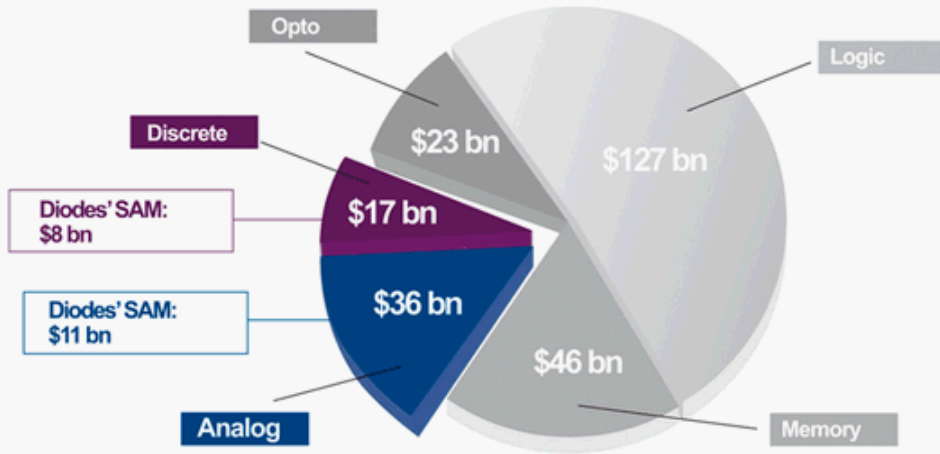
VP, Corporate Administration

- 25 yrs at Texas Instruments



Significant Market Opportunity

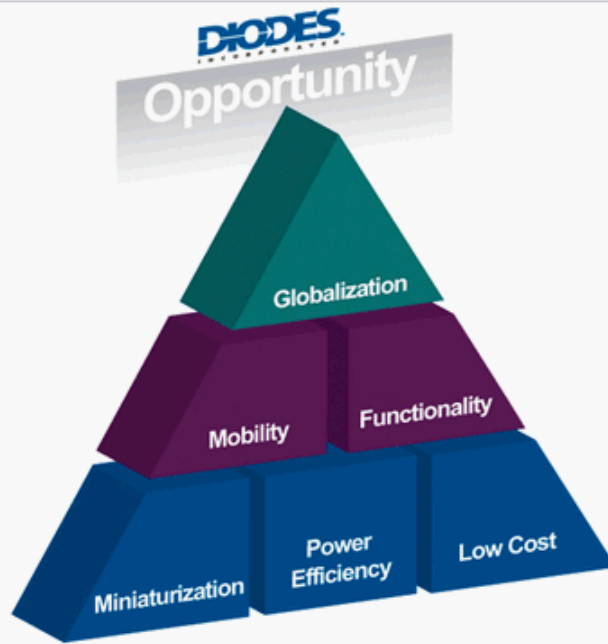
2008 Total Semiconductor Market (\$249 bn)



Diodes Strategy: Profitable Growth



Market Dynamics Drive Opportunity



Broad and Diverse Product Offerings



Portable Computing & Consumer

Winning Markets:

- Diodes' largest market
- Revitalized by netbooks & smartphones
- Geography, functionality, growth



Winning Strategies:

- Increased functionality and protection in minimum space
- Solutions to monitor, control and extend battery life
- Wide range of MOS, BJT, SBR, TVS, Diodes, Sensor, LDO, USB switches, and current monitors
- Miniature thermally-efficient packaging
- Application-specific integration of key circuit elements



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Consumer Entertainment

Winning Markets:

- Strong relationships with market-leaders
- Economic and demographic shifts fueling growth
- New technologies driving expanded content



Winning Strategies:

- Efficiency and power density
- Application-specific solutions
- Low-loss, cool-running reliability
- Cost-effective advanced technologies



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Communications and Control

Winning Markets:

- Focus on VOIP, data communications, power supply, and motion control
- Diverse market with system longevity
- Wide-ranging applications and regional breadth

Winning Strategies:

- Power-efficient solutions to meet EnergyStar™
- Reduced losses, increased power density and system reliability
- Very low noise ratings for superior performance
- Broad range of technology platforms



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LED Lighting

Winning Markets:

- Efficient, economic, environmentally friendly
- Enhanced ruggedness and reliability
- Increasingly pervasive use
- Growth with excellent momentum

Winning Strategies:

- Switches, controllers, and drivers
- Best-in-class power density
- Small and elegant MR16 solutions
- Cost-effective drivers for backlighting
- Flexible and versatile portfolio



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Collaborative Customer Relationships



Efficient Manufacturing + Superior Processes

Packaging

- Shanghai-based packaging with a capacity greater than 17 billion units
- Flexible and optimized manufacturing process = low packaging cost
- Additional packaging facilities in Neuhaus, Germany and JV in Chengdu, China

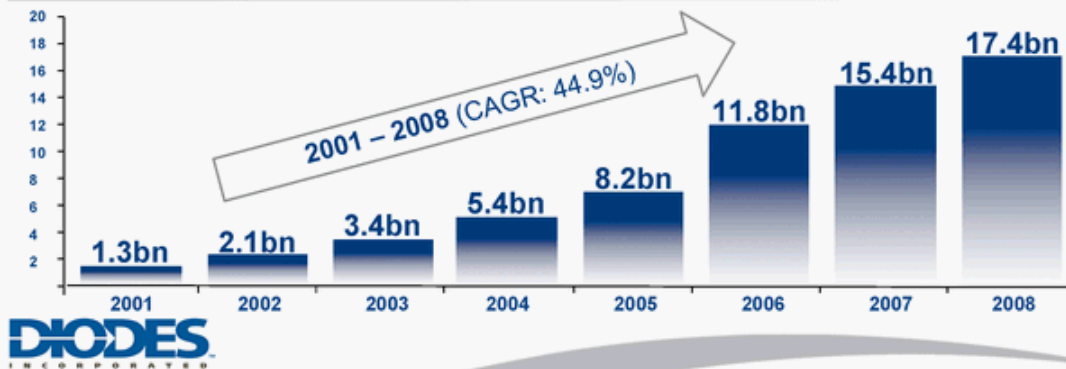


Wafer Fab

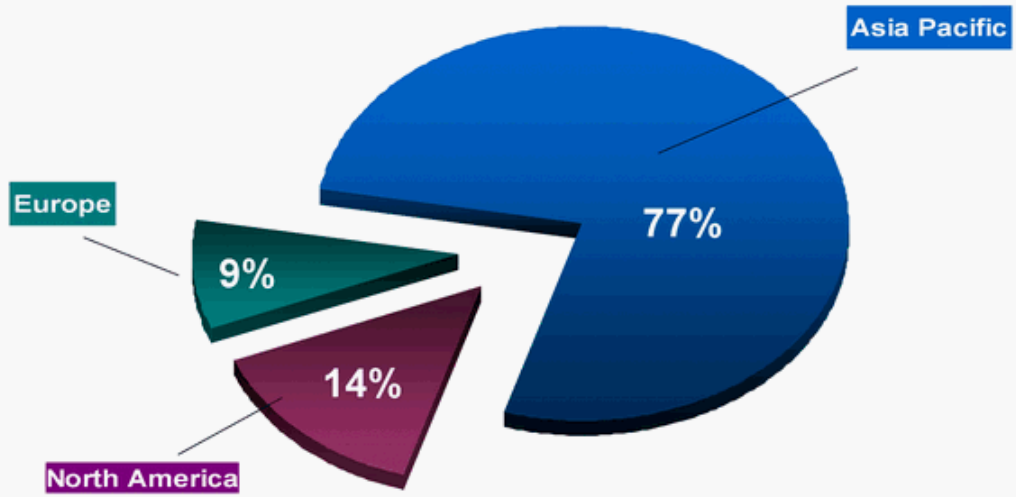
- Bipolar process technology for discrete and ICs
- High volume 5" and 6" wafer fab in Kansas City, MO for discretes
- 6" Wafer fab in Oldham, UK
- Strong engineering capabilities



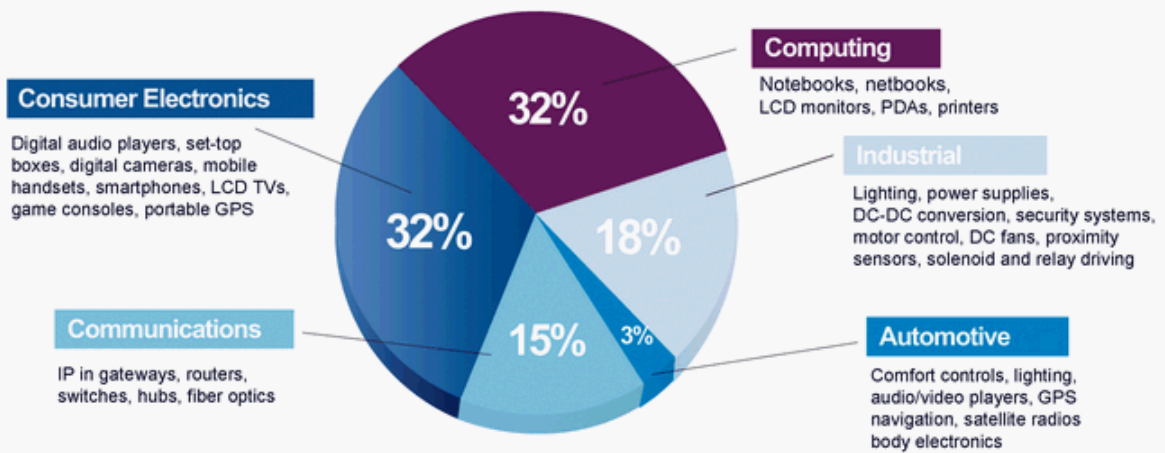
Economies of Scale: Production Units in Shanghai (bn)



Geographic Mix



End Market Diversification – 2Q09



Strong Financial Performance

Full Year 2008

- Revenue increased 8% to a record \$432.8 million
- Gross profit increased to a record \$132.5 million
- GAAP net income was \$39 million, or \$0.91 per share
- Non-GAAP adjusted net income was \$44.8 million, or \$1.04 per share
- Generated \$90.4 million of EBITDA
- Generated \$57 million in cash flow from operations



Second Quarter 2009 Financial Performance

- Revenue was \$103.9 million, an increase of 33.1% over 1Q revenue of \$78.1 million
- Gross profit was \$27.4 million, an increase of 89% over the 1Q of \$14.5 million
- Gross margin was 26.3%, a 770bp increase over the 1Q gross margin of 18.6%
- Income before taxes and non-controlling interest was \$2.8 million compared to a 1Q loss of \$10.3 million
- GAAP net loss was \$3.0 million, or (\$0.07) per share, including a \$4.9 million non-cash tax expense on repatriated earnings
- Non-GAAP adjusted net income was \$2.5 million, or \$0.06 per share, which excluded among other items, the impact of a \$4.9 million or \$0.12 per share of non-cash income tax expense related to repatriated earnings
- Achieved \$17.8 million cash flow from operations, \$12.8 million free cash flow, and \$16.3 million net cash flow



Third Quarter 2009 Outlook

- Revenue to increase 13 to 17% sequentially
- Gross margin to improve to a range between 28 to 32%
- Operating expenses comparable to 2Q09, as a percentage of revenue
- Income tax expense to be a relatively nominal amount of 0% to 4%
- Achieve positive cash flow from operations
- Capital expenditures to range from \$8-12 million

Balance Sheet

	Dec 31, 2008 (adjusted for APB 14-1)	June 30, 2009
Cash	\$103.5	\$109.5
S-T Investment	\$ -	\$319.8
Inventory	\$ 99.1	\$ 79.8
L-T Investment	\$320.6	\$ -
Total Assets	\$893.4	\$893.6
Current Liabilities	\$ 86.9	\$290.7
L-T Debt	\$372.6	\$142.3
Total Liabilities	\$495.1	\$501.5
Stockholders' Equity	\$398.4	\$392.1



UBS/ARS Settlement October 2008

- Replaced margin loan with a "no net cost" loan
- Borrowing rate equals the interest rate earned on our ARS portfolio
- Allows the Company to borrow up to 75% of the market value of the Company's ARS portfolio, or \$213 million, whichever is greater, and we have fully utilized this credit facility
- In January 2009, Diodes was reimbursed \$1.1 million for all interest previously paid in excess of the interest earned on the ARS portfolio
- Diodes will be able to exercise its right to sell ARS portfolio to UBS AG at 100% par any time during the period from June 30, 2010 to July 2, 2012

Convertible Notes Repurchase

- Repurchased a total of \$71 million of Convertible Senior Notes since December 2008
- The Notes are redeemable in October 2011 and total \$142 million after the repurchases



Industry and Media Recognition

NASDAQ Global Select / S&P SmallCap 600 Index / Russell 3000 Index

2008

Deloitte List of 50 Fastest Growing Tech Companies in Texas – Ranking 49th
 Forbes' 2008 List of 200 Best Small Companies – Ranking 30th in sales, 49th in EPS growth
 Standard and Poor's Global Challenger's 300 List
 Business 2.0 Magazine's List of 100 Fastest Growing Technology Companies – Ranking 40th
 Forbes' List of 25 Fastest Growing Tech Companies – Ranking 22nd

BUSINESS 2.0

FORTUNE

NASDAQ

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

STANDARD
& POOR'S

BusinessWeek online

2006

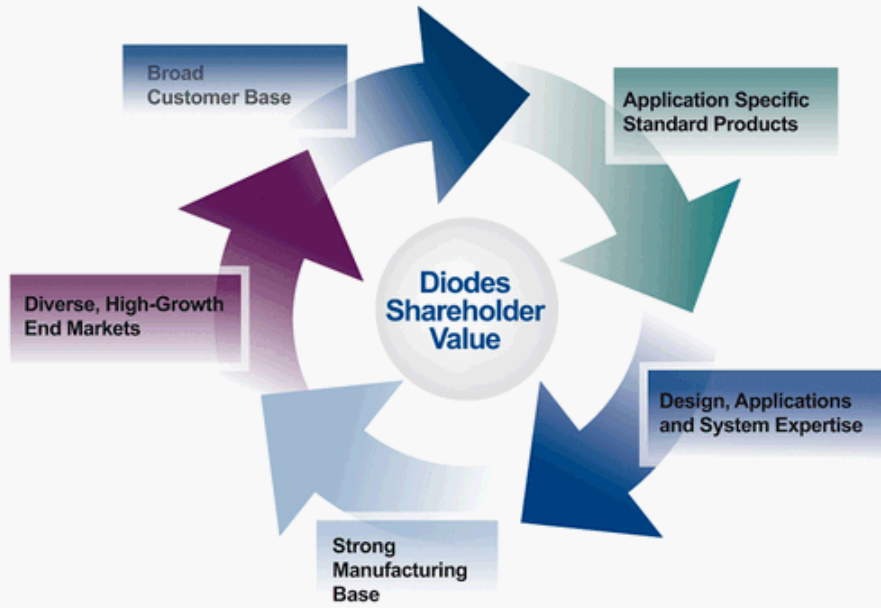
Forbes' 2006 List of 200 Best Small Companies – Ranking 37th
 Standard and Poor's Top 300 Growth Companies – Ranking 51st
 Fortune's 100 Fastest-Growing Companies – Ranking 82nd
 Business 2.0 Magazine's Fastest-Growing Technology Companies – Ranking 26th, up from 45th
 BusinessWeek's List of 100 Best Small Companies – Ranking 52nd

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Investment Highlights





Thank you

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. This presentation also contains non-GAAP measures. See the Company's press release on August 6, 2009 titled "Diodes Incorporated Reports Second Quarter 2009 Financial Results" for detailed information related to the Company's non-GAAP measures and a reconciliation of GAAP net income (loss) to non-GAAP net income (loss).