
**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): October 4, 2006

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.)

3050 East Hillcrest Drive
Westlake Village, California
(Address of principal executive offices)

91362
(Zip Code)

(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 2.02. Results of Operations and Financial Condition.

On October 4, 2006, the Company issued a press release updating its earnings guidance for the fiscal quarter ended September 30, 2006. A copy of the press release is attached as Exhibit 99.1 to this Report and is incorporated in this Item 2.02 by this reference.

Item 7.01. Regulation FD Disclosure.

On October 4, 2006, the Company issued a press release announcing its proposed offering of \$200 million of convertible senior notes due 2026. A copy of the press release is attached as Exhibit 99.2 to this Report and is incorporated in this Item 7.01 by this reference.

The information contained, or incorporated by reference, in Item 2.02 and Item 7.01 is being furnished and 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 2.02 or Item 7.01 of this Report. The furnishing of the information in Item 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.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated October 4, 2006 updating third quarter guidance.
99.2	Press release dated October 4, 2006 announcing proposed offering.

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: October 4, 2006

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

EXHIBIT INDEX

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99.1	Press release dated October 4, 2006 updating third quarter guidance.
99.2	Press release dated October 4, 2006 announcing proposed offering.



Diodes Incorporated Updates Third Quarter Guidance

· Sequential revenue growth expected to be slightly better than 11.5%

Westlake Village, California — October 4, 2006 — Diodes Incorporated (NasdaqGS: DIOD), today provided additional updated guidance for the third quarter of 2006.

The Company now expects third quarter sequential revenue growth to be slightly better than 11.5%, updated from the prior 9-11% guidance. In the second quarter of 2006, the Company reported revenue of \$82.7 million, a 12.4% increase from the first quarter. The Company continues to expect third quarter gross margin to be comparable to the 33.2% recorded in the second quarter.

About Diodes Incorporated

Diodes Incorporated (NasdaqGS: DIOD) is a leading manufacturer and supplier of high-quality discrete and analog semiconductor products, primarily to the communications, computing, industrial, consumer electronics and automotive markets. The Company's corporate sales, marketing, engineering and logistics headquarters is located in Southern California, with two manufacturing facilities in Shanghai, China, a wafer fabrication plant in Kansas City, Missouri, engineering, sales, warehouse and logistics offices in Taipei, Taiwan and Hong Kong, and sales and support offices throughout the world. Diodes, Inc. recently acquired Anachip Corporation, a fabless analog IC company in Hsinchu Science Park, Taiwan.

Diodes, Inc.'s product focus is on subminiature surface-mount discrete devices, analog power management ICs and Hall-effect sensors all of which are widely used in end-user equipment such as TV/Satellite set top boxes, portable DVD players, datacom devices, ADSL modems, power supplies, medical devices, wireless notebooks, flat panel displays, digital cameras, mobile handsets, DC to DC conversion, Wireless 802.11 LAN access points, brushless DC motor fans, and automotive applications. For further information, including SEC filings, visit the Company's website at <http://www.diodes.com>.

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. Potential risks and uncertainties include, but are not limited to, such factors as fluctuations in product demand, the 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, risks of foreign operations, and other information detailed from time to time in the Company's filings with the United States Securities and Exchange Commission.

Source: *Diodes Incorporated*

CONTACT: Carl Wertz, Chief Financial Officer, Diodes Incorporated (805) 446-4800

e-mail: carl_wertz@diodes.com

or

Crocker Coulson, President, Coffin Communications Group,

(310) 231-8600, e-mail: crocker.coulson@ccgir.com

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.



Diodes Incorporated Announces Proposed Offering of \$200 Million of Convertible Senior Notes

Westlake Village, California, October 4, 2006 — Diodes Incorporated (NasdaqGS: DIOD), a leading manufacturer and supplier of high-quality discrete and analog semiconductors, announced today that it has filed a registration statement on Form S-3 with the Securities and Exchange Commission in connection with a proposed offering, subject to market conditions and other factors, of \$200 million aggregate principal amount of convertible senior notes due 2026. The offering contemplates that the underwriters of the notes will have an over-allotment option to purchase up to an additional \$30 million aggregate principal amount of notes within 13 days of the initial issuance of the notes.

Diodes intends to use the net proceeds from the offering for working capital and other general corporate purposes, including acquisitions.

This press release does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

UBS Securities LLC is acting as the sole book-running manager of the offering. A registration statement relating to the proposed offering has been filed with the Securities and Exchange Commission. A copy of the prospectus forming a part of the registration statement relating to the proposed offering can be obtained from UBS Securities LLC, Attention: Prospectus Department, 299 Park Avenue, New York, New York, 10171.

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Source: *Diodes Incorporated*

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