

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 28, 2019

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.66 2/3	DIOD	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On October 28, 2019, Diodes Incorporated (“Diodes”) issued a press release announcing that Lite-On Semiconductor Corporation (“LSC”), a Taiwan-based supplier of “green” power-related discrete and analog semiconductor devices, held a Special Meeting of Shareholders on October 25, 2019 during which the proposed acquisition by Diodes and the associated Share Swap Agreement (“Agreement”) were approved.

LSC entered into an Agreement with Diodes under which Diodes, through an indirect 100% owned subsidiary established in Taiwan, will conduct a share swap transaction. At the effective date of the transaction, each issued and outstanding share of LSC stock will be converted into the right to receive TWD 42.50 in cash, or approximately \$1.39 USD, as of October 28, 2019 without interest. The aggregate consideration of the transaction will be approximately \$435 million. The transaction is subject to customary closing conditions and regulatory approvals. It is expected to close in April 2020. Diodes expects to fund the purchase price of the acquisition primarily with proceeds from a new financing arrangement co-led by Bank of America, PNC Bank and Wells Fargo Securities.

A copy of the press release is attached as Exhibit 99.1 to the report.

The press release provided in Exhibit 99.1, contains forward looking statements that are intended to be within the safe harbor provided by the Private Securities Litigation Reform Act of 1995.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated October 28, 2019
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 29, 2019

DIODES INCORPORATED

By /s/ Brett R. Whitmire
Brett R. Whitmire
Chief Financial Officer



Lite-On Shareholders Approve the Proposed Acquisition by Diodes Incorporated

Plano, Texas – October 28, 2019 – Diodes Incorporated (Nasdaq: DIOD) today announced that Lite-On Semiconductor Corporation (TWSE: 5305) (“LSC”) held a Special Meeting of Shareholders on October 25, 2019 during which the proposed acquisition by Diodes and the associated Share Swap Agreement (“Agreement”) were approved.

LSC entered into an Agreement with Diodes under which Diodes, through an indirect 100% owned subsidiary established in Taiwan, will conduct a share swap transaction. At the effective date of the transaction, each issued and outstanding share of LSC stock will be converted into the right to receive TWD 42.50 in cash, or \$1.37 USD, as of June 30, 2019 without interest. The aggregate consideration of the transaction will be approximately \$428 million. The transaction is subject to customary closing conditions and regulatory approvals. It is expected to close in April 2020. Diodes expects to fund the purchase price of the acquisition primarily with proceeds from a new financing arrangement co-led by Bank of America, PNC Bank and Wells Fargo Securities.

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. We serve the consumer electronics, computing, communications, industrial, and automotive markets. Our 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 also has timing, connectivity, switching, and signal integrity solutions for high-speed signals. Our corporate headquarters and Americas’ sales offices are located in Plano, Texas and Milpitas, California. Design, marketing, and engineering centers are located in Plano; Milpitas; Taipei, Taoyuan City, and Zhubei City, Taiwan; Oldham, England; and Neuhaus, Germany. Our wafer fabrication facilities are located in Oldham; Shanghai, China; and Greenock, Scotland. We have assembly and test facilities located in Shanghai, Jinan, and Chengdu, China; as well as in Hong Kong; Neuhaus; and Taipei. Additional engineering, research and development, sales, warehouse, and logistics offices are located in Taipei; Hong Kong; Oldham; Shanghai; Shenzhen and Yangzhou, China; Seongnam-si, South Korea; Munich, Germany; and Tokyo, Japan, with support offices throughout the world.

Forward-Looking Statements

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 as to: the expected closing date of the acquisition, including the ability of Diodes to obtain the necessary financing to consummate the acquisition; 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 possibility that the transaction may not be consummated, including as a result of any of the conditions precedent; the risk of Diodes being unable to obtain sufficient financing from lenders to complete the acquisition; the risk of global market downturn conditions and volatilities impacting the completion of the acquisition or the funding; the risk that LSC’s business will not be integrated successfully into Diodes’; the risk that the expected benefits of the acquisition may not be realized; the diversion of our management’s attention from the management of our business; risks of domestic and foreign operations, including excessive operation costs, labor shortages, higher tax rates and Diodes’ joint venture prospects; unfavorable currency exchange rates; and the impact of competition and other risk factors relating to our industry and business as 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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