

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Yu Gary</u> <hr/> (Last) (First) (Middle) 4949 HEDGCOXE ROAD SUITE 200 <hr/> (Street) PLANO TX 75024 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>DIODES INC /DEL/ [DIOD]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President</p>		
			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2024			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Diodes Incorporated Common Stock ⁽¹⁾	02/01/2024		A		22,000	A	\$0.00 ⁽²⁾	61,296	D	
Diodes Incorporated Common Stock	02/01/2024		F ⁽³⁾		649	D	\$67.69	60,647	D	
Diodes Incorporated Common Stock - Performance Stock Units ⁽⁴⁾	02/01/2024		A ⁽⁵⁾		22,000 ⁽⁶⁾	A	\$0.00	52,000	D	
Diodes Incorporated Common Stock	02/02/2024		S ⁽⁷⁾		2,900	D	\$66.81	57,747	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Restricted stock units vest in four equal installments beginning 02/01/2025.
- Granted under Rule 16b-3 Plan.
- Vested restricted stock unit shares were automatically withheld to cover income tax.
- Each PSU represents a contingent right granted under the companys 2022 Equity Incentive Plan, a Rule 16b-3 Plan, to receive 1 share of Diodes Incorporated Common Stock.
- The PSUs vest in February 2027 upon the achievement of the 3-year financial performance measure of cumulative non-GAAP operating income for 2024 through 2026 of \$630 million (Target Performance).
- This number represents the target number of PSUs (Target Award) that will vest if the Target Performance is achieved. There is a threshold that provides for payment of 50% of the Target Award upon 80% achievement of the Target Performance and a maximum that provides for payment of 200% of the Target Award upon 120% achievement of the Target Performances. Between 80% and 100% and between 100% and 120% achievement of Target Performance, the Target Award will be decreased or increased on a pro rata basis, with no payout below 80% achievement and payout limited to 200% of the Target Award if the Target Performance exceeds 120%.
- Vested restricted stock unit shares were automatically sold because the participant elected to participate in the Diodes Incorporated Deferred Compensation Plan.

Remarks:

Brett R. Whitmire as Power of Attorney for Gary Yu 02/05/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.