

**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): February 28, 2022

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, Texas
(Address of Principal Executive Offices)

75024
(Zip Code)

Registrant's Telephone Number, Including Area Code: 972 987-3900

(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:

- 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 7.01. Regulation FD Disclosure.

On February 28, 2022, Diodes Incorporated issued a press release announcing that it has agreed to purchase a wafer manufacturing facility located in Portland, Maine from onsemi. A copy of the press release is furnished as Exhibit 99.1.

The press release furnished in Exhibit 99.1 also provides an update on the Company's business outlook, that is intended to be within the safe harbor provided by the Private Securities Litigation Reform Act of 1995 (the "Act") as comprising forward looking statements within the meaning of the Act.

The information furnished in this Item 7.01, including the exhibit incorporated by reference, will not be treated as "filed" for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. This information will not be deemed incorporated by reference into any filing under the Securities Act, or into another filing under the Exchange Act, unless that filing expressly refers to specific information in this Report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

99.1

104

Description

[Press release dated February 28, 2022.](#)

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 thereunto duly authorized.

DIODES INCORPORATED

Date: February 28, 2022

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



Diodes Incorporated to Acquire onsemi's South Portland, Maine Wafer Fabrication Facility and Operations

February 28, 2022 Plano, Texas

Diodes Incorporated (Diodes) (Nasdaq: DIOD) today announced it has entered into a definitive agreement to acquire onsemi's wafer fabrication facility and operations located in South Portland, Maine (the "South Portland Facility"). Terms of the agreement were not disclosed.

The South Portland Facility (SPFAB) offers Diodes additional 200mm wafer fab capacity for analog products to accelerate its growth initiatives in the automotive and industrial end markets. This US-based facility, together with Diodes' existing wafer fabrication facilities in Asia and Europe, will further enhance Diodes' global manufacturing operations.

"The proposed acquisition of the South Portland Facility aligns well with our strategic objective for significant revenue and profit dollar growth over the next several years," said Dr. Keh-Shew Lu, chairman, president, and chief executive officer of Diodes. "The team's exceptional engineering capabilities and skills will support our technical and operational performance expectations and are a welcomed addition to the Diodes' family. Moreover, adding SPFAB to our manufacturing footprint will allow Diodes to support increasing customer demand through expanded capacity and internal manufacturing flexibility, further strengthening Diodes' competitive advantage in this supply constrained environment. We are very enthusiastic about this acquisition and its value to Diodes' future technology roadmap."

The closing of the South Portland Facility transaction is subject to customary closing conditions and is expected to be completed in the second quarter of 2022. Following the close, Diodes will integrate the South Portland Facility as well as its operations and employees.

About Diodes Incorporated

Diodes Incorporated (Nasdaq: DIOD), a Standard and Poor's SmallCap 600 and Russell 3000 Index company, delivers high-quality semiconductor products to the world's leading companies in the consumer electronics, computing, communications, industrial, and automotive markets. We leverage our expanded product portfolio of

discrete, analog, and mixed-signal products and leading-edge packaging technology to meet customers' needs. Our broad range of application-specific solutions and solutions-focused sales, coupled with worldwide operations of 31 sites, including engineering, testing, manufacturing, and customer service, enables us to be a premier provider for high-volume, high-growth markets. For more information visit www.diodes.com.

Cautions Regarding Forward-Looking Statements: Certain statements contained herein, including, among others, the expected closing of the transactions and the potential effects thereof, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected. Forward-looking statements are often characterized by the use of words such as "believes," "estimates," "expects," "projects," "may," "will," "intends," "plans," "should," or "anticipates," and similar expressions. All forward-looking statements contained herein are made as of the date hereof, and are based on Diodes' current expectations, forecasts, estimates and assumptions as well as on information available to Diodes as of such date. These forward-looking statements involve risks, uncertainties and other factors that could cause results or events to differ materially from those expressed in the forward-looking statements. Among these, such risks and uncertainties include, but are not limited to, risks relating to the possibility that the transaction may not be consummated, including as a result of any of the conditions precedent (including the failure to obtain any required approvals or consents); the risk of global market downturn conditions and volatilities impacting the completion of the acquisition; the risk that SPFAB will not be integrated successfully into Diodes' overall business; the risk that the expected benefits of the acquisition may not be realized, including the realization of the accretive effect of the acquisition, the realization of the anticipated cost savings, revenue and profit dollar growth prospects and any other synergies expected from the acquisition and the expected benefits of the new multi-year wafer supply agreement; the risk that SPFAB's standards, procedures and controls will not be brought into conformance within Diodes' operation; difficulties in transitioning and retaining SPFAB employees following the acquisition; difficulties in consolidating facilities and transferring processes and know-how; the diversion of our management's attention from the management of our current business; Diodes may not be able to maintain its current growth strategy or continue to maintain its current performance, costs and loadings in its manufacturing facilities; risks of domestic and foreign operations, including excessive operation costs, labor shortages, changes in tax rates; the impact of competition and other risk factors relating to our industry and business. Additional risk factors are as discussed from time to time in Diodes' filings with the United States Securities and Exchange Commission. Diodes assumes no obligation to update such information, except as may be required by law. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date hereof.

The DIODES logo is a registered trademark of Diodes Incorporated in the United States and other countries.

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