UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2011

Or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from __________to __________.

Commission file number: 002-25577

DIODES INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**95-2039518** (I.R.S. Employer Identification Number)
4949 Hedgcoxe Road, Suite 200 **Plano, Texas** (Address of principal executive offices)	**75024** (Zip code)

(972) 987-3900
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☑	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☑

The number of shares of the registrant's Common Stock outstanding as of August 4, 2011 was 45,601,664.

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PART I — FINANCIAL INFORMATION

Item 1 — Financial Statements

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS
(In thousands)

ASSETS

	June 30, 2011	December 31, 2010
	(Unaudited)	
CURRENT ASSETS		
Cash and cash equivalents	$ 290,366	$ 270,901
Accounts receivable, net	144,205	129,207
Inventories	128,730	120,689
Deferred income taxes, current	8,200	8,276
Prepaid expenses and other	17,328	11,679
Total current assets	588,829	540,752
PROPERTY, PLANT AND EQUIPMENT, net	229,793	200,745
DEFERRED INCOME TAXES, non-current	1,534	1,574
OTHER ASSETS		
Goodwill	70,207	68,949
Intangible assets, net	27,077	28,770
Other	5,624	5,760
Total assets	$ 923,064	$ 846,550

The accompanying notes are an integral part of these financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS *(cont')*

LIABILITIES AND EQUITY
(In thousands, except share data)

	June 30, 2011 (Unaudited)	December 31, 2010
CURRENT LIABILITIES		
Lines of credit	$ 10,000	$ —
Accounts payable	82,074	70,057
Accrued liabilities	42,197	36,937
Income tax payable	6,014	15,412
Convertible senior notes	132,272	128,261
Other current liabilities	718	698
Total current liabilities	273,275	251,365
LONG-TERM DEBT, net of current portion	3,227	3,393
CAPITAL LEASE OBLIGATIONS, net of current portion	1,234	1,380
OTHER LONG-TERM LIABILITIES	31,899	37,520
Total liabilities	309,635	293,658
COMMITMENTS AND CONTINGENCIES		
EQUITY		
Diodes Incorporated stockholders' equity		
Preferred stock — par value $1.00 per share; 1,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock — par value $0.66 2/3 per share; 70,000,000 shares authorized; 45,474,579 and 44,662,796 issued and outstanding at June 30, 2011 and December 31, 2010, respectively	30,316	29,775
Additional paid-in capital	240,988	231,842
Retained earnings	362,572	324,907
Accumulated other comprehensive loss	(33,718)	(45,080)
Total Diodes Incorporated stockholders' equity	600,158	541,444
Noncontrolling interest	13,271	11,448
Total equity	613,429	552,892
Total liabilities and equity	$ 923,064	$ 846,550

The accompanying notes are an integral part of these financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share data)

	Three Months Ended June 30, 2011	Three Months Ended June 30, 2010	Six Months Ended June 30, 2011	Six Months Ended June 30, 2010
NET SALES	$169,806	$149,153	$331,361	$286,000
COST OF GOODS SOLD	114,191	95,686	218,353	184,750
Gross profit	55,615	53,467	113,008	101,250
OPERATING EXPENSES				
Selling, general and administrative	22,575	21,422	43,985	42,841
Research and development	6,533	6,815	13,051	13,191
Other operating expenses	1,153	1,222	2,288	2,350
Total operating expenses	30,261	29,459	59,324	58,382
Income from operations	25,354	24,008	53,684	42,868
OTHER INCOME (EXPENSES)	(1,913)	(3,423)	(5,144)	(3,279)
Income before income taxes and noncontrolling interest	23,441	20,585	48,540	39,589
INCOME TAX PROVISION	4,718	3,035	9,553	6,359
NET INCOME	18,723	17,550	38,987	33,230
Less: NET INCOME attributable to noncontrolling interest	(742)	(903)	(1,322)	(1,625)
NET INCOME attributable to common stockholders	$ 17,981	$ 16,647	$ 37,665	$ 31,605
EARNINGS PER SHARE attributable to common stockholders				
Basic	$ 0.40	$ 0.38	$ 0.84	$ 0.72
Diluted	$ 0.38	$ 0.37	$ 0.80	$ 0.70
Number of shares used in computation				
Basic	45,325	43,975	45,074	43,871
Diluted	47,148	45,510	46,837	45,358

The accompanying notes are an integral part of these financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Six Months Ended June 30, 2011	Six Months Ended June 30, 2010
CASH FLOWS FROM OPERATING ACTIVITIES	$ 48,082	$ 46,928
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of short-term investments	—	296,600
Purchases of property, plant and equipment	(44,984)	(41,053)
Proceeds from sale of property, plant and equipment	10	2,141
Other	77	(152)
Net cash provided by (used in) investing activities	(44,897)	257,536
CASH FLOWS FROM FINANCING ACTIVITIES		
Advances on line of credit	10,000	3,762
Repayments on lines of credit	—	(301,625)
Net proceeds from issuance of common stock	3,709	2,634
Repayments of long-term debt	(272)	(969)
Repayments of capital lease obligations	(88)	(139)
Net cash provided by (used in) financing activities	13,349	(296,337)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	2,931	(4,440)
INCREASE IN CASH AND CASH EQUIVALENTS	19,465	3,687
CASH AND CASH EQUIVALENTS, beginning of period	270,901	241,953
CASH AND CASH EQUIVALENTS, end of period	$290,366	$ 245,640
SUPPLEMENTAL CASH FLOW INFORMATION:		
Non-cash financing activities:		
Property, plant and equipment purchased on accounts payable	$ 9,409	$ 6,292

The accompanying notes are an integral part of these financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Unaudited)

NOTE A – Nature of Operations, Basis of Presentation and Recently Issued Accounting Pronouncements

Nature of Operations

Diodes Incorporated and its subsidiaries (collectively, the "Company") is a leading global manufacturer and supplier of high-quality, application specific standard products within the broad discrete, logic and analog semiconductor markets, serving the consumer electronics, computing, communications, industrial and automotive markets throughout Asia, North America and Europe.

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S.") ("GAAP") for interim financial information and with the instructions to Form 10-Q. They do not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with U.S. GAAP for complete financial statements. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and related notes contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. All significant intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, all adjustments (consisting of normal recurring adjustments and accruals) considered necessary for a fair presentation of the results of operations for the period presented have been included in the interim period. Operating results for the three and six months ended June 30, 2011 are not necessarily indicative of the results that may be expected for other interim periods or the year ending December 31, 2011. The consolidated condensed financial data at December 31, 2010 is derived from audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates. As permitted under U.S. GAAP, interim accounting for certain expenses, including income taxes, are based on full year forecasts. Such amounts are expensed in full in the year incurred. For interim financial reporting purposes, income taxes are recorded based upon estimated annual effective income tax rates.

Certain prior year's balances have been reclassified to conform to the current financial statement presentation.

Recently Issued Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income.* ASU No. 2011-05 provides two options for presenting other comprehensive income (OCI), which previously has typically been placed near the statement of equity. The amendments require an OCI statement to be included with the income statement, which together will make a statement of total comprehensive income or separate from the income statement, but the two statements will have to appear consecutively within a financial report. The provisions of ASU No. 2011-05 are effective for fiscal quarters and years beginning on or after December 15, 2011. The Company will select one of the two presentation options in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012.

NOTE B – Functional Currencies, Foreign Currency Translation and Comprehensive Income

Functional Currencies and Foreign Currency Translation – The functional currency for the Company's China subsidiaries is the U.S. dollar, while other subsidiaries, including subsidiaries in Taiwan and the United Kingdom ("U.K."), use their local currency as their functional currency. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are recorded as other income (expense) in the consolidated condensed statements of operations. The Company had foreign exchange transaction gain of approximately $1 million and loss of approximately $1 million for the three months ended June 30, 2011 and 2010, respectively, and gain of approximately $0 million and loss of approximately $1 million for the six months ended June 30, 2011 and 2010, respectively.

Comprehensive Income – U.S. GAAP generally requires that recognized revenues, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities are reported as separate components of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income or loss.

Total comprehensive income for the three and six months ended June 30, 2011 and 2010 is as follows *(in thousands)*:

Total Comprehensive Income

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net income	$ 18,723	$ 17,550	$ 38,987	$ 33,230
Translation adjustment	1,507	(2,833)	6,231	(10,913)
Unrealized gain/(loss) on defined benefit plan, net of tax	(2,183)	(3,177)	5,129	(5,870)
Comprehensive income	18,047	11,540	50,347	16,447
Less: Comprehensive income attributable to noncontrolling interest	(742)	(903)	(1,322)	(1,625)
Total comprehensive income attributable to common stockholders	$ 17,305	$ 10,637	$ 49,025	$ 14,822

NOTE C – Earnings Per Share

Basic earnings per share is calculated by dividing net earnings by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is calculated similarly but includes potential dilution from the exercise of stock options and stock awards, except when the effect would be anti-dilutive.

The computation of basic and diluted earnings per common share is as follows *(in thousands, except per share data)*:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
BASIC				
Weighted average number of common shares outstanding used in computing basic earnings per share	45,325	43,975	45,074	43,871
Net income attributable to common stockholders	$ 17,981	$ 16,647	$ 37,665	$ 31,605
Earnings per share attributable to common stockholders	$ 0.40	$ 0.38	$ 0.84	$ 0.72
DILUTED				
Weighted average number of common shares outstanding used in computing basic earnings per share	45,325	43,975	45,074	43,871
Add: Assumed exercise of stock options and stock awards	1,823	1,535	1,763	1,487
	47,148	45,510	46,837	45,358
Net income attributable to common stockholders	$ 17,981	$ 16,647	$ 37,665	$ 31,605
Earnings per share attributable to common stockholders	$ 0.38	$ 0.37	$ 0.80	$ 0.70

There are no shares included in the earnings per share calculation related to the Company's 2.25% convertible senior notes ("Notes") outstanding as our average stock price did not exceed the conversion price and, therefore, there is no conversion spread.

NOTE D – Inventories

Inventories stated at the lower of cost or market value are as follows *(in thousands)*:

	June 30, 2011	December 31, 2010
Raw materials	$ 67,127	$ 60,402
Work-in-progress	26,731	22,288
Finished goods	34,872	37,999
Total	$128,730	$ 120,689

NOTE E – Goodwill and Intangible Assets

Changes in goodwill are as follows *(in thousands):*

Balance at December 31, 2010	$68,949
Currency exchange and other	1,258
Balance at June 30, 2011	**$ 70,207**

Changes in intangible assets are as follows *(in thousands):*

Balance at June 30, 2011:	
Intangible assets subject to amortization:	
Gross carrying amount	$ 48,664
Accumulated amortization	(16,972)
Currency exchange and other	(7,185)
Net value	24,507
Intangible assets with indefinite lives:	
Gross carrying amount	3,162
Currency exchange and other	(592)
Total	2,570
Total intangible assets, net	**$ 27,077**

Amortization expense related to intangible assets subject to amortization was approximately $1 million for the three months ended June 30, 2011 and 2010, and approximately $2 million for the six months ended June 30, 2011 and 2010.

NOTE F – Income Tax Provision

Income tax expense of approximately $5 million and $10 million was recorded for the three and six months ended June 30, 2011, respectively. This resulted in an effective tax rate of 20% for the six months ended June 30, 2011, as compared to 16% in the same period of last year and compared to 18% for the full year of 2010. Our effective tax rates for the six months ended June 30, 2011 and 2010, respectively, were lower than the U.S. statutory tax rate of 35%, principally from the impact of higher income in lower-taxed jurisdictions. In addition, the Company's effective tax rate for the six months ended June 30, 2010 was impacted by the noncash income tax benefit of reversing valuation allowances on deferred tax assets from U.K. loss carryforwards.

For the six months ended June 30, 2011, the Company reported domestic and foreign pre-tax income (loss) of approximately $(12) million and $61 million, respectively. For the six months ended June 30, 2010, the Company reported domestic and foreign pre-tax income (loss) of approximately $(12) million and $52 million, respectively. Funds repatriated from foreign subsidiaries to the U.S. may be subject to federal and state income taxes. The Company intends to permanently reinvest overseas all of its earnings from its foreign subsidiaries; accordingly, U.S. taxes are not being recorded on undistributed foreign earnings.

The impact of tax holidays decreased the Company's tax expense by approximately $2 million for the six months ended June 30, 2011 and 2010. The benefit of the tax holidays on both basic and diluted earnings per share for the six months ended June 30, 2011 was approximately $0.10. The benefit of the tax holidays on basic and diluted earnings per share for the six months ended June 30, 2010 was approximately $0.08 and $0.07, respectively.

The Company files income tax returns in the U.S. federal jurisdiction and in various state and foreign jurisdictions. The Company is no longer subject to U.S. federal income tax examinations by tax authorities for tax years before 2007. With respect to state and local jurisdictions and countries outside of the U.S., with limited exceptions, the Company is no longer subject to income tax audits for years before 2006. Although the outcome of tax audits is always uncertain, the Company believes that adequate amounts of tax, interest and penalties, if any, have been provided for in the Company's reserve for any adjustments that may result from future tax audits. The Company recognizes accrued interest and penalties, if any, related to unrecognized tax benefits in income tax expense. As of June 30, 2011, the gross amount of unrecognized tax benefits was approximately $10 million.

It is reasonably possible that the amount of the unrecognized benefit with respect to certain of the Company's unrecognized tax positions will significantly increase or decrease within the next 12 months. These changes may be the result of settlements of ongoing audits or competent authority proceedings. At this time, an estimate of the range of the reasonably possible outcomes cannot be made.

NOTE G – Share-Based Compensation

The following table shows the total compensation expensed for share-based compensation plans, including stock options and share grants, recognized in the statements of operations *(in thousands)*:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Cost of sales	$ 89	$ 82	$ 175	$ 175
Selling and administrative expense	2,961	2,822	5,829	5,686
Research and development expense	233	329	463	653
Total share-based compensation expense	$ 3,283	$ 3,233	$ 6,467	$ 6,514

Stock Options. Stock options generally vest in equal annual installments over a four-year period and expire ten years after the grant date, and expense was estimated on the date of grant using the Black-Scholes option pricing model.

The total net cash proceeds received from stock option exercises during the six months ended June 30, 2011 was approximately $3 million. Stock option expense for both the three months ended June 30, 2011 and 2010 was approximately $1 million. Stock option expense for both the six months ended June 30, 2011 and 2010 was approximately $2 million.

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A summary of the stock option plans is as follows:

Stock Options	Shares (000)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (yrs)	Aggregate Intrinsic Value ($000)
Outstanding at January 1, 2011	3,707	$ 14.14	5	$ 47,891
Granted	363	29.21		
Exercised	(476)	6.97		10,957
Forfeited or expired	—	—		
Outstanding at June 30, 2011	**3,594**	**$ 16.61**	**6**	**$ 35,726**
Exercisable at June 30, 2011	**2,623**	**$ 14.48**	**4**	**$ 30,860**

The aggregate intrinsic value in the table above is before applicable income taxes and represents the amount option holders would have received if all options had been exercised on the last business day of the period indicated, based on the Company's closing stock price.

As of June 30, 2011, total unrecognized stock-based compensation expense related to unvested stock options, net of forfeitures, was approximately $12 million, before income taxes, and is expected to be recognized over a weighted average period of approximately 3 years.

Share Grants. Restricted stock awards and restricted stock units generally vest in equal annual installments over a four-year period.

The total fair value of restricted stock awards vested during the six months ended June 30, 2011 was $5 million. Share grant expense for both the three months ended June 30, 2011 and 2010 was approximately $2 million. Share grant expense for both the six months ended June 30, 2011 and 2010 was approximately $4 million

A summary of the status of the Company's non-vested share grants is as follows:

Share Grants	Shares (000)	Weighted-Average Grant-Date Fair Value	Aggregate Intrinsic Value ($000)
Nonvested at January 1, 2011	774	$ 16.16	$ 12,479
Granted	121	29.44	
Vested	(236)	20.74	4,884
Forfeited	(16)	17.44	
Nonvested at June 30, 2011	**643**	**$ 16.95**	**$ 10,868**

As of June 30, 2011, total unrecognized share-based compensation expense related to non-vested stock awards, net of forfeitures, was approximately $20 million, before income taxes, and is expected to be recognized over a weighted average period of approximately 3 years.

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NOTE H – Segment Information and Enterprise-Wide Disclosure

For financial reporting purposes, the Company operates in a single segment, standard semiconductor products, through the Company's various manufacturing and distribution facilities. The Company aggregates its products because the products are similar and have similar economic characteristics, and the products are similar in production process and share the same customer type.

The Company's primary operations include the domestic operations in Asia, North America and Europe.

Revenues are attributed to geographic areas based on the location of subsidiaries producing the revenues *(in thousands)*:

Three Months Ended June 30, 2011	Asia	North America	Europe	Consolidated
Total sales	$ 150,015	$ 37,224	$ 61,710	$ 248,949
Inter-company sales	(24,128)	(15,878)	(39,137)	(79,143)
Net sales	$125,887	$ 21,346	$ 22,573	$169,806

Three Months Ended June 30, 2011	Asia	North America	Europe	Consolidated
Total sales	$ 122,170	$ 37,010	$ 42,771	$201,951
Inter-company sales	(12,558)	(14,099)	(26,141)	(52,798)
Net sales	$109,612	$ 22,911	$ 16,630	$ 149,153

Six Months Ended June 30, 2011	Asia	North America	Europe	Consolidated
Total sales	$ 281,570	$ 72,597	$ 110,473	$ 464,640
Inter-company sales	(38,577)	(31,210)	(63,492)	(133,279)
Net sales	$ 242,993	$ 41,387	$ 46,981	$ 331,361
Property, plant and equipment	$162,654	$ 34,459	$ 32,680	$229,793
Total assets	$512,542	$183,362	$227,160	$ 923,064

Six Months Ended June 30, 2011	Asia	North America	Europe	Consolidated
Total sales	$ 231,231	$ 69,611	$ 82,643	$ 383,485
Inter-company sales	(22,093)	(25,196)	(50,196)	(97,485)
Net sales	$209,138	$ 44,415	$ 32,447	$ 286,000
Property, plant and equipment	$123,614	$ 29,783	$ 30,846	$ 184,243
Total assets	$427,116	$161,560	$184,015	$772,691

Geographic Information

Revenues were derived from (billed to) customers located in the following countries (*in thousands)*:

	Net Sales for the Three Months Ended June 30,		Percentage of Net Sales	
	2011	2010	2011	2010
China	$ 53,129	$ 46,898	31%	31%
Taiwan	36,581	34,803	22%	23%
United States	29,928	32,584	18%	22%
Korea	10,422	8,558	6%	6%
England	8,510	1,817	5%	1%
Germany	7,999	10,121	5%	7%
Singapore	6,027	6,018	3%	4%
All Others (1)	17,210	8,354	10%	6%
Total	$169,806	$149,153	100%	100%

	Net Sales for the Six Months Ended June 30,		Percentage of Net Sales	
	2011	2010	2011	2010
China	$100,565	$ 88,957	30%	31%
Taiwan	74,261	67,806	23%	24%
United States	56,457	61,789	17%	22%
Korea	20,189	16,888	6%	6%
Germany	17,456	17,152	5%	6%
England	17,228	6,675	5%	2%
Singapore	11,589	11,369	4%	4%
All Others (1)	33,616	15,364	10%	5%
Total	$ 331,361	$286,000	100%	100%

(1) Represents countries with less than 3% of the total revenues each.

NOTE I – Convertible Senior Notes

In October 2006, the Company issued and sold Notes with an aggregate principal amount of $230 million due 2026, which pay 2.25% interest per annum on the principal amount of the Notes, payable semi-annually in arrears on April 1 and October 1 of each year.

On October 1, 2011, and every five years thereafter, holders may require the Company to purchase all or a portion of their Notes at a purchase price in cash equal to 100% of the principal amount of the Notes to be purchased, plus any accrued and unpaid interest to, but excluding, the purchase date. Therefore, the Company has classified its Notes as a current liability. Should the holders choose not to require the Company to purchase their Notes on October 1, 2011, the Company has the option to call the Notes, which it intends to do. Should the holders choose to require the Company to purchase its Notes or if the Company exercises its option, either will require the Company to use available funds and/or seek alternative means to service the debt.

The Notes can be converted into cash or, at the Company's option, cash and/or shares of the Company's Common Stock based on an initial conversion rate, subject to adjustment, of 25.6419 shares (split adjusted) per $1,000 principal amount of Notes, which represents an initial conversion price of $39.00 per share (split adjusted), in certain circumstances. In addition, following a "make-whole fundamental change" that occurs prior to October 1, 2011, the Company may, at its option, increase the conversion rate for a holder who elects to convert its Notes in connection with such "make-whole fundamental change," in certain circumstances.

In determining the liability and equity components, the Company determined the expected life of the Notes to be five years as that is the earliest date in which the Notes can be put back to the Company at par value. As of June 30, 2011, three months remain over which the discount of the liability will be amortized. As of June 30, 2011, the liability and equity components are as follows *(in thousands)*:

Liability Component Principal Amount	Liability Component Net Carrying Amount	Liability Component Unamortized Discount	Equity Component Carrying Amount
$ 134,293	$ 132,272	$ 2,021	$ 35,515

The effective interest rate of the liability component is 8.5%, which is a comparable yield for nonconvertible notes with terms and conditions otherwise comparable to the Company's Notes as of the date of issuance. The amount of interest expense, including amortization of debt discount for the liability component and debt issuance costs is as follows *(in thousands)*:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Notes contractual interest expense	$ 754	$ 792	$ 1,510	$ 1,552
Amortization of debt discount	2,027	1,873	4,011	3,707
Amortization of debt issuance costs	138	136	275	274
Total	$ 2,919	$ 2,801	$ 5,796	$ 5,533

NOTE J – Commitments

Purchase commitments – As of June 30, 2011, the Company had approximately $22 million in non-cancelable purchase contracts related to capital expenditures, primarily for manufacturing equipment in China.

Other commitments – During 2010, the Company entered into an investment agreement with the Management Committee of the Chengdu Hi-Tech Industrial Development Zone (the "CDHT"). Under this agreement, the Company agreed to form a joint venture with a Chinese partner, Chengdu Ya Guang Electronic Company Limited, to establish a semiconductor manufacturing facility for the purpose of providing surface mounted component production, assembly and testing, and integrated circuit assembly and testing in Chengdu, People's Republic of China. This is a long-term, multi-year project that will provide additional capacity once the Company has reached the maximum capacity at its Shanghai facilities in the next few years. The Company is expected to invest approximately $48 million in installments during the first three years. As of June 30, 2011, the Company has invested approximately $5 million.

NOTE K – Employee Benefit Plans

Defined Benefit Plan

The Company has a contributory defined benefit plan that covers certain employees in the United Kingdom ("U.K.") and Germany. The net pension and supplemental retirement benefit obligations and the related periodic costs are based on, among other things, assumptions regarding the discount rate, estimated return on plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses.

For the six months ended June 30, 2011, net period benefit costs associated with the defined benefit plan were approximately $0 million.

The following tables set forth the benefit obligation, the fair value of plan assets, and the funded status of the Company's plan (*in thousands*):

	Defined Benefit Plan
Change in benefit obligation:	
Balance at December 31, 2010	$ 118,505
Service cost	162
Interest cost	3,090
Actuarial gain	(6,545)
Benefits paid	(1,970)
Currency changes	3,040
Benefit obligation at June 30, 2011	**$ 116,282**
Change in plan assets:	
Fair value of plan assets at December 31, 2010	$ 93,642
Actual return on plan assets	1,807
Employer contribution	1,535
Benefits paid	(1,970)
Currency changes	2,366
Fair value of plan assets at June 30, 2011	**$ 97,380**
Underfunded status at June 30, 2011	**$ (18,902)**

Based on an actuarial study performed as of June 30, 2011, the plan is underfunded and a liability is reflected in the Company's consolidated financial statements as a long-term liability. The weighted-average discount rate assumption used to determine benefit obligations as of June 30, 2011 was 5.5%.

The following are weighted-average assumptions used to determine net periodic benefit costs for the six months ended June 30, 2011:

Discount rate	5.4%
Expected long-term return on plan assets	6.6%

The Company previously adopted a payment plan with the trustees of the defined benefit plan, in which the Company will pay approximately £1.0 million GBP (approximately $1.6 million based on a USD:GBP exchange rate of 1.6:1) every year from 2009 through 2012. Contribution amounts, if any, for 2013 and thereafter have not yet been determined, but discussions are ongoing with the trustees of the defined benefit plan as to the required payments going forward.

The Company also has pension plans in Asia for which the benefit obligation, fair value of the plan assets and the funded status amounts are deemed immaterial and therefore, are not included in the figures or assumptions above.

Deferred Compensation

The Company maintains a Non-Qualified Deferred Compensation Plan (the "Deferred Compensation Plan") for executive officers, key employees and members of the Board of Directors (the "Board"). The Deferred Compensation Plan allows eligible participants to defer the receipt of eligible compensation, including equity awards, until designated future dates. The Company offsets its obligations under the Deferred Compensation Plan by investing in the actual underlying investments. These investments are classified as trading securities and are carried at fair value. At June 30, 2011, these investments totaled approximately $3 million. All gains and losses in these investments are materially offset by corresponding gains and losses in the Deferred Compensation Plan liabilities.

NOTE L – Related Parties

The Company conducts business with one related party company, Lite-On Semiconductor Corporation and its subsidiaries and affiliates (collectively, "LSC"), that owned approximately 18.4% of the Company's outstanding Common Stock as of June 30, 2011. The Company also conducts business with one significant company, Keylink International (B.V.I.) Inc. and its subsidiaries and affiliates (collectively, "Keylink"). Keylink is the Company's 5% joint venture partner in the Company's Shanghai manufacturing facilities.

The Audit Committee of the Company's Board reviews all related party transactions for potential conflict of interest situations on an ongoing basis, in accordance with such procedures as the Audit Committee may adopt from time to time.

Lite-On Semiconductor Corporation – During the six months ended June 30, 2011 and 2010, the Company sold products to LSC totaling approximately 0% and 2% of its net sales, respectively. Net sales decreased in 2011 compared to 2010 due to less wafers being sold to LSC and more wafers being used for internal consumption. Also, for the six months ended June 30, 2011 and 2010, approximately 6% and 11%, respectively, of the Company's net sales were from semiconductor products purchased from LSC for subsequent sale, making LSC the Company's largest supplier.

Net sales to, and purchases from, LSC are as follows *(in thousands)*:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net sales	$ 505	$ 2,038	$ 952	$ 4,526
Purchases	$ 9,541	$ 11,623	$ 18,494	$ 20,888

Keylink International (B.V.I.) Inc. – During the six months ended June 30, 2011 and 2010, the Company sold products to subsidiaries and affiliates of Keylink totaling approximately 0% and 3% of its net sales, respectively. Net sales decreased in 2011 compared to 2010 due to a contract expiring, which is currently being renegotiated. Also, for the six months ended June 30, 2011 and 2010, approximately 1% and 3%, respectively, of the Company's net sales were from semiconductor products purchased from Keylink. In addition, the Company's subsidiaries in China lease their manufacturing facilities from, and subcontract a portion of their manufacturing process (including, but not limited to, metal plating and environmental services) to Keylink. The Company also pays a consulting fee to, Keylink. For both the six months ended June 30, 2011 and 2010, the Company paid Keylink an aggregate of approximately $8 million with respect to these items.

Net sales to, and purchases from, Keylink are as follows *(in thousands)*:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net sales	$ 18	$ 4,129	$ 1,204	$ 7,742
Purchases	$ 3,017	$ 2,547	$ 5,880	$ 5,173

Accounts receivable from, and accounts payable to, LSC and Keylink are as follows *(in thousands)*:

	June 30, 2011
Accounts receivable	
LSC	$ 446
Keylink	700
	$ 1,146
Accounts payable	
LSC	$ 8,031
Keylink	7,059
	$ 15,090

Item 2 — Management's Discussion and Analysis of Financial Condition and Results of Operations

Except for the historical information contained herein, the matters addressed in this Item 2 constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are subject to a variety of risks and uncertainties, including those discussed below under the heading "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q, that could cause actual results to differ materially from those anticipated by the Company's management. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made in this Quarterly Report on Form 10-Q are made pursuant to the Act. The Company undertakes no obligation to publicly release the results of any revisions to its forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unexpected events. Unless the context otherwise requires, the words "Diodes," the "Company," "we," "us" and "our" refer to Diodes Incorporated and its subsidiaries.

This management's discussion should be read in conjunction with the management's discussion included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, previously filed with Securities and Exchange Commission.

Highlights

- Net sales for the three months ended June 30, 2011 was $170 million, an increase of $21 million, or 14%, over the same period last year, and a sequential increase of 5% compared to the $162 million in the first quarter of 2011;
- Net sales for the six months ended June 30, 2011 was $331 million, an increase of $45 million, or 16%, over the same period last year;
- Gross profit for the three months ended June 30, 2011 was $56 million, an increase of $2 million, or 4%, over the same period last year, and a sequential decrease of 3% compared to the $57 million in the first quarter of 2011;
- Gross profit for the six months ended June 30, 2011 was $113 million, an increase of $12 million, or 12%, over the same period last year;
- Gross profit margin for the three months ended June 30, 2011 was 33%, a decrease of 3% over the same period last year, and a sequential decrease of 3% compared to the first quarter of 2011;
- Gross profit margin for the six months ended June 30, 2011 was 34%, a decrease of 1% over the same period last year;
- Net income attributable to common stockholders for the three months ended June 30, 2011 was $18 million, or $0.38 per diluted share, compared to the same period last year, which was $17 million, or $0.37 per diluted share, and first quarter of 2011 net income of $20 million, or $0.42 per diluted share; and
- Net income attributable to common stockholders for the six months ended June 30, 2011 was $38 million, or $0.80 per diluted share, compared to the same period last year, which was $32 million, or $0.70 per diluted share.

Business Outlook

During the second quarter, distributor inventory days were down slightly from the first quarter, while channel inventory was at the high end of the preferred range as we exited the quarter. We saw weakening demand at the end of the second quarter, especially in the consumer and LED TV market, which has continued into July and the market outlook for the rest of the third quarter is uncertain. Despite market challenges, we believe we are well positioned with our customers and have a broadened product portfolio, design win momentum and the capacity to expand our revenues and margins as demand improves. As such, we expect revenue for the third quarter of 2011 to range between $160 million and $170 million, or flat to down 6% sequentially. We expect gross margin to be 32%, plus or minus 1.5%. Operating expenses are expected to be comparable to the second quarter on a dollar basis. We expect our income tax rate to range between 17% and 23%, and shares used to calculate earnings per share for the third quarter of 2011 are expected to be approximately 48 million.

Overview

We are a leading global manufacturer and supplier of high-quality, application specific standard products within the broad discrete, logic and analog semiconductor markets, serving the consumer electronics, computing, communications, industrial and automotive markets. The products are sold primarily throughout Asia, North America and Europe.

We design, manufacture and market these semiconductors for diverse end-use applications. Semiconductors, which provide electronic signal amplification and switching functions, are basic building-block electronic components that are incorporated into almost every electronic device. We believe that our focus on standard semiconductor products provides us with a meaningful competitive advantage relative to other semiconductor companies.

During the first quarter of 2011, net sales were stronger than typical first quarter seasonal patterns, assisted by increased demand in tablets, notebooks, smartphones and LED TV's. We saw strong demand in Europe and Asia, while North America revenue declined sequentially from fourth quarter of 2010. In addition, the first quarter of 2011 was impacted by reduced unit output from our packaging facilities due to lower equipment utilization as a result of China labor shortages, and gross margin reflected reduced fixed cost coverage caused by the lower unit output. Although we experienced lower unit output during the first quarter, we were able to ship from finished goods inventory and reduced our contract assembly commitments, which allowed us to achieve sequential revenue growth in our core business. During the second quarter, we continued to focus on design wins, new products and customer expansion. During May, we started to see a slowdown in the global markets, in particular the consumer and computing space. This weakness accelerated in the last several weeks of the second quarter affecting several of our customers that build product for the U.S. and European markets. Gross margin in the second quarter was also impacted by the softening demand, which caused us to change our mix to lower margin commodity products to support revenue. In addition, there was a slower than expected ramp in productivity due to the training requirements for replacing operators as a result of the China labor shortages. We expect this productivity issue to be resolved by the end of the third quarter. We have taken several actions, including the delay of capital investments and the freezing of manufacturing manpower, until such time that the demand environment improves.

The following has affected, and, we believe, will continue to affect, our results of operations:

- Net sales for the six months ended June 30, 2011 was $331 million compared to $286 million in the same period last year. This increase in net sales mainly reflects the increase in demand for our products in most geographic regions.
- Our gross profit margin was 34% for the six months ended June 30, 2011, compared to 35% in the same period last year. Our gross margin percentage decreased over the same period last year due to a shift in product mix to lower margin products and lower equipment utilization due to the need to train replacement operators as a result of the previously disclosed China labor shortages. Future gross profit margins will depend primarily on market prices, our product mix, manufacturing cost savings, and the demand for our products.
- For the six months ended June 30, 2011, our capital expenditures, excluding capital expenditures related to our investment agreement with the Management Committee of the Chengdu Hi-Tech Industrial Development Zone (the "CDHT"), were approximately 15% of our net sales, which is higher than our historical 10% to 12% of net sales model. For 2011, we expect capital expenditures, excluding capital expenditures related to our investment agreement, to be at the low end of our historical model.
- For the six months ended June 30, 2011 and 2010, the percentage of our net sales derived from our Asian subsidiaries was 73%. In the near future, we expect our percentage of net sales to the Asian market to remain approximately the same. In addition, Europe accounted for approximately 14% of our revenues for the six months ended June 30, 2011, compared to 11% in the same period last year.
- As of June 30, 2011, we had invested approximately $325 million in our Asian manufacturing facilities. For the six months ended June 30, 2011, we invested approximately$45 million in these manufacturing facilities, and we expect to continue to invest in our manufacturing facilities, although the amount to be invested will depend on product demand and new product developments.
- For the six months ended June 30, 2011, our original equipment manufacturers ("OEM") and electronic manufacturing services ("EMS") customers together accounted for approximately 46% of our net sales, while our global network of distributors accounted for approximately 54% of our net sales.

Results of Operations for the Three Months Ended June 30, 2011 and 2010

The following table sets forth, the percentage that certain items in the statements of operations bear to net sales and the percentage dollar increase (decrease) of such items from period to period.

	Percent of Net Sales Three months ended June 30,		Percentage Dollar Increase (Decrease)
	2011	2010	'10 to '11
Net sales	100%	100%	14
Cost of goods sold	(67)	(64)	19
Gross profit	33	36	4
Operating expenses	(18)	(20)	3
Income from operations	15	16	6
Other income (expense)	(1)	(2)	(248)
Income before income taxes and noncontrolling interest	14	14	14
Income tax provision	3	2	55
Net income	11	12	7
Net income attributable to noncontrolling interest	—	(1)	(18)
Net income attributable to common stockholders	11	11	8

The following discussion explains in greater detail our consolidated operating results and financial condition for the three months ended June 30, 2011, compared to the three months ended June 30, 2010. This discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this quarterly report *(in thousands)*.

	2011	2010
Net Sales	$169,806	$149,153

Net sales increased approximately $21 million for the three months ended June 30, 2011, compared to the same period last year. The 14% increase in net sales represented an approximately 4% increase in ASP and a 10% increase in units sold. The revenue increase for the three months ended June 30, 2011 was attributable to increase in demand for our products primarily in Europe and Asia.

	2011	2010
Cost of goods sold	$114,191	$95,686
Gross profit	$ 55,615	$ 53,467
Gross profit margin	32.8%	35.8%

Cost of goods sold increased approximately $19 million, or 19%, for the three months ended June 30, 2011, compared to the same period last year. As a percent of sales, cost of goods sold increased to 67% for the three months ended June 30, 2011, compared to 64% in the same period last year, and our average unit cost (“AUP”) increased 9% due to product mix.

For the three months ended June 30, 2011, gross profit increased by approximately $2 million, or 4%, compared to the same period last year. Gross margin decreased to 33% for the three months ended June 30, 2011, compared to 36% for the same period last year.

	2011	2010
Operating expenses	$ 30,261	$29,459

Operating expenses for the three months ended June 30, 2011 increased approximately $1 million compared to the same period last year. In addition, of the components within operating expenses, selling, general and administrative expenses ("SG&A") increased $1 million, while research and development expenses ("R&D") remained relatively flat. SG&A, as a percentage of sales, decreased to 13% for the three months ended June 30, 2011, compared to 14% in the same period last year, and R&D, as a percentage of sales, decreased to 4% for the three months ended June 30, 2011, compared to 5% in the same period last year, due to higher net sales.

	2011	2010
Other income (expenses)	$ (1,913)	$ (3,423)

Other expenses decreased for the three months ended June 30, 2011 to approximately $2 million, compared to approximately $3 million in the same period last year, due primarily to a foreign currency gain in 2011 compared to a foreign currency loss in 2010.

	2011	2010
Income tax provision	$ 4,718	$ 3,035

We recognized income tax expense of approximately $5 million for the three months ended June 30, 2011, compared to approximately $3 million in the same period last year. The estimated effective tax rate is approximately 20% for the three months ended June 30, 2011, compared to approximately 15% in the same period last year. Our effective tax rates for the three months ended June 30, 2011 and 2010, were lower than the U.S. statutory tax rate of 35%, due primarily from the impact of higher income in lower-taxed jurisdictions. In addition, the Company's effective tax rate for the three months ended June 30, 2010 was also impacted by the noncash income tax benefit of reversing valuation allowances on deferred tax assets from U.K. loss carryforwards.

Results of Operations for the Six Months Ended June 30, 2011 and 2010

The following table sets forth, the percentage that certain items in the statements of operations bear to net sales and the percentage dollar increase (decrease) of such items from period to period.

	Percent of Net Sales Six months ended June 30, 2011	2010	Percentage Dollar Increase (Decrease) '10 to '11
Net sales	100%	100%	**16**
Cost of goods sold	(66)	(65)	**18**
Gross profit	34	35	**12**
Operating expenses	(18)	(20)	**2**
Income from operations	16	15	**25**
Other income (expense)	(2)	(1)	**(173)**
Income before income taxes and noncontrolling interest	15	14	**23**
Income tax provision	3	2	**50**
Net income	12	12	**17**
Net income attributable to noncontrolling interest	—	(1)	**(19)**
Net income attributable to common stockholders	12	11	**19**

The following discussion explains in greater detail our consolidated operating results and financial condition for the six months ended June 30, 2011, compared to the six months ended June 30, 2010. This discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this quarterly report *(in thousands)*.

	2011	2010
Net Sales	$331,361	$286,000

Net sales increased approximately $45 million for the six months ended June 30, 2011, compared to the same period last year. The 16% increase in net sales represented an approximately 2% increase in ASP and a 13% increase in units sold. The revenue increase for the six months ended June 30, 2011 was attributable to increase in demand for our products primarily in Europe and Asia.

	2011	2010
Cost of goods sold	$218,353	$184,750
Gross profit	$ 113,008	$101,250
Gross profit margin	34.1%	35.4%

Cost of goods sold increased approximately $34 million, or 18%, for the six months ended June 30, 2011 compared to the same period last year. As a percent of sales, cost of goods sold increased to 66% for the six months ended June 30, 2011 compared to 65% in the same period last year, and AUP increased 4% due to product mix.

For the six months ended June 30, 2011, gross profit increased by approximately $12 million, or 12%, compared to the same period last year. Gross margin decreased to 34% for the six months ended June 30, 2011, compared to 35% for the same period last year.

	2011	2010
Operating expenses	$ 59,324	$ 58,382

Operating expenses for the six months ended June 30, 2011 increased approximately $1 million compared to the same period last year. In addition, of the components within operating expenses, selling, general and administrative expenses (“SG&A”), increased $1 million, while research and development expenses (“R&D”) remained relatively flat. SG&A, as a percentage of sales, decreased to 13% for the six months ended June 30, 2011, compared to 15% in the same period last year, and R&D, as a percentage of sales, decreased to 4% for the six months ended June 30, 2011, compared to 5% in the same period last year, due to higher net sales.

	2011	2010
Other income (expenses)	$ (5,144)	$ (3,279)

Other expenses increased for the six months ended June 30, 2011 to approximately $5 million, compared to approximately $3 million in the same period last year, due primarily to a gain on sale of non-core intellectual property for which no intangible assets were ever recorded of approximately $2 million in the six months ended June 30, 2010 and a foreign currency loss of approximately $1 million for the six months ended June 30, 2010 compared to an almost net zero for the same period of 2011. Interest income and expense both decreased approximately $2 million due to the absence of interest income being earned on our auction rate securities and the decrease in interest expense due primarily to the repayment of our “no net cost” loan on June 30, 2010 in connection with the previously disclosed settlement agreement with UBS.

	2011	2010
Income tax provision	$ 9,553	$ 6,359

We recognized income tax expense of approximately $10 million for the six months ended June 30, 2011, compared to approximately $6 million in the same period last year. The estimated effective tax rate is approximately 20% for the six months ended June 30, 2011, compared to approximately 16% in the same period last year. Our effective tax rates for the six months ended June 30, 2011 and 2010 were lower than the U.S. statutory tax rate of 35%, due primarily from the impact of higher income in lower-taxed jurisdictions. In addition, the Company’s effective tax rate for the six months ended June 30, 2010 was also impacted by the noncash income tax benefit of reversing valuation allowances on deferred tax assets from U.K. loss carryforwards.

Financial Condition

Liquidity and Capital Resources

Our primary sources of liquidity are cash and cash equivalents, funds from operations and, if necessary, borrowings under our credit facilities. We currently have a U.S. credit agreement for a $10 million revolving credit facility and a $10 million uncommitted facility with no outstanding borrowings and have foreign credit facilities with borrowing capacities of approximately $35 million with $10 million outstanding borrowings and $4 million used for import and export guarantees. Our primary liquidity requirements have been to meet our inventory and capital expenditure needs and to fund on-going operations. At December 31, 2010 and June 30, 2011, our working capital was $289 million and $316 million, respectively. Our working capital increased in the first six months of 2011 primarily due to the increase in cash and accounts receivables. We expect cash generated by our operations, together with existing cash, cash equivalents and available credit facilities, to be sufficient to cover cash needs for working capital and capital expenditures for at least the next 12 months. Cash and cash equivalents, the conversion of other working-capital items and borrowings are expected to be sufficient to fund on-going operations.

On October 1, 2011, the holders of our 2.25% Convertible Senior Notes due 2026 (“Notes”) can require us to purchase all or a portion of their Notes at a purchase price in cash equal to 100% of the principal amount of the Notes to be purchased, plus any accrued and unpaid interest to, but excluding, the purchase date. Therefore, we have classified our Notes as a current liability. Should the holders choose to not require us to purchase their Notes on October 1, 2011, we have the option to call the Notes, which we intend to do. Should the holders choose to require us to purchase their Notes or if we exercise our option, either will require us to use available funds and/or seek alternative means to service the debt.

Capital expenditures for the six months ended June 30, 2011 and 2010 were $54 million and $47 million, respectively, which include $5 million of capital expenditures related to the investment agreement with the Management Committee of the CDHT for the six months ended June 30, 2011. Capital expenditures, excluding capital expenditures related to the investment agreement, in the first six months of 2011 were approximately 15% of our net sales and were primarily related to manufacturing expansion in our facilities in China.

On June 24, 2011, we announced an agreement to purchase up to approximately $14 million of the common stock of Eris Technology Corporation, a publicly traded company listed as an Emerging Stock on the Taiwan OTC Exchange (TWO) that provides design, manufacturing and after-market services for diode products. We expect the purchase to occur during the second half of 2011.

Discussion of Cash Flow

Cash and cash equivalents increased from $271 million at December 31, 2010, to $290 million at June 30, 2011 primarily from cash provided by operating and financing activities, offset by cash used in investing activities.

A summary of the consolidated condensed statements of cash flows is as follows *(in thousands)*:

	Six Months Ended June 30,		
	2011	2010	Change
Net cash provided by operating activities	$ 48,082	$ 46,928	$ 1,154
Net cash provided by (used by) investing activities	(44,897)	257,536	(302,433)
Net cash provided by (used by) financing activities	13,349	(296,337)	309,686
Effect of exchange rates on cash and cash equivalents	2,931	(4,440)	7,371
Net increase in cash and cash equivalents	$19,465	$ 3,687	$ 15,778

Operating Activities

Net cash provided by operating activities for the six months ended June 30, 2011 was $48 million, resulting primarily from $39 million of net income and $29 million in depreciation and amortization, offset partially by a $27 million increase in operating assets. Net cash provided by operating activities was $47 million for the same period last year, resulting primarily from $33 million of net income and $25 million in depreciation and amortization, offset partially by a greater increase in operating assets than operating liabilities.

Investing Activities

Net cash used in investing activities was $45 million for the six months ended June 30, 2011 compared to net cash provided by of $258 million for the same period last year. This decrease in net cash provided by investing activities was due primarily to $297 million in proceeds from the sale of short-term investments in 2010.

Financing Activities

Net cash provided by financing activities was $13 million for the six months ended June 30, 2011 compared to net cash used in of $296 million in the same period last year. This decrease in net cash used in was due primarily to $302 million repayment on lines of credit with the proceeds from the sale of short-term investments in 2010.

Debt Instruments

There have been no material changes to our debt instruments as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed on February 28, 2011.

Off-Balance Sheet Arrangements

We do not have any transactions, arrangements and other relationships with unconsolidated entities that will affect our liquidity or capital resources. We have no special purpose entities that provide off-balance sheet financing, liquidity or market or credit risk support, nor do we engage in leasing, swap agreements, or outsourcing of research and development services, that could expose us to liability that is not reflected on the face of our financial statements.

Contractual Obligations

There have been no material changes in any of our contractual obligations as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed on February 28, 2011.

Critical Accounting Policies

Our critical accounting policies, as described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, relate to revenue recognition, inventories, accounting for income taxes, goodwill and long-lived assets, share-based compensation, fair value measurements, defined benefit plan, contingencies and convertible senior notes. There have been no material changes to our critical accounting policies since December 31, 2010.

Recently Issued Accounting Pronouncements

See Note A of the Notes to Consolidated Condensed Financial Statements for detailed information regarding the status of recently issued accounting pronouncements.

Available Information

Our Internet address is http://www.diodes.com. We make available, free of charge through our Internet website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (“Exchange Act”) as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (the “SEC”). Our website also provides access to investor financial information, including SEC filings and press releases, as well as stock quotes and information on corporate governance compliance.

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Cautionary Statement for Purposes of the "Safe Harbor" Provision of the Private Securities Litigation Reform Act of 1995

Except for the historical information contained herein, the matters addressed in this Quarterly Report on Form 10-Q constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We generally identify forward-looking statements by the use of terminology such as "may," "will," "could," "should," "potential," "continue," "expect," "intend," "plan," "estimate," "anticipate," "believe," or similar phrases or the negatives of such terms. Such forward-looking statements are subject to a variety of risks and uncertainties, including those discussed under "Risks Factors" and elsewhere in this Quarterly Report on Form 10-Q that could cause actual results to differ materially from those anticipated by our management. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made on this Quarterly Report on Form 10-Q are made pursuant to the Act.

All forward-looking statements contained in this Quarterly Report on Form 10-Q are subject to, in addition to the other matters described in this Quarterly Report on Form 10-Q, a variety of significant risks and uncertainties. The following discussion highlights some of these risks and uncertainties. Further, from time to time, information provided by us or statements made by our employees may contain forward-looking information. There can be no assurance that actual results or business conditions will not differ materially from those set forth or suggested in such forward-looking statements as a result of various factors, including those discussed below.

For more detailed discussion of these factors, see the "Risk Factors" discussion in Item 1A of the Company's most recent Annual Report on Form 10-K as filed with the SEC and in Part II, Item 1A of this report. The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date of this report, and the Company undertakes no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

Risk Factors

Risks Related To Our Business

- *The success of our business depends on the strength of the global economy and the stability of the financial markets, and any weaknesses in these areas may have a material adverse effect on our revenues, results of operations and financial condition.*
- *During times of difficult market conditions, our fixed costs combined with lower revenues may have a negative impact on our business, results of operations and financial condition.*
- *Downturns in the highly cyclical semiconductor industry or changes in end-market demand could adversely affect our results of operations and financial condition.*
- *The semiconductor business is highly competitive, and increased competition may harm our business, results of operations and financial condition.*
- *A related party is our largest external supplier and the loss of this supplier could harm our business, results of operations and financial condition.*
- *Delays in initiation of production at facilities, implementing new production techniques or resolving problems associated with technical equipment malfunctions could adversely affect our manufacturing efficiencies, results of operations and financial condition.*
- *We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth and profit margins.*
- *Our customers require our products to undergo a lengthy and expensive qualification process without any assurance of product sales, which could adversely affect our revenues, results of operations and financial condition.*
- *Our customer orders are subject to cancellation or modification usually with no penalty. High volumes of order cancellation or reductions in quantities ordered could adversely affect our results of operations and financial condition.*
- *Production at our manufacturing facilities could be disrupted for a variety of reasons, which could prevent us from producing enough of our products to maintain our sales and satisfy our customers' demands and could adversely affect our results of operations and financial condition.*

- *New technologies could result in the development of new products by our competitors and a decrease in demand for our products, and we may not be able to develop new products to satisfy changes in demand, which would adversely affect our net sales, market share, results of operations and financial condition.*
- *We may be adversely affected by any disruption in our information technology systems, which could adversely affect our cash flows, results of operations and financial condition.*
- *We may be subject to claims of infringement of third-party intellectual property rights or demands that we license third-party technology, which could result in significant expense and reduction in our intellectual property rights.*
- *We depend on third-party suppliers for timely deliveries of raw materials, parts and equipment, as well as finished products from other manufacturers, and our reputation with customers, results of operations and financial condition could be adversely affected if we are unable to obtain adequate supplies in a timely manner.*
- *If we do not succeed in continuing to vertically integrate our business, we will not realize the cost and other efficiencies we anticipate, which could adversely affect our ability to compete, profit margins, results of operations and financial condition.*
- *Part of our growth strategy involves identifying and acquiring companies with complementary product lines or customers. We may be unable to identify suitable acquisition candidates or consummate desired acquisitions and, if we do make any acquisitions, we may be unable to successfully integrate any acquired companies with our operations, which could adversely affect our business, results of operations and financial condition.*
- *We are subject to many environmental laws and regulations that could result in significant expenses and could adversely affect our business, results of operations and financial condition.*
- *Our products may be found to be defective and, as a result, product liability claims may be asserted against us, which may harm our business, reputation with our customers, results of operations and financial condition.*
- *We may fail to attract or retain the qualified technical, sales, marketing and management personnel required to operate our business successfully, which could adversely affect on our business, results of operations and financial condition.*
- *We may not be able to maintain our growth or achieve future growth and such growth may place a strain on our management and on our systems and resources, which could adversely affect our business, results of operations and financial condition.*
- *Obsolete inventories as a result of changes in demand for our products and change in life cycles of our products could adversely affect our business, results of operations and financial condition.*
- *If OEMs do not design our products into their applications, a portion of our net sales may be adversely affected.*
- *We are subject to interest rate risk that could have an adverse effect on our cost of working capital and interest expenses.*
- *We had a significant amount of debt following the offering of convertible notes. Our substantial indebtedness could adversely affect our business, results of operations, financial condition and our ability to meet our payment obligations under the notes and or other debt.*
- *Restrictions in our credit facilities may limit our business and financial activities, including our ability to obtain additional capital in the future.*
- *The value of our defined benefit plan assets and liabilities is based on estimates and assumptions, which may prove inaccurate and the actual amount of expenses recorded in the consolidated financial statements could differ materially from the assumptions used.*
- *Due to fluctuations in the U.K.'s equity markets and bond markets, changes in actuarial assumptions for our defined benefit plan could increase the volatility of the plan's asset value, require us to increase cash contributions to the plan and have a negative impact on our results of operations and financial condition.*
- *In 2010, we established a joint venture to build a semiconductor facility in Chengdu, People's Republic of China. We are required to contribute at least \$47.5 million to the joint venture during the first three years with additional contributions thereafter, as well as a substantial amount of time and resources to establish and operate the joint venture. Any failure to meet any such requirements, delays or unforeseen circumstances may cause us to incur penalties or require us to contribute*

additional expenses or resources and, as a result, could have an adverse effect on our operating efficiencies, results of operations and financial conditions.

- *Certain of our customers and suppliers require us to comply with their codes of conducts, which may include certain restrictions that may substantially increase the cost of our business as well as have an adverse effect on our operating efficiencies, results of operations and financial condition.*
- *There are risks associated with previous and future acquisitions. We may ultimately not be successful in overcoming these risks or any other problems encountered in connection with acquisitions.*
- *If we fail to maintain an effective system of internal controls or discover material weaknesses in our internal control over financial reporting, we may not be able to report our financial results accurately or detect fraud, which could harm our business and the trading price of our Common Stock.*
- *Terrorist attacks, or threats or occurrences of other terrorist activities, whether in the United States or internationally, may affect the markets in which our Common Stock trades, the markets in which we operate, and our results of operations and financial condition.*

Risks Related To Our International Operations

- *Our international operations subject us to risks that could adversely affect our operations.*
- *We have significant operations and assets in China, Taiwan, Hong Kong and U.K. and, as a result, will be subject to risks inherent in doing business in those jurisdictions, which may adversely affect our financial performance.*
- *A slowdown in the Chinese economy could limit the growth in demand for electronic devices containing our products, which would have a material adverse effect on our business, results of operations and prospects.*
- *Economic regulation in China could materially and adversely affect our business, results of operations and prospects.*
- *We could be adversely affected by violations of the United States' Foreign Corrupt Practices Act and similar worldwide anti-bribery laws.*
- *We are subject to foreign currency risk as a result of our international operations.*
- *The People's Republic of China is experiencing rapid social, political and economic change, which has increased labor costs and other related costs that could make doing business in China less advantageous than in prior years. Increased labor costs in China could adversely affect our business, results of operations and financial condition.*
- *We may not continue to receive preferential tax treatment in Asia, thereby increasing our income tax expense and reducing our net income.*
- *The distribution of any earnings of our foreign subsidiaries to the United States may be subject to U.S. income taxes, thus reducing our net income.*

Risks Related To Our Common Stock

- *Variations in our quarterly operating results may cause our stock price to be volatile.*
- *We may enter into future acquisitions and take certain actions in connection with such acquisitions that could adversely affect the price of our Common Stock.*
- *Our directors, executive officers and significant stockholders hold a substantial portion of our Common Stock, which may lead to conflicts with other stockholders over corporate transactions and other corporate matters.*

- *We were formed in 1959, and our early corporate records are incomplete. As a result, we may have difficulty in assessing and defending against claims relating to rights to our Common Stock purporting to arise during periods for which our records are incomplete.*
- *Conversion of our convertible senior notes will dilute the ownership interest of existing stockholders, including stockholders who had previously converted their notes.*
- *Non-cash tender offers, debt equity swaps or equity exchanges to consummate our business activities are likely to have the effect of diluting the ownership interest of existing stockholders, including qualified stockholders who receive shares of our Common Stock in such business activities.*
- *The repurchase rights and the increased conversion rate triggered by a make-whole fundamental change could discourage a potential acquirer.*
- *Anti-takeover effects of certain provisions of Delaware law and our Certificate of Incorporation and Bylaws, may hinder a take-over attempt.*
- *Section 203 of Delaware General Corporation Law may deter a take-over attempt.*
- *Our Certificate of Incorporation and Bylaw Provisions may deter a take-over attempt.*

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a multinational corporation, we are subject to certain market risks including foreign currency, interest rate, political, inflation and credit. We consider a variety of practices to manage these market risks. There have been no material changes to our market risks as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2010, filed on February 28, 2011.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our Chief Executive Officer, Keh-Shew Lu, and Chief Financial Officer, Richard D. White, with the participation of the Company's management, carried out an evaluation of the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer believe that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures are effective at the reasonable assurance level to ensure that information required to be included in this report is:

- recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms; and
- accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions required disclosure.

Disclosure controls and procedures, no matter how well designed and implemented, can provide only reasonable assurance of achieving an entity's disclosure objectives. The likelihood of achieving such objectives is affected by limitations inherent in disclosure controls and procedures. These include the fact that human judgment in decision-making can be faulty and that breakdowns in internal control can occur because of human failures such as simple errors, mistakes or intentional circumvention of the established processes.

Changes in Controls over Financial Reporting

There was no change in our internal control over financial reporting, known to our Chief Executive Officer or our Chief Financial Officer, that occurred during the last fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, the Company is involved in various routine legal proceedings incidental to the conduct of its business. The Company is not currently a party to any material litigation.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed on February 28, 2011.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

We may from time to time seek to repurchase our outstanding Notes or Common Stock in the open market, in privately negotiated transactions or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

There have been no repurchases of our Notes or Common Stock during the second quarter of 2011.

Item 3. Defaults Upon Senior Securities

There are no matters to be reported under this heading.

Item 4. (Removed and Reserved)

Item 5. Other Information

There are no matters to be reported under this heading.

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Item 6. Exhibits

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
3.1	Certificate of Incorporation, as amended	S-3	September 8, 2005	3.1	
3.2	Amended By-laws of the Company dated July 19, 2007	8-K	July 23, 2007	3.1	
4.1	Form of Certificate for Common Stock, par value $0.66 2/3 per share	S-3	August 25, 2005	4.1	
4.2	Form of 2.25% Convertible Senior Notes due 2026	S-3	October 4, 2006	4.1	
4.3	Form of Indenture for the 2.25% Convertible Senior Notes due 2026	S-3	October 4, 2006	4.3	
10.1	Supplemental Agreement to the Power Facility Construction Application Agreement, dated March 21, 2011, between Shanghai Kai Hong Technology Company Limited and Shanghai Yuan Hao Electronic Company Limited.	10-Q		10.1	X
10.2	Credit Agreement, dated March 21, 2011, between Mega International Commercial Bank and Diodes Taiwan Inc.	10-Q		10.2	X
31.1	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1*	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2*	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS**	XBRL Instance Document				
101.SCH**	XBRL Taxonomy Extension Schema				
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase				
101.LAB**	XBRL Taxonomy Extension Labels Linkbase				
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase				
101.DEF**	XBRL Taxonomy Extension Definition Linkbase				

* *A certification furnished pursuant to Item 601 of the Regulation S-K will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.*

** *Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.*

PLEASE NOTE: It is inappropriate for investors to assume the accuracy of any covenants, representations or warranties that may be contained in agreements or other documents filed as exhibits to this Quarterly Report on Form 10-Q. In certain instances the disclosure schedules to such agreements or documents contain information that modifies, qualifies and creates exceptions to the representations, warranties and covenants. Moreover, some of the representations and warranties may not be complete or accurate as of a particular date because they are subject to a contractual standard of materiality that is different from those generally applicable to stockholders and/or were used for the purpose of allocating risk among the parties rather than establishing certain matters as facts. Accordingly, you should not rely on the representations and warranties as characterizations of the actual state of facts at the time they were made or otherwise.

SIGNATURE

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 (Registrant)

By: /s/ Richard D. White

RICHARD D. WHITE
Chief Financial Officer, Treasurer and Secretary
(Duly Authorized Officer and Principal Financial and
Chief Accounting Officer)

August 9, 2011

Supplement Agreement
to the
Power Facility Construction Application Agreement

This Supplement Agreement to the Power Facility Construction Application Agreement (the "Supplement") is entered into as of March 21, 2011 ("Effective Date") in the city of Shanghai, by and between SHANGHAI KAI HONG TECHNOLOGY CO., LTD. (hereinafter referred to as "DSH") with its registered office at No.1 Lane 18 San Zhuang Road, Songjiang Export Processing Zone, Shanghai, People's Republic of China and SHANGHAI YUAN HAO ELECTRONIC CO., LTD. (hereinafter referred to as "Yuan Hao") with its registered office at No.8 Lane 18 San Zhuang Road, Songjiang Export Processing Zone, Shanghai, P.R.China. DSH and Yuan Hao are collectively referred to as the "Parties" and individually as a "Party".

RECITALS

WHEREAS, both Parties previously on October 29, 2009 signed the Power Facility Construction Application Agreement (the "Agreement") and on January 24, 2011 signed the Power Facility Expansion Construction Contract; for the purpose of complying with these agreements and ensuring the construction for the 3000 KVA second Power Facility expansion (the "3000 KVA Expansion Construction") would be timely completed and then inspected to supply electricity, and within three (3) months after the power capacity of the Power Facility reached 6200 KVA (the "Power Facility"), Yuan Hao shall unconditionally change the name of the owner of the Power Facility to DSH and transfer the full ownership of the Power Facility to DSH, both Parties unanimously agree to sign this Supplement.

NOW THEREFORE, in consideration of the premises and of the mutual covenants contained in this Supplement and based on the Contract Law of the People's Republic of China and other related laws and regulations, the Parties, through friendly consultation, voluntarily, in equality, justifiably and in truth agree to terms of this Supplement as follows:

1. Except as otherwise specified in this Supplement as supplement, addition and/or revision to those terms and conditions in the Agreement signed by both Parties on October 29, 2009, all other terms and conditions in the Agreement shall remain unchanged and continue with full effect. If either party has concern regarding matters pertaining to the Power Facility Expansion Construction, it shall be

resolved by the relevant terms and conditions of the Power Facility Expansion Construction Contract signed by both parties on January 24, 2011.

2. **Construction Item:** DSH requests Yuan Hao to handle 6200 KVA Power Facility application, Power Facility construction, and Power Facility ownership transfer.

3. **Method of Contracting the Construction:** Yuan Hao shall be fully responsible to handle DSH's Power Facility and electricity usage application process and shall guarantee to complete all electricity usage application(s) and Power Facility transfer process in accordance with the demand of the Electricity Supply Bureau.

4. **Total Amount and Description:** A total amount of 250,000 Renminbi (Two Hundred and Fifty Thousand Renminbi) is required as an expense for electricity supply procedures, consultations and ensuring the completion of the Power Facility transfer process.

5. **Payment Method:** Upon 1) 3000 KVA Expansion Construction completion and inspection and begin to supply electricity and 2) the Power Facility, which included the completed 3000 KVA Expansion Construction and the original completed facility with the initial 3200 KVA capacity, transferred to DSH, DSH shall, within one (1) month, make a one-time payment of 250,000 Renminbi (Two Hundred and Fifty Thousand Renminbi) to Yuan Hao, to a Yuan Hao designated Renminbi account. Yuan Hao's designated Renminbi account is specified as follows:

Bank Account Name:

Account Number:

Bank Name:

6. **3000 KVA Expansion Construction Completion Time-line:** 3000 KVA Expansion Construction shall be completed, inspected and supply electricity to DSH prior to June 1, 2011.

7. **Breach of Supplement and Dispute:** If any Party to this Supplement violates any Supplement term and/or has a dispute, both Parties shall find resolution and negotiate in accordance with the relevant terms and conditions of the Agreement and/or the laws of the People's Republic of China.

8. This Supplement shall be signed in two copies, and both copies are equally valid under the law. Each Party shall retain a copy of the signed Supplement.

9. This Supplement shall become effective after the legal representatives or authorized representatives of both Parties affix their signatures and company seals on this Supplement.

10. This Supplement is written in Chinese and English. Both the Chinese and the English versions

of the Supplement have the same effectiveness, but if there is any discrepancy between both version of the Supplement, the Chinese version of the Supplement shall be the authority and the determinative version to resolve such discrepancy.

11. The validity, interpretation and implementation of this Supplement and the settlement of any dispute shall be governed by relevant laws of the People's Republic of China and regulations that are officially promulgated and publicly available.

12. This Supplement comprises the entire understanding between the Parties with respect to its subject matters and supersedes any previous or contemporaneous communications, representations, or agreements, whether oral or written. For purposes of construction, this Supplement will be deemed to have been drafted by both Parties. No modification of this Supplement will be binding on either Party unless in writing and signed by an authorized representative of each Party.

Shanghai Kai Hong Technology Co., Ltd. (stamp)	**Shanghai Yuan Hao Electronic Co., Ltd.** (stamp)
By ______________________	By ______________________
Authorized Representative	Authorized Representative
Date:	Date:

Exhibit 10.2

Mega International Commercial Bank Co., Ltd.

Comprehensive Credit Facility (Loan) Agreement

Code: L00119

Client: Diodes Taiwan Co., Ltd.

COMPREHENSIVE CREDIT FACILITY AGREEMENT

Parties to the Agreement Diodes Taiwan Inc. (hereinafter referred to as the “Contractor”) and **Mega International Commercial Bank Co., Ltd.** (hereinafter referred to as the “Bank”), to meet the multiple credit facility needs and in an attempt to summarize the process, hereby officially consolidate all sorts of credit facility relationship into this Comprehensive Credit Facility Agreement (hereinafter referred to as the “Agreement”);

Other than the loan agreement(s) and other agreement (s) already executed by and between both parties, both parties hereby enter into this Agreement and agree upon the terms and conditions set forth below:

Article I: Categories of the credit facility

The Agreement includes the following categories of the Credit Facility (as checked with a “ ✓” mark), three categories in total:

✓ Material procurement loan

Overdraft

Export loan

Authorized securities guarantee

✓ Working capital loan

Authorized securities acceptance

Discount

✓ Authorized guarantee

Article II: Total credit limit:

The total credit limit under the Agreement amounts to NT$150 million (or other currencies of the equivalent value).

The aforementioned total credit limit denotes the maximum limit of all categories of loans mentioned in the preceding Article as actually utilized. The total amount of all categories of the loans under the Agreement after being utilized by the Contractor shall not exceed the total credit limit under this Article.

The credit limits set for various categories of the loans under the Agreement refers to the single item credit limits of the loans. The loans of the categories utilized by the Contractor shall not exceed single item credit limits.

In the event that the Contractor has utilized the loans under previous comprehensive loan agreement(s) and has thus left outstanding liabilities, the balance of such outstanding liabilities shall be consolidated into the total credit limit and single item credit limit.

In the event that a loan utilized by the Contractor involves foreign currencies and the amount utilized exceeds the total credit limit and single item credit limit due to change in the exchange rate or other causes, the Contractor shall repay the excess forthwith.

Article III: Duration of utilization

The duration to utilize various categories of loans starts from February 14, 2011 till February 13, 2012. Where satisfactory to the terms and conditions accorded by and between both parties, the Contractor may apply to the Bank for consent to utilize the loans within the specified duration of utilization, in the specified method and documents.

Article IV: Adjustment of the interest rates

In the event that the interest rates for the various credit facility (loans) are subject to adjustment pursuant to the basic interest rates for New Taiwan Dollars of the Bank prevalent at the time upon execution of the Agreement (the basic interest rate of the Bank prevalent at the time upon execution of the Agreement is 2.625%), the Contractor agrees that when the Bank adjusts the basic interest rates for New Taiwan Dollars of the Bank prevalent at the time upon execution of the Agreement, the basic interest rates may be adjusted based on the post-adjustment basic interest rates for New Taiwan Dollars. In the event that the basic interest rates for New Taiwan Dollars is adjusted after execution of the Agreement, the Contractor agrees that the contents of adjustment may be promulgated in the business office of the Bank and agrees to be subject to binding of such new rate.

Article V: Default penalty and late interest

In the event that the Contractor is overdue in repaying the principal or paying interest, the Contractor is subject to a default penalty for the period starting from maturity in case of the principal, and starting from the date when payable, at 10% of the specified interest rate for the period within six months overdue and at 20% of the specified interest rate for the period beyond six months overdue.

In the event that Contractor fails to repay the principal as required under the Agreement, in addition to the default penalty mentioned in the preceding paragraph, the Contractor shall be subject to arrears interest at 1% in addition to the interest rate specified for the Loan per annum for the period starting from the date when the interest becomes payable. In case of guarantee liabilities, starting from the date when the Bank advances the payment, the Contractor shall be subject to arrears interest at 1% in addition to the basic interest rates for New Taiwan Dollars for the Loan per annum prevalent on the date of advancement. The Contractor shall be further subject to default penalty in accordance with the preceding paragraph.

Article VI: Burden of the exchange rate risks

On the liabilities borne by the Contractor for the credit facility (loans) under the Agreement, the Contractor may reimburse in foreign currencies or in New Taiwan Dollars through conversion. In case of reimbursement in New Taiwan Dollars, the Contractor agrees that the Bank may, at its discretion, choose the spot selling exchange rate quoted on the date when the liabilities are due or the date of reimbursement. In the event that the Contractor intends to reimburse before maturity, nevertheless, the Contractor shall obtain consent from the Bank.

Article VII: The terms and conditions of credit facility (loans) under the Agreement bear the contents below

Material procurement loan:

I. Purposes of the Loan: To be used by the Contractor to procure raw materials, supplies or to pay off intangible trade.

II. Credit line limit of the Loan: (May be used on a revolving basis) NT$150 million (or other foreign currencies of equivalent value).

III. Payment of interest:

(I) Criteria for interest calculation:

1. Interest for U. S. Dollars: The SIBOR rate added by 0.6% per annum, divided by 0.946%.

2. Interest for New Taiwan Dollars: To be calculated based on the basic interest rate for New Taiwan Dollars quoted by the Bank that may be negotiated and determined on a case-by-case basis based on the availability of fund.

3. Other foreign currencies: To be calculated based on the cost of the fund borrowed by the Bank added by 1% per annum, divided by 0.946%.

(II) Terms of interest payment: Payable on a monthly basis.

(III) The subject Loan starts to accrue interest on the date on which when the fund advanced by the bank or paid by a foreign bank.

(IV) In case of acceptance of draft, the Contractor shall pay handling fee based on the rate and method below:

Annual rate for acceptance is 1%, payable with every three months in one installment when such three-month period is due. The acceptance handling fee shall be paid up in one lump-sum upon acceptance by the Bank.

IV. Time limit of reimbursement:

(I) The Contractor agrees to repay the Loan within 180 days from the date of advance by the bank.

(II) In case of acceptance of draft, repayment shall be completed not beyond 180 days in maximum from the date of bank acceptance till the date when the draft is due. The Contractor shall repay or apply for bank advancement when due. The time limit for such advancement and time limit for acceptance shall still not be beyond 180 days in maximum (150 days maximum domestically).

(III) For procurement of domestic supplies, the Contractor may, subject to consent by the Bank, consign a bank to open a domestic letter of credit and grant acceptance or payment for the draft or other voucher issued by the beneficiary under the letter of credit. The period of repayment shall not exceed 150 days.

(IV) The Loan shall be repaid before maturity, nevertheless, if the supplies procured under the present credit facility (loan).

V. Method and terms of utilization:

(I) The Loan is utilized when the application for opening the letter of credit is filed. The Contractor shall pay a guarantee bond for the letter of credit opening at the percentage specified by the bank. Then, for the balance, the Contractor shall apply to the Bank with the Loan Disbursements or Application for Letter of Credit Opening and transaction vouchers for advance or acceptance on behalf.

(II) In the event that the Contractor makes payment by means other than letter of credit, including D/A, D/P, O/A or other means, after the Bank agrees, the Contractor may apply to the Bank for advancement on behalf within 100% of the transaction voucher values on the grounds of Loan Disbursement, Import Vouchers. The amount shall not exceed NT$105 million (or foreign currencies of the equivalent value). Each Loan shall be repaid within the period not exceeding 180 days in maximum.

VI. In line with the substantial need of business operation, after the Bank agrees, the Contractor may take the special import and export seal approved by the competent authority instead of signature or seal to be affixed on the credit facility (loan) agreement.

VII. After the Bank agrees, the present credit facility (loan) may be converted among currencies. Once the loan is converted into New Taiwan Dollars, nevertheless, it may no longer be converted into foreign currencies. Where the principal and interest originally are paid in combination, the Contractor shall pay the interest of Loan in original currency at the moment upon conversion of the currencies.

The date of currency conversion and the exchange rates shall be negotiated and determined by and between both parties. In the event that the subject Loan goes beyond the credit line limit due to conversion, the Contractor shall clear off the excess forthwith.

VIII. Upon negotiation of a letter of credit under the present credit facility (loan) case, if the amount of negotiation exceeds the amount agreed by the Bank upon opening of the letter of credit and where the Bank agrees to advance the extra sum, such extra sum shall still be counted into the balance of disbursement of the credit facility (loan). The Contractor shall assume the responsibility for repayment.

IX. To the business operation, responsibility and obligation of a letter of credit under the Agreement, the Contractor agrees to be subject to the "Uniform Customs of Letters of Credit" promulgated by the International Chamber of Commerce at the time of letter of credit opening and the terms and conditions to explain trade contained in the international regulations and agrees to take such to form an integral part of this Agreement.

X. For commodities under the letter of credit of the Agreement, the Contractor shall take the Bank as the preferential beneficiary and to purchase insurance based on the terms and conditions as accredited by the Bank. The insurance premium so incurred shall be solely borne by the Contractor.

Working Capital Loan:

I. Purposes of the Loan: To be used by the Contractor as working capital as required within the normal business cycle.

II. Credit line limit of the Loan (May be used on a revolving basis): NT$120 million.

III. Payment of interest:

(I) To be calculated based on the basic interest rate for New Taiwan Dollars quoted by the Bank that may be negotiated and determined on a case-by-case basis based on the availability of fund.

(II) Terms of interest payment: Payable on a monthly basis.

IV. Time limit of repayment: To be repaid within 180 days from the date of disbursement of each loan.

V. Method and terms of utilization: The Contractor shall issue the Loan Disbursement and apply to the Bank for disbursement.

Consigned guarantee:

I. Purposes: To be exclusively used for "guarantee for tax payable for imported goods released before taxation".

II. Credit line limit (May be utilized on a revolving basis): Ten million New Taiwan Dollars.

III. Calculation and payment of the handling charge: At the annual rate of 0.6%. The handling charge is charged based on the number of days in actual guarantee, to be paid up in full in one lump sum, at NT$400 per case minimum.

IV. Scope of consigned guarantee: Guarantee for the customs duty, tax payable for imported goods released before taxation payable by the Contractor in accordance with the Tariff Law. Each guarantee case lasts for one year in maximum.

V. Method of consigned guarantee: The Contractor shall apply to the Bank with Guarantee

Disbursement issued by the Contractor and the format of guarantee letter provided by the Contractor for certification and guarantee.

VI. In the event that the Contractor applies for guarantee by means of a letter of credit, the Contractor shall be subject to the provisions set forth in "Uniform Customs of Letters of Credit" and "International Customs for Letters of Guarantee".

VII. Upon fulfilling the guarantee responsibility by the Bank, the Bank will only review the documents submitted by the guarantee beneficiaries requesting assuming the responsibility of guarantee to determine whether the Bank would fulfill the guarantee responsibility by its independent discretion without the need to look into the goods, services or other acts for fulfillment under the guarantee.

VIII. Whenever a guarantee beneficiary requests that the Bank fulfill the guarantee liabilities, the Contractor shall repay the loan forthwith. If the loan involves foreign exchange, the Contractor shall solely obtain the foreign exchange as required for repayment.

Article VIII: Other terms and conditions negotiated and determined individually

I. The aggregate total of the working capital loan, consigned guarantee shall not exceed NT$120 million.

II. The NT$6 million balance of the guarantee under Comprehensive Credit Facility (Loan) Agreement L00119 executed by and between the Contractor and the Bank on September 4, 2009 is added into the NT$150 million Agreement of the present credit line limit of the credit facility (loan) for which the Contractor agrees to comply with the provision of consolidated credit limit under Article VIII, Paragraph I.

(I) Mega International Commercial Bank Co., Ltd.

Responsible person: Hsintien Branch Manager, Hsieh Pi-jung [Affixed with the official seal]

Address: No. 172, Sec. 2, Peihsin Road, Hsintien District, New Taipei City

The Contractor hereby declares having brought the present Agreement for perusal for a reasonable period of time before execution of the Agreement and further confirms having been fully aware of the contents of the aforementioned terms and conditions.

(II) Contractor: Diodes Taiwan Inc. [Affixed with the official seal]

Responsible person: Sung Kung-yuan (Signed with seal)

Address: 2F, No. 501~15, Chungcheng Road, Hsintien District, New Taipei City

Exhibit 31.1

CERTIFICATION
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, **Keh-Shew Lu**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Diodes Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Keh-Shew Lu
Keh-Shew Lu
President and Chief Executive Officer
Date: August 9, 2011

Exhibit 31.2

CERTIFICATION
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, **Richard D. White**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Diodes Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Richard D. White
Richard D. White
Chief Financial Officer
Date: August 9, 2011

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the quarterly period ended **June 30, 2011** of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in such report.

Very truly yours,

/s/ Keh-Shew Lu

Keh-Shew Lu
President and Chief Executive Officer
Date: August 9, 2011

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the quarterly period ended **June 30, 2011** of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in such report.

Very truly yours,

/s/ Richard D. White
Richard D. White
Chief Financial Officer
Date: August 9, 2011

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be furnished to the Securities and Exchange Commission or its staff upon request.