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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 3, 2006

DIODES INCORPORATED

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**1-5740**

(Commission File Number)

**95-2039518**

(I.R.S. Employer Identification Number)

**3050 East Hillcrest Drive**

**Westlake Village, California**

(Address of principal executive offices)

**91362**

(Zip Code)

**(805) 446-4800**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

Effective as of July 3, 2006, Diodes Incorporated (the "Company") appointed Richard White as Senior Vice President-Finance. Mr. White will be employed as an "at will" employee and will be entitled to (i) an annual base salary (subject to increase from time to time in the discretion of the Company's Board of Directors) of \$150,000, (ii) participation in any executive bonus plan of the Company with a guaranteed minimum annual bonus of \$100,000 for 2006 and \$200,000 for each of 2007 and 2008, (iii) a non-qualified stock option to purchase 10,000 shares of Common Stock at \$41.64 per share (the closing sale price on the date of grant), which options shall be granted on July 3, 2006, shall have a term of 10 years and shall become exercisable in four equal annual installments beginning July 3, 2007, (iv) a restricted stock unit granted on July 3, 2006 for 3,000 shares of Common Stock which shall become exercisable in four equal annual installments beginning July 3, 2007, (v) an automobile allowance per the Company's automobile allowance policy, (vi) reimbursement of all reasonable and documented business expenses and (vii) participation in all plans provided to employees in general.

In addition, Mr. White has entered into an indemnification agreement with the Company that may require the Company to indemnify him against liabilities that may arise by reason of his status or service. The foregoing summary of the indemnification agreement is qualified in its entirety by reference to the form of indemnification agreement incorporated by reference as an exhibit to this Report.

**Item 7.01. Regulation FD Disclosure.**

On July 10, 2006, the Company issued a press release announcing the appointment of Richard White as Senior Vice President - Finance. A copy of the press release is attached as Exhibit 99.1 to this Report.

The information in this Item 7.01, including Exhibit 99.1, will not be treated as filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section. This information will not be incorporated by reference into a filing under the Securities Act of 1933, or into another filing under the Exchange Act, unless that filing expressly refers to specific information in this Report. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information in this Item 7.01 is material information that is not otherwise publicly available.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1*	Form of Indemnification Agreement between the Company and its directors and executive officers (incorporated by reference to Exhibit 10.5 to that certain Current Report on Form 8-K filed by the Company on September 2, 2005).
99.1	Press release dated July 10, 2006 appointing Mr. White as Sr. Vice President, Finance.

\* Management contract or compensatory plan or arrangement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 11, 2006

DIODES INCORPORATED

By  
Carl C. Wertz,  
Chief Financial Officer

/s/ Carl C. Wertz

**EXHIBIT INDEX**

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**FOR IMMEDIATE RELEASE**

## **Diodes Incorporated Appoints Richard White as Senior Vice President of Finance**

· **Newly created executive position strengthens global finance objectives**

**Westlake Village, CA - July 10, 2006 - Diodes Incorporated** ("Diodes") (NASDAQ: DIOD), a leading manufacturer and supplier of high quality discrete and analog semiconductors, announced the appointment of Richard White as its new Senior Vice President of Finance. Mr. White will be responsible for global financial planning, product planning, and mergers and acquisitions ("M&A"). He will compliment and support Carl Wertz, CFO, and report to Dr. Keh-Shew Lu, President and CEO of Diodes, Inc.

Mr. White brings with him thirty years of senior level finance experience, including 25 years at Texas Instruments Incorporated ("TI"), where he served as Vice President of Finance and Production Planning for MOS memory, Controller for TI's Asia Pacific Division in Singapore, and Cost Accounting Manager in Germany. He was responsible for all financial and product planning for TI's \$2 billion MOS memory business, and managed a global staff of over 100 people and a manufacturing base that covered Italy, Japan, Taiwan, Singapore, and the U.S. Mr. White, a certified public accountant, holds a Bachelor of Science degree in electrical engineering from Oklahoma State University and an MBA from the University of Michigan.

"I am proud to join such a strong organization and management team. With the team, I will work to achieve our strategy of rapid growth and global reach," said Mr. White. "Internally, I will help to improve operational efficiencies and capital allocation, as well as strengthen Diodes' cohesive winning team."

"Having previously worked with Richard at TI's world-wide MOS Memory business, I recognize that Richard is a great fit with our strategy for growth by mergers and acquisitions," commented Dr. Lu. "Diodes will benefit from Richard's global experience in M&A, budgeting, product planning, treasury management, product pricing, inventory control, and joint venture financial management."

Carl Wertz will continue with his current responsibilities as CFO while strengthening investor outreach.

### **About Diodes Incorporated**

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

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

*Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995: Any statements set forth above that are not historical facts are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Potential risks and uncertainties include, but are not limited to, such factors as fluctuations in product demand, the introduction of new products, the Company's ability to maintain customer and vendor relationships, technological advancements, impact of competitive products and pricing, growth in targeted markets, risks of foreign operations, and other information detailed from time to time in the Company's filings with the United States Securities and Exchange Commission.*

Source: *Diodes Incorporated*

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

e-mail: [carl\\_wertz@diodes.com](mailto:carl_wertz@diodes.com)

or

Crocker Coulson, President, Coffin Communications Group,

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

Recent news releases, annual reports, and SEC filings are available at the Company's website: <http://www.diodes.com>. Written requests may be sent directly to Company, or they may be e-mailed to: [diodes-fin@diodes.com](mailto:diodes-fin@diodes.com).

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