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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**

**March 9, 2009**  
Date of Report (Date of earliest event reported)

**DIODES INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**002-25577**  
(Commission File Number)

**95-2039518**  
(I.R.S. Employer  
Identification No.)

**15660 North Dallas Parkway, Suite 850**  
**Dallas, TX**  
(Address of principal executive offices)

**75248**  
(Zip Code)

**(972) 385-2810**  
(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:

- 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 7.01 Regulation FD Disclosure.**

On March 9, 2009, Diodes Incorporated issued a press release to update its guidance for the first quarter of 2009. A copy of the press release is attached as Exhibit 99.1.

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 Form 8-K. 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.**

**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated March 9, 2009

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**SIGNATURES**

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

Dated: March 11, 2009

DIODES INCORPORATED

By /s/ Carl C. Wertz

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CARL C. WERTZ

Chief Financial Officer



## Diodes Incorporated Updates First Quarter 2009 Guidance

### *Revenue Estimate Better Than Previously Expected*

**Dallas, Texas — March 9, 2009** — Diodes Incorporated (Nasdaq: DIOD), a leading global manufacturer and supplier of high-quality application specific standard products within the broad discrete and analog semiconductor markets, today provided updated guidance for the first quarter of 2009.

The Company now expects first quarter revenue to be in the range of \$71 million to \$75 million, compared to the prior guidance of approximately \$69.5 million. The upward revision is due primarily to an increase in demand for the Company's products utilized in mobile phone handsets and LCD televisions as well as stronger than expected demand in the China market. The Company remains cautious about the global economy and will continue to carefully monitor the market conditions and the demand environment in the coming months.

Gross margin is expected to remain within the prior guidance range of 16 to 20 percent. The Company continues to expect to generate positive cash flow from operations as well as positive free cash flow in the first quarter of 2009. Additionally, the Company stated that its previously announced cost reduction initiatives have been fully implemented and will result in a quarterly operating expense run rate of between \$21 and \$23 million.

### **About Diodes Incorporated**

Diodes Incorporated (Nasdaq: DIOD), an S&P SmallCap 600 and Russell 3000 Index company, is a leading global manufacturer and supplier of high-quality application specific standard products within the broad discrete and analog semiconductor markets, serving the consumer electronics, computing, communications, industrial and automotive markets. Diodes' products include diodes, rectifiers, transistors, MOSFETs, protection devices, functional specific arrays, amplifiers and comparators, Hall-effect sensors and temperature sensors, power management devices including LED drivers, DC-DC switching regulators, linear voltage regulators and voltage references along with special function devices including USB power switch, load switch, voltage supervisor and motor controllers. The Company's corporate headquarters are located in Dallas, Texas. A sales, marketing, engineering and logistics office is located in Westlake Village, California. Design centers are located in Dallas; San Jose, California; Taipei, Taiwan; Manchester, England and Neuhaus, Germany. The Company's wafer fabrication facilities are located in Kansas City, Missouri and Manchester; with two manufacturing facilities located in Shanghai, China, another in Neuhaus, and a joint venture facility located in Chengdu, China. Additional engineering, sales, warehouse and logistics offices are located in Taipei; Hong Kong; Manchester and Munich, Germany, with support offices located throughout the world. For further information, including SEC filings, visit the Company's website at <http://www.diodes.com>.

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*Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995: Any statements set forth above that are not historical facts are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such statements include statements regarding: revenue estimate better than previously expected; Company now expects first quarter revenue to be in the range of \$71 million to \$75 million; the upward revision is due primarily to an increase in demand for the Company's products; the Company remains cautious about the global economy and will continue to carefully monitor the market conditions and demand environment in the coming months; gross margin is expected to remain within the prior guidance range of 16 to 20 percent; the Company continues to expect to generate positive cash flow from operations as well as positive free cash flow in the first quarter of 2009; the Company's cost reduction initiatives will result in a quarterly operating expense run rate of between \$21 and \$23 million. Potential risks and uncertainties include, but are not limited to, such factors as: the UBS settlement may not provide us with the liquidity intended; we may not realize the anticipated cost savings; we may not effect the planned further reductions in costs or these cost containment measures may not prove to be material; our future guidance may be incorrect; the global economic weakness may be more severe or last longer than we currently anticipated; and other information detailed from time to time in the Company's filings with the United States Securities and Exchange Commission.*

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

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