

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): January 15, 2021

DIODES INCORPORATED
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

002-25577
(Commission
File Number)

95-2039518
(IRS Employer
Identification No.)

4949 Hedgcoxe Road, Suite 200, Plano, TX
(Address of Principal Executive Offices)

75024
(Zip Code)

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

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.66 2/3	DIOD	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 15, 2021 the Board of Directors (the “Board”) of Diodes Incorporated (the “Company”) elected Angie Chen Button to the Board effective April 1, 2021.

Ms. Button is a Certified Public Accountant and a retired finance and marketing manager with over 30 years at Texas Instruments. Ms. Button currently has served as a member of the Texas House of Representatives. Following Ms. Button’s appointment, the Board will be comprised of eight directors, two of whom are female. Ms. Button is not being assigned to any committees of the Board until she is elected to the Board at the Company’s shareholder meeting, currently scheduled to be held in May 2021. After Ms. Button is elected to the Board by the shareholders, she will be assigned to work on one or more committees. From the time of her appointment to the Board, until she is elected to the Board by the shareholders, Ms. Button’s compensation will be \$7,000. In addition, Ms. Button is entitled to the standard compensatory agreement and arrangements for non-employee directors described under the caption “Corporate Governance and Compensation of Directors” in the Company’s proxy statement 2020 annual meeting of stockholders.

Ms. Button qualifies as an independent director under the corporate governance standards of Nasdaq and the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Ms. Button was not appointed to the Board pursuant to any arrangement or understanding with any other person. Ms. Button has no family relationships with any director or executive officer of the Company and there are no transactions in which Ms. Button has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On March 9, 2021, the Company issued a press release announcing the election of Ms. Angie Chen Button to its Board. A copy of the press release is furnished 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 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, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

Dated: March 9, 2021

DIODES INCORPORATED

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



Diodes Incorporated Appoints Texas State Representative Angie Chen Button to the Board

Plano, Texas – March 09, 2021 -- Diodes Incorporated (Nasdaq: DIOD) today announced the appointment of Angie Chen Button to its Board of Directors effective April 1, 2021. Ms. Button is a Certified Public Accountant and a retired finance and marketing manager with over 30 years at Texas Instruments, and she currently serves as a member of the Texas House of Representatives. Following the appointment, the Board will be comprised of eight directors, two of whom are female.

Commenting on the appointment, Dr. Keh-Shew Lu, Chairman, President and CEO, said, "We are delighted to welcome Angie to Diodes' Board. She is an exceptionally talented business executive with a long history in the semiconductor industry, while also being a respected leader and influencer throughout her career. Additionally, Angie brings extensive experience and connections in dealing with high-ranking foreign and local government officials along with business CEOs, including promoting international business and trade. Further, her appointment underscores Diodes' commitment to board diversity of gender, ethnicity, skillsets and backgrounds, and I look forward to working more closely with her as we execute on our strategic growth initiatives."

Ms. Button has served as a representative in the State of Texas House of Representatives since 2009. The only Asian American Woman legislator in Texas, she currently chairs the International Relations and Economic Development Committee, which has jurisdiction over matters pertaining to commerce, trade and manufacturing relations between the State of Texas and other entities, including other nations. Previously, she served as Chair of the Urban Affairs Committee, as Chair of the Economic and Small Business Development Committee, as Vice Chair of the Technology Committee, sat on the Appropriations (Budget) Committee, and has sat and currently serves on the Ways and Means (Taxation) Committee. A CPA, Ms. Button worked for Texas Instruments for over 30 years in various auditing, finance, business development, procurement, and international marketing positions. She also served on the Audit Committee of the Dallas Area Rapid Transit Board.

Ms. Button received her bachelor's degree in Accounting from National Taiwan University in 1976, her master's degree in Public Finance from National Chengchi University in 1978, and her master's degree in Management Science from University of Texas at Dallas in 1980. Ms. Button is a co-founder of the DFW Asian American Citizens Council.

About Diodes Incorporated

Diodes Incorporated (Nasdaq: DIOD), a Standard and Poor's SmallCap 600 and Russell 3000 Index company, delivers high-quality semiconductor products to the world's leading companies in the consumer electronics, computing, communications, industrial, and automotive markets. We leverage our expanded product portfolio of discrete, analog, and mixed-signal products and leading-edge packaging technology to meet customers' needs. Our broad range of application-specific solutions and solutions-focused sales, coupled with worldwide operations of 31 sites, including engineering, testing, manufacturing, and customer service, enables us to be a premier provider for high-volume, high-growth markets. For more information visit www.Diodes.com.

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