
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): November 24, 2015

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))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On November 24, 2015, Diodes Incorporated (the “Company”) completed its acquisition of Pericom Semiconductor Corporation (“Pericom”) pursuant to the Agreement and Plan of Merger dated as of September 2, 2015 (the “Merger Agreement”), as amended on November 6, 2015, by Amendment No. 1 (the “Merger Agreement Amendment”). Under the Merger Agreement and the Merger Agreement Amendment and in accordance with the General Corporation Law of the State of California (1) PSI Merger Sub, Inc., a California corporation and wholly-owned subsidiary of the Company, was merged with and into Pericom, with Pericom continuing as the surviving corporation and a wholly-owned subsidiary of the Company, and (2) each outstanding share of common stock, without par value, of Pericom (other than shares owned by Pericom or certain of its affiliates or shares held by Pericom shareholders who have perfected their appraisal rights in accordance with applicable California law) was automatically converted into the right to receive \$17.75 in cash per share, without interest. The aggregate consideration was approximately \$413 million including the value of Pericom equity awards paid out or converted to Diodes equity awards pursuant to the Merger Agreement and Merger Agreement Amendment.

The foregoing summary does not purport to be a complete summary of the Merger Agreement and the Merger Agreement Amendment and is qualified in its entirety by the copy of the Merger Agreement attached as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on September 3, 2015 and the copy of the Merger Agreement Amendment attached as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the SEC on November 9, 2015, each of which is incorporated herein by reference.

The consideration paid in connection with the acquisition of Pericom was funded by advances under the Amended Credit Agreement (the “Amended Credit Agreement”) dated September 2, 2015, by and among the Company and Diodes International B.V. (the “Foreign Borrower” and, collectively with the Company, the “Borrowers”), and certain subsidiaries of the Company as guarantors, Bank of America, N.A., as administrative Agent, and the lenders party thereto. A copy of the Amended Credit Agreement has been filed as an Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on September 3, 2015, and which is incorporated herein by reference.

The other material terms of the Amended Credit Agreement are described in the Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on January 11, 2013 and the Current Report on Form 8-K filed with the SEC on June 24, 2015, each of which is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On November 25, 2015, the Company issued a press release announcing that the Company has completed its acquisition of Pericom as described in Item 2.01 above. A copy of the press release is attached as Exhibit 99.1 to this Report and is incorporated herein by this reference.

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.

Cautionary Information Regarding Forward-Looking Statements

Except for the historical and factual information contained in the press release attached as Exhibit 99.1, the matters set forth in the press release (including statements as to the expected benefits of the acquisition and other statements identified by words such as “estimates,” “expects,” “projects,” “plans,” “will” and similar expressions) are forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including: the risk that Pericom’s business will not be integrated successfully into the Company’s; the risk that the expected benefits of the acquisition may not be realized; the risk that Pericom’s standards, procedures and controls will not be brought into conformance within the Company’s operations; difficulties coordinating the Company’s and Pericom’s new product and process development, hiring additional management and other critical personnel, and increasing the scope, geographic diversity and complexity of the Company’s operations; difficulties in consolidating facilities and transferring processes and know-how; difficulties in reducing the costs of Pericom’s business; the diversion of our management’s attention from the management of our business; the risk that we may not be able to maintain our current growth strategy or continue to maintain our current performance, costs and loadings in our manufacturing facilities; risks of domestic and foreign operations, including excessive operating costs, labor shortages, higher tax rates and our joint venture prospects; the risk of unfavorable currency exchange rates; the risk that our future guidance may be incorrect; the global economic weakness may be more severe or last longer than we currently anticipated; the impact of competition and other risk factors relating to our industry and business as detailed from time to time in the Company’s reports filed with the SEC. You should not place undue reliance on these forward-looking statements, which speak only as of the date of the press release. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements of Pericom required by this Item are not included in this Current Report on Form 8-K. Such financial statements will be filed by amendment no later than 71 calendar days after the date on which this initial Current Report on Form 8-K must be filed.

(b) Pro Forma Financial Information.

The pro forma financial information required by this Item is not included in this Current Report on Form 8-K. Such pro forma financial information will be filed by amendment no later than 71 calendar days after the date on which this initial Current Report on Form 8-K must be filed.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated November 25, 2015

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: November 25, 2015

DIODES INCORPORATED

By /s/ Richard D. White

Richard D. White

Chief Financial Officer



Diodes Incorporated Completes Acquisition of Pericom Semiconductor

Pericom Receives Shareholder Approval at Special Meeting

Plano, Texas – November 25, 2015 – Diodes Incorporated (Nasdaq: DIOD), a leading global manufacturer and supplier of high-quality application specific standard products within the broad discrete, logic and analog semiconductor markets, today announced that it has completed its acquisition of Pericom Semiconductor (Nasdaq: PSEM).

The merger agreement was initially announced on September 3, 2015, and Pericom shareholders approved the transaction at a Special Meeting of Shareholders held on November 20, 2015. The transaction closed and became effective today, with each share of Pericom being converted into the right to receive \$17.75 in cash, without interest. The aggregate consideration will be approximately \$413 million, including the value of Pericom equity awards paid out or converted to Diodes equity awards. As a result of the transaction's close, the common stock of Pericom will no longer be listed for trading on the NASDAQ stock exchange as of the close of market today.

"We are very pleased to complete the acquisition of Pericom, which will be immediately accretive to Diodes' earnings and also provide enhanced margin expansion opportunities," stated Dr. Keh-Shew Lu, President and Chief Executive Officer. "Also notable, this acquisition broadens Diodes' analog footprint and adds a strong mixed-signal connectivity offering that will drive expanded product content in our target market applications. Pericom also provides an extensive timing product line that complements Diodes' standard product portfolio."

Dr. Lu also added, "I would like to personally welcome the Pericom employees to the Diodes' family. Together, we are able to accelerate the attainment of our goal to reach a \$1 billion annual revenue run rate with 35 percent gross margin, and I look forward to expanding our global organization and achieving future success."

About Diodes Incorporated

Diodes Incorporated (Nasdaq: DIOD), a Standard and Poor's 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, logic and analog semiconductor markets. Diodes serves the consumer electronics, computing, communications, industrial, and automotive markets. Diodes' products include diodes, rectifiers, transistors, MOSFETs, protection devices, functional specific arrays, single gate logic, amplifiers and comparators, Hall-effect and temperature sensors; power management devices, including LED drivers, AC-DC converters and controllers, DC-DC switching and linear voltage regulators, and voltage references along with special function devices, such as USB power switches, load switches, voltage supervisors, and motor controllers. Diodes' corporate headquarters and Americas' sales office are located in Plano, Texas. Design, marketing, and engineering centers are located in Plano; San Jose, California; Taipei, Taiwan; Manchester, England; and Neuhaus, Germany. Diodes' wafer fabrication facilities

are located in Kansas City, Missouri and Manchester, with two additional facilities located in Shanghai, China. Diodes has assembly and test facilities located in Shanghai and in Chengdu, China, as well as in Neuhaus and in Taipei. Additional engineering, sales, warehouse, and logistics offices are located in Taipei; Hong Kong; Manchester; Shanghai; Shenzhen, China; Seongnam-si, South Korea; and Munich, Germany, with support offices throughout the world. For further information, including SEC filings, visit Diodes' website at www.diodes.com.

Except for the historical and factual information contained in this press release, the matters set forth in this press release (including statements as to the expected benefits of the acquisition and other statements identified by words such as "estimates," "expects," "projects," "plans," "will" and similar expressions) are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including: the risk that Pericom's business will not be integrated successfully into the Company's; the risk that the expected benefits of the acquisition may not be realized; the risk that Pericom's standards, procedures and controls will not be brought into conformance within the Company's operations; difficulties coordinating the Company's and Pericom's new product and process development, hiring additional management and other critical personnel, and increasing the scope, geographic diversity and complexity of the Company's operations; difficulties in consolidating facilities and transferring processes and know-how; difficulties in reducing the costs of Pericom's business; the diversion of our management's attention from the management of our business; the risk that we may not be able to maintain our current growth strategy or continue to maintain our current performance, costs and loadings in our manufacturing facilities; risks of domestic and foreign operations, including excessive operating costs, labor shortages, higher tax rates and our joint venture prospects; the risk of unfavorable currency exchange rates; the risk that our future guidance may be incorrect; the risk that the global economic weakness may be more severe or last longer than we currently anticipate; the impact of competition; and other risk factors relating to our industry and business as detailed from time to time in the Company's reports filed with the SEC. You should not place undue reliance on these forward-looking statements, which speak only as of the date of the press release. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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.

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