## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  $\blacksquare$ 

Filed by a Party other than the Registrant  $\Box$ 

Check the appropriate box:

- Preliminary Proxy Statement
- □ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- □ Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material under Rule 14a-12

## **DIODES INCORPORATED**

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

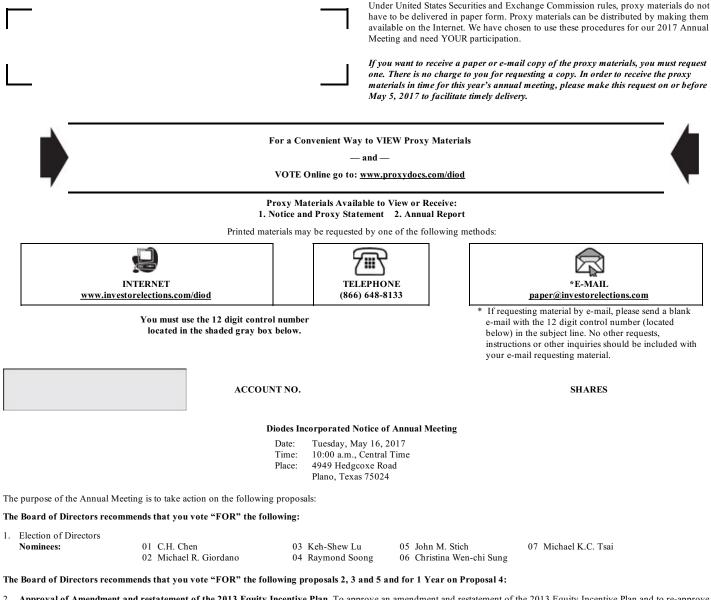
Payment of Filing Fee (Check the appropriate box):

- ☑ No fee required.
- $\Box$  Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- □ Fee paid previously with preliminary materials.
- □ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:

(4) Date Filed:

## DIODES INCORPORATED Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on May 16, 2017

You are receiving this communication because you hold shares in Diodes Incorporated. This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy materials online, go to <u>www.proxydocs.com/diod</u>. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.



- 2. Approval of Amendment and restatement of the 2013 Equity Incentive Plan. To approve an amendment and restatement of the 2013 Equity Incentive Plan and to re-approve the material terms of the performance goals of the 2013 Equity Incentive Plan.
- 3. Approval of Executive Compensation. To approve, on an advisory basis, the Company's executive compensation.
- 4. Frequency of Advisory Vote on Executive Compensation. To consider an advisory vote on the frequency of the advisory vote on executive compensation.
- Ratification of Appointment of Independent Registered Public Accounting Firm. To ratify the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017.

To transact such other business as may properly come before the annual meeting of the stockholders of Diodes Incorporated or any adjournment or postponement thereof. For information on the requirements for attending the Annual Meeting in person and voting your shares, please see the information on pages 2 to 3 of the Proxy Statement. You must bring this communication and a photo identification with you if you plan to attend in person.