

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): September 22, 2006

DIODES INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	1-5740 (Commission File Number)	95-2039518 (I.R.S. Employer Identification No.)
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3050 East Hillcrest Drive Westlake Village, California (Address of principal executive offices)	91362 (Zip Code)
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(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:

- 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))

Item 1.01. Entry into a Material Definitive Agreement.

Effective as of September 22, 2006, the Board of Directors of Diodes Incorporated (the "Company") clarified and amended the 1993 Non-Qualified Stock Option Plan, the 1993 Incentive Stock Option Plan and the 2001 Equity Incentive Plan (the "Plans") of the Company, and each award outstanding thereunder, to provide that, in the event of a change in the capital stock of the Company (such as a stock dividend, stock split, recapitalization, merger, consolidation, split-up, combination, exchange of stock or other form of reorganization), such proportionate adjustment will be made to each award as may be necessary or appropriate, as determined by the Compensation Committee, to reflect that change in the capital stock.

The foregoing summary of the amendments of the Plans is qualified in its entirety by reference to the form of the amendments attached as Exhibits 10.1, 10.2 and 10.3 to this Report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number -----	Description -----
10.1*	Amendment to 1993 Non-Qualified Stock Option Plan.
10.2*	Amendment to 1993 Incentive Stock Option Plan.
10.3*	Amendment to 2001 Omnibus Equity Incentive Plan.

* 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.

DIODES INCORPORATED

Date: September 25, 2006

By /s/ Carl C. Wertz

Carl C. Wertz,
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number -----	Description -----
10.1*	Amendment to 1993 Non-Qualified Stock Option Plan.
10.2*	Amendment to 1993 Incentive Stock Option Plan.
10.3*	Amendment to 2001 Omnibus Equity Incentive Plan.

* Management contract or compensatory plan or arrangement.

AMENDMENT 2006A TO THE
DIODES INCORPORATED
1993 NON-QUALIFIED STOCK OPTION PLAN

Diodes Incorporated (the "Company") hereby amends the above-named plan (the "Plan") by amending Section 9 thereof to read as follows:

- (a) The maximum aggregate total number of shares of Common Stock for which Options in respect thereof may be granted, the number and kind of Shares covered by each outstanding Option, the maximum number of shares of Common Stock that may be sold or awarded to any Participant, and the price per share (but not the total price) subject to each outstanding Option shall be proportionally adjusted to prevent dilution or enlargement of rights under the 1993 NQO Plan for any change in the outstanding Common Stock subject to the 1993 NQO Plan, or subject to any Option, resulting from any stock splits, combination or exchange of shares of Common Stock, consolidation, spin-off or recapitalization of shares of Common Stock or any capital adjustment or transaction similar to the foregoing or any distribution to holders of Common Stock other than regular cash dividends.
- (b) The Committee shall make such adjustment in such manner as it may deem equitable and appropriate, subject to compliance with applicable laws. Any determination, substitution or adjustment made by the Committee under this Section shall be conclusive and binding on all persons. Except as expressly provided herein, neither the Company's issuance of shares of stock of any class or securities convertible into shares of stock of any class, nor the conversion of any convertible securities of the Company, shall be treated as a transaction requiring any substitution or adjustment under this Section.

* * * * *

The Company has caused this Amendment 2006A to the 1993 Non-Qualified Stock Option Plan to be signed on the date indicated below, to be effective as indicated above.

DIODES INCORPORATED

Dated: September 22, 2006

By: Carl Wertz

/s/ Carl Wertz

Its: Secretary

AMENDMENT 2006A TO THE
DIODES INCORPORATED
1993 INCENTIVE STOCK OPTION PLAN

Diodes Incorporated (the "Company") hereby amends the above-named plan (the "Plan") by amending Section 10 thereof to read as follows:

- (a) The maximum aggregate total number of shares of Common Stock for which Options in respect thereof may be granted, the number and kind of Shares covered by each outstanding Option, the maximum number of shares of Common Stock that may be sold or awarded to any Participant, and the price per share (but not the total price) subject to each outstanding Option shall be proportionally adjusted to prevent dilution or enlargement of rights under the 1993 ISO Plan for any change in the outstanding Common Stock subject to the 1993 ISO Plan, or subject to any Option, resulting from any stock splits, combination or exchange of shares of Common Stock, consolidation, spin-off or recapitalization of shares of Common Stock or any capital adjustment or transaction similar to the foregoing or any distribution to holders of Common Stock other than regular cash dividends.
- (b) The Committee shall make such adjustment in such manner as it may deem equitable and appropriate, subject to compliance with applicable laws. Any determination, substitution or adjustment made by the Committee under this Section shall be conclusive and binding on all persons. Except as expressly provided herein, neither the Company's issuance of shares of stock of any class or securities convertible into shares of stock of any class, nor the conversion of any convertible securities of the Company, shall be treated as a transaction requiring any substitution or adjustment under this Section.

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The Company has caused this Amendment 2006A to the 1993 Incentive Stock Option Plan to be signed on the date indicated below, to be effective as indicated above.

DIODES INCORPORATED

Dated: September 22, 2006

By: Carl Wertz

/s/ Carl Wertz

Its: Secretary

AMENDMENT 2006A TO THE
DIODES INCORPORATED
2001 OMNIBUS EQUITY INCENTIVE PLAN

Diodes Incorporated (the "Company") hereby amends the above-named plan (the "Plan") by amending Section 15(b) thereof to read as follows:

- (i) The maximum aggregate total number of shares of Common Stock for which Awards in respect thereof may be granted, the number and kind of Shares covered by each outstanding Award, the maximum number of shares of Common Stock that may be sold or awarded to any Participant, and the price per share (but not the total price) subject to each outstanding Award shall be proportionally adjusted to prevent dilution or enlargement of rights under the Plan for any change in the outstanding Common Stock subject to the Plan, or subject to any Award, resulting from any stock splits, combination or exchange of shares of Common Stock, consolidation, spin-off or recapitalization of shares of Common Stock or any capital adjustment or transaction similar to the foregoing or any distribution to holders of Common Stock other than regular cash dividends.
- (ii) The Committee shall make such adjustment in such manner as it may deem equitable and appropriate, subject to compliance with applicable laws. Any determination, substitution or adjustment made by the Committee under this Section shall be conclusive and binding on all persons. Except as expressly provided herein, neither the Company's issuance of shares of stock of any class or securities convertible into shares of stock of any class, nor the conversion of any convertible securities of the Company, shall be treated as a transaction requiring any substitution or adjustment under this Section.

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The Company has caused this Amendment 2006A to the 2001 Omnibus Equity Incentive Plan to be signed on the date indicated below, to be effective as indicated above.

DIODES INCORPORATED

Dated: September 22, 2006

By: Carl Wertz

/s/ Carl Wertz

Its: Secretary