UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2017

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to .

Commission file number: 002-25577

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

Delaware	**95-2039518**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
4949 Hedgcoxe Road, Suite 200 Plano, Texas	**75024**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (972) 987-3900

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

Title of each class	Name of each exchange on which registered
Common Stock, Par Value $0.66 2/3	**The NASDAQ Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐
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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

The aggregate market value of the 38,032,787 shares of Common Stock held by non-affiliates of the registrant, based on the closing price of $18.79 per share of the Common Stock on the Nasdaq Global Select Market on June 30, 2017, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $714,636,068.

The number of shares of the registrant's Common Stock outstanding as of February 9, 2018 was 49,140,136.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the United States Securities and Exchange Commission ("SEC") pursuant to Regulation 14A in connection with the 2018 annual meeting of stockholders are incorporated by reference into Part III of this Annual Report. The proxy statement will be filed with the SEC not later than 120 days after the registrant's fiscal year ended December 31, 2017.

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PART I

Item 1. Business.

GENERAL

Diodes Incorporated and its subsidiaries (collectively, the “Company” or “we” or “our”) is a leading global manufacturer and supplier of high-quality application specific standard products within the broad discrete, logic, analog and mixed-signal semiconductor markets. Diodes serves the consumer electronics, computing, communications, industrial, and automotive markets. Diodes’ products include diodes, rectifiers, transistors, MOSFETs, protection devices, function-specific arrays, 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 and Milpitas, California. Design, marketing, and engineering centers are located in Plano; Milpitas; Taipei, Taiwan; Taoyuan City, Taiwan; Zhubei City, Taiwan; Manchester, England; and Neuhaus, Germany. Diodes’ wafer fabrication facilities are located in Manchester and Shanghai, China. Diodes has assembly and test facilities located in Shanghai, Jinan, Chengdu, and Yangzhou, China, as well as in Hong Kong, China, Neuhaus and 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. We were incorporated in 1959 in California and reincorporated in Delaware in 1968.

We design, manufacture and market these semiconductors for diverse end-use applications. Semiconductors, which provide electronic signal amplification and switching functions, are basic building-blocks that are incorporated into almost every electronic device. We believe that our focus on application-specific standard products utilizing innovative, highly efficient packaging and cost-effective process technologies, coupled with our collaborative, customer-focused product development, gives us a meaningful competitive advantage relative to other semiconductor companies.

Our product portfolio addresses the design needs of advanced electronic equipment, including high-volume consumer electronic devices such as digital media players, smartphones, tablets, notebook computers, flat-panel displays, mobile handsets, digital cameras and set-top boxes. We believe that we have particular strength in designing innovative, highly power efficient semiconductors in miniature packaging for applications with a critical need to minimize product size while maximizing power density and overall performance, and at a lower cost than alternative solutions. Our product line includes over 25,000 products, and we shipped approximately 46 billion units, 41 billion units, and 40 billion units in 2017, 2016 and 2015, respectively. From 2012 to 2017, our net sales grew from $633.8 million to $1.1 billion, representing a compound annual growth rate of greater than 10%.

BUSINESS OUTLOOK

During 2017, we achieved our goal of $1.0 billion in annual revenue. During 2017, we announced new goals for 2025 that include revenue of $2.5 billion with gross margin of 40%, representing gross profit of $1.0 billion. Acquisitions remain a key part of our growth strategy to reach our revenue goal. We have a solid pipeline of designs and expanded customer relationships across all regions and product lines. The success of our business depends on, among other factors, the strength of the global economy and the stability of the financial markets, our customers’ demand for our products, the ability of our customers to meet their payment obligations, the likelihood of customers not canceling or deferring existing orders, and the strength of consumers’ demand for items containing our products in the end-markets we serve. We believe the long-term outlook for our business remains generally favorable despite the uncertainties in the global economy as we continue to execute on the strategy that has proven successful for us over the years. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Business Outlook” in Part II, Item 7 and “Risk Factors – *The success of our business depends on the strength of the global economy and the stability of the financial markets, and any weaknesses in these areas may have a material adverse effect on our net sales, operating results and financial condition.”* in Part I, Item 1A of this Annual Report for additional information.

SEGMENT INFORMATION AND ENTERPRISE-WIDE DISCLOSURES

For financial reporting purposes, we operate in a single segment, standard semiconductor products, through our various design, manufacturing and distribution facilities. We sell product primarily through our operations in Asia, North America and Europe. See Note 15 of “Notes to Consolidated Financial Statements” of this Annual Report for addition information.

OUR INDUSTRY

Semiconductors are critical components used in the manufacture of a broad range of electronic products and systems. Since the invention of the transistor in 1948, continuous improvements in semiconductor processes and design technologies have led to smaller, more complex and more reliable devices at a lower cost per function. The availability of low-cost semiconductors, together with increased customer demand for sophisticated electronic systems, has led to the proliferation of semiconductors in diverse end-use applications.

OUR COMPETITIVE STRENGTHS

We believe our competitive strengths include the following:

Flexible, scalable and cost-effective manufacturing – Our manufacturing operations are a core element of our success, and we have designed our manufacturing base to allow us to respond quickly to changes in demand trends in the end-markets we serve. For example, we have structured our assembly and test facilities to enable us to rapidly and efficiently add capacity and adjust product mix to meet shifts in customer demand and overall market trends. In 2011, we established an additional manufacturing facility for semiconductor assembly and test in Chengdu, China, which became fully production capable during the second half of 2015. Additionally, the Shanghai and Chengdu locations of our manufacturing operations provide us with access to a workforce at a relatively low overall cost base while enabling us to better serve our leading customers, many of which are located in Asia. See "Risk Factors—*During times of difficult market conditions, our fixed costs combined with lower net sales and lower profit margins may have a negative impact on our business, operating results and financial condition."* in Part I, Item 1A of this Annual Report for additional information.

Integrated packaging expertise – Our expertise in designing and manufacturing innovative and proprietary packaging solutions enables us to package a variety of different device functions into an assortment of packages ranging from miniature chip-scale packaging to packages that integrate multiple separate discrete and/or analog chips into a single semiconductor product called an array. Our ability to design and manufacture multi-chip semiconductor solutions as well as advanced integrated devices provides our customers with products of equivalent functionality with fewer individual parts, and at lower overall cost, than alternative products. This combination of integration, functionality and miniaturization makes our products well suited for high-volume consumer electronic devices such as LED televisions, LCD panels, set-top boxes and consumer portables such as smartphones, tablets and notebooks.

Broad customer base and diverse end-markets – Our customers are comprised of leading OEMs as well as major EMS providers. Overall, we serve over 375 direct customers worldwide and tens of thousands of additional customers through our 122 distributors. Our products are ultimately used in end-products in a number of markets served by our broad customer base, which we believe makes us less susceptible to market fluctuations driven by either specific customers or specific end-user applications.

Customer focused product development – Effective collaboration with our customers and a commitment to customer service are essential elements of our business. We believe focusing on dependable delivery and support tailored to specific end-user applications has fostered deep customer relationships and created a key competitive advantage for us in the highly fragmented discrete, logic and analog semiconductor marketplace. We believe our close relationships with our customers have provided us with keener insight into our customers' product needs. This results in a stronger demand for our product designs and often provides us with insight into additional opportunities for new design wins in our customers' products. See "Risk Factors - *We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth and profit margins"* in Part I, Item 1A of this Annual Report for additional information.

Management experience – The members of our executive team average over 30 years of industry experience, and the length of their service has created significant institutional insight into our markets, our customers and our operations. See "Risk Factors—*We may fail to attract or retain the qualified technical, sales, marketing, finance and management/executive personnel required to operate our business successfully, which could adversely affect our business, operating results and financial condition."* in Part I, Item 1A of this Annual Report for additional information.

OUR STRATEGY

Our strategy is to continue to enhance our position as a leading global designer, manufacturer and supplier of high-quality application-specific standard semiconductor products, utilizing our innovative and cost-effective assembly and test (packaging) technology and leveraging our process expertise and design excellence to achieve above-market growth in profitability.

The principal elements of our strategy include the following:

Continue to rapidly introduce innovative discrete, logic and analog semiconductor products – We intend to maintain our rapid pace of new product introductions, especially for high-volume, high-growth applications with short design cycles, such as LCD and LED televisions and panels, set-top boxes, portables such as smartphones, tablets and notebooks along with other consumer electronics and computing devices, as well as added emphasis on products for the LED lighting market and the industrial and automotive markets. During 2017, we continued to achieve many significant new design wins at OEMs. Although a design win from a customer does not necessarily guarantee future sales to that customer, we believe that continued introduction of new and well-defined product solutions is critically important in maintaining and extending our market share in the highly competitive semiconductor marketplace. See “Risk Factors – *Obsolete inventories as a result of changes in demand for our products and change in life cycles of our products could adversely affect our business, operating results and financial condition.”* in Part I, Item 1A of this Annual Report for additional information.

Expand our available market opportunities – We believe we have many paths to increasing our addressable market opportunity. From a product perspective, we intend to continue expanding our product portfolio by developing derivative and enhanced performance devices that target adjacent markets and end-equipment. We will continue to cultivate new and emerging customers within our targeted markets, further increasing our already broad customer base. As we focus on new customers, we try to expand our product portfolio penetration within these new, as well as existing, customers. As we expand our extensive range of high power efficiency and small form factor packages, we plan to introduce new and existing product functions in these new packages to allow an even greater market range.

Maintain intense customer focus – We intend to continue to strengthen and deepen our customer relationships. We believe that continued focus on customer service is important and will help to increase our net sales, operating performance and market share. To accomplish this, we intend to continue to closely collaborate with our customers to design products that meet their specific needs. A critical element of this strategy is to further reduce our design cycle time in order to quickly provide our customers with innovative products. Additionally, to support our customer-focused strategy, we continue to expand our sales force and field application engineers, particularly in Asia and Europe, during periods of growth. See “Risk Factors – *We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth and profit margins.”* in Part I, Item 1A of this Annual Report for additional information.

Enhance cost competitiveness – A key element of our success is our overall low-cost manufacturing base. While we believe our manufacturing facilities are among the most efficient in the industry, we will continue to refine our proprietary manufacturing processes and technology to achieve additional cost efficiencies. In 2011, we commenced the expansion of our capacity further by establishing an additional manufacturing facility for semiconductor assembly and test in Chengdu, China, that became fully production capable in the second half of 2015.

Pursue selective strategic acquisitions – As part of our strategy to expand our semiconductor product offerings and to maximize our market opportunities, we may acquire technologies, product lines or companies in order to enhance our product portfolio and accelerate our new product offerings. In 2015, we acquired Pericom Semiconductor Corporation. Pericom designs, develops and markets high-performance ICs and FCPs used in many of today’s advanced electronic systems. ICs include functions that support the connectivity, timing and signal conditioning of high-speed parallel and serial protocols that transfer data among a system’s microprocessor, memory and various peripherals, such as displays and monitors, and between interconnected systems. FCPs are electronic components that provide frequency references such as crystals and oscillators for computer, communication and consumer electronic products. Analog, digital and mixed-signal ICs, together with FCPs enable higher system bandwidth and signal quality, resulting in better operating reliability and signal integrity, and lower overall system cost in applications such as notebook computers, servers, network switches and routers, storage area networks, digital TVs, cell phones, GPS and digital media players.

See “Risk Factors – *Part of our growth strategy involves identifying and acquiring companies. We may be unable to identify suitable acquisition candidates or consummate desired acquisitions and, if we do make any acquisitions, we may be unable to successfully integrate any acquired companies with our operations, which could adversely affect our business, operating results and financial condition”* in Part I, Item 1A and Note 19 of “Notes to Consolidated Financial Statements” of this Annual Report for additional information.

OUR PRODUCTS

Our product portfolio includes over 25,000 products that are designed for use in high-volume consumer electronic devices such as LCD and LED televisions and LCD panels, set-top boxes and consumer portables such as smartphones, tablets and notebooks. Our focus is on low pin count semiconductor devices with one or more active and/or passive components. We target and serve end-equipment markets that we believe have larger volumes than other end-market segments served by the overall semiconductor industry.

Our broad product line includes:

- Discrete semiconductor products, including: performance Schottky rectifiers; performance Schottky diodes; Zener diodes and performance Zener diodes, including tight tolerance and low operating current types; standard, fast, super-fast and ultra-fast recovery rectifiers; bridge rectifiers; switching diodes; small signal bipolar transistors; prebiased transistors; MOSFETs; thyristor surge protection devices; and transient voltage suppressors;
- Analog products, including: power management devices such as AC-DC and DC-DC converters, USB power switches, low dropout and linear voltage regulators; standard linear devices such as operational amplifiers and comparators, current monitors, voltage references, and reset generators; LED lighting drivers; audio amplifiers; and sensor products including Hall-effect sensors and motor drivers;

- Standard logic products including low-voltage complementary metal-oxide-semiconductor ("CMOS") and advanced high-speed CMOS devices; ultra-low power CMOS logic; and analog switches;
- Multichip products and co-packaged discrete, analog and mixed-signal silicon in miniature packages;
- Silicon and silicon epitaxial wafers used in manufacturing these products; and
- With the Pericom acquisition we acquired FCPs used in many of today's advanced electronic systems. FCPs are electronic components that provide frequency references such as crystals and oscillators for computer, communication and consumer electronic products.

The following table lists the end-markets, some of the applications in which our products are used, and the percentage of net sales for each end-market for the last three years:

End-Markets	**2017**	**2016**	**2015**	**End product applications**
Consumer Electronics	26%	29%	32%	Digital audio players and cameras, set-top boxes, LCD and LED TV's, game consoles, portable GPS, fitness and health monitors, action cameras, smart watches
Computing	18%	19%	18%	Notebooks, tablets, LCD monitors, printers, solid state and hard disk drive, servers, mass storage, cloud
Industrial	23%	21%	21%	Lighting, power supplies, DC-DC conversion, security systems, motor controls, DC fans, proximity sensors, solenoid and relay driving, solar panel, HAVC/LED lighting, retrofit bulb
Communications	25%	24%	24%	Mobile handsets, smartphones, IP in gateways, routers, switches, hubs, fiber optics
Automotive	8%	7%	5%	Comfort controls, lighting, audio/video, GPS navigation, satellite radios, electronics

PRODUCT PACKAGING

Our device packaging technology includes a wide variety of innovative surface-mounted packages. Our focus on the development of smaller, more thermally efficient, and increasingly-integrated packaging, is a critical component of our product development. We provide a comprehensive offering of miniature high power density packaging, enabling us to fit our components into smaller and more efficient packages, while maintaining the same device functionality and power handling capabilities. Smaller packaging provides a reduction in the height, weight and board space required for our components. Our products are well suited for battery-powered, hand-held and wireless consumer electronic applications and high-volume consumer electronic devices such as LCD and LED televisions and LCD panels, set-top boxes and consumer portables such as smartphones, tablets and notebooks.

CUSTOMERS

We serve over 375 direct customers worldwide, including major OEMs and EMS providers. Additionally, we have approximately 122 distributor customers worldwide, through which we indirectly serve tens of thousands of customers. Our customers include: (i) leading OEMs in a broad range of industries, such as Continental AG, Delta Electronics, Honeywell, Osram, Phillips, Arris, Emerson, Hella, LG Electronics, Lenovo, Quanta Computer, Seagate, Sagem Communication, and Samsung Electronics; (ii) leading EMS providers, such as Celestica, Flextronics, Hon Hai Precision Industry, Inventec, Jabil Circuit, and Sanmina-SCI, who build end-market products incorporating our semiconductors for companies such as Google, GoPro, Cisco, Dell, EMC, Intel, Microsoft, Thompson, and Roche Diagnostics; and (iii) leading distributors such as Arrow, Avnet, Future Electronics, Rutronic, Yosun Industrial, DigiKey, and Zenitron.

For the years 2017, 2016 and 2015, our OEM and EMS customers together accounted for 32%, 35% and 33%, respectively, of our net sales. One customer accounted for 10% or more of our net sales in 2017, but not 10% of our outstanding accounts receivable at December 31, 2017. No customers accounted for 10% or more of our net sales in 2016 or 2015. In addition, for information concerning our business with related parties, see "Business - Certain Relationships and Related Party Transactions."

We believe that our close relationships with our customers have provided us with deeper insight into our customers' product needs. In addition to seeking to expand relationships with our existing customers, our strategy is to pursue new customers and diversify our customer base by focusing on leading global consumer electronics companies and their EMS providers and distributors. See "Risk Factors – *Our customers require our products to undergo a lengthy and expensive qualification process without any assurance of product sales and may demand to audit our operations from time to time. A failure to qualify a product or a negative* *audit finding could adversely affect our net sales, operating results and financial condition."* in Part I, Item 1A of this Annual Report for additional information.

We generally warrant that products sold to our customers will, at the time of shipment, be free from defects in workmanship and materials and conform to our approved specifications. Subject to certain exceptions, our standard warranty extends for a period of one year from the date of shipment. Warranty expense has not been significant. Generally, our customers may cancel orders on short notice without incurring a penalty. See "Risk Factors – *Our customer orders are subject to cancellation or modification usually with no penalty. High volumes of order cancellation or reduction in quantities ordered could adversely affect our net sales, operating results and financial condition"* in Part I, Item 1A of this Annual Report for additional information.

Many of our customers are based in Asia or have manufacturing facilities in Asia. Net sales by country consist of sales to customers in that country based on the country to which products are shipped. We report net sales based on "shipped to" customer locations as we believe this best represents where our customers' business activities occur. The table below sets forth net sales by country. "All others" represents countries with less than 3% of total net sales each.

	Percentage of Net Sales		
	2017	**2016**	**2015**
China	56%	58%	60%
U.S.	8%	8%	9%
Korea	6%	6%	8%
Germany	7%	7%	7%
Singapore	6%	5%	6%
Taiwan	6%	6%	4%
All others	11%	10%	6%
Total	100%	100%	100%

SALES AND MARKETING

We market and sell our products worldwide through a combination of direct sales and marketing personnel, independent sales representatives and distributors. We have direct sales personnel in the U.S., the U.K., France, Germany, Korea, Hong Kong, Taiwan and China. We also have independent sales representatives in the U.S., Asia, and Europe. In addition, we have distributors in the U.S., Asia, and Europe.

As of December 31, 2017, our direct global sales and marketing organization consisted of approximately 366 employees operating out of 14 offices. We have sales and marketing offices or representatives in Taipei, Taiwan; Shanghai and Shenzhen, China; Gyeonggi, South Korea; and Munich, Germany; and we have regional sales offices in the U.S. As of December 31, 2017, we also had approximately 18 independent sales representative firms marketing our products.

Our marketing group focuses on our product strategy, product development roadmap, new product introduction process, demand assessment and competitive analysis. Our marketing programs include participation in industry tradeshows, technical conferences and technology seminars, sales training and public relations. The marketing group works closely with our sales and research and development teams to align our product development roadmap. The marketing group coordinates its efforts with our product development, operations and sales groups, as well as with our customers, sales representatives and distributors. We support our customers through our global field application engineering and customer support organizations.

Our website, www.diodes.com, features an extensive online product catalog with advanced search capabilities. This, coupled with a comprehensive competitor cross-reference search, facilitates quick and thorough product selection. Our website also provides easy access to our worldwide sales contacts and customer support and incorporates a distributor-inventory check to provide component inventory availability.

MANUFACTURING OPERATIONS AND FACILITIES

We operate two assembly and test facilities located in Shanghai, China, one in Chengdu, China and one in Neuhaus, Germany. We have two 150mm wafer fabrication facilities located in Shanghai and one 150mm wafer fabrication facility located in Oldham, U.K. One of our Shanghai facilities has completed qualification on the production of 200mm wafers.

During the fourth quarter of 2017 we shut down our wafer manufacturing facility located in Lee's Summit, MO. ("KFAB") and transferred those manufacturing activities to our wafer fabrication facilities located in Oldham and Shanghai or to outside foundries. Total costs to shut down KFAB were approximately $10.1 million. We will continue to recognize costs associated with the KFAB shutdown through March 2018. Because of lower costs and improved utilization of our internal wafer fabrication facilities we expect our annual pretax savings to be approximately $10 million to $15 million, beginning in 2018.

In 2010, we announced an investment agreement with the Management Committee of the Chengdu Hi-Tech Industrial Development Zone (the "CDHT"). Under this agreement, we formed an entity with a Chinese partner, Chengdu Ya Guang Electronic Company Limited ("Ya Guang"), to establish a semiconductor assembly and test manufacturing facility in Chengdu, China. In December 2016, we increased our investment and currently own approximately 98% of the entity. The CDHT granted the entity a 50-year land lease, provides corporate and employee tax incentives, tax refunds, subsidies and other financial support. This is a long-term, multi-year project that will provide us additional capacity as needed. As of December 31, 2017, we have invested approximately $157.2 million, primarily for infrastructure, buildings and equipment related capital expenditures.

For the years ending December 31, 2017 and 2016, our total capital expenditures were approximately $125.2 million and $52.2 million, respectively. The majority of our capital expenditures are in China.

Our manufacturing processes use many raw materials, including silicon wafers, aluminum and copper lead frames, gold and copper wire and other metals, molding compounds and various chemicals and gases. We also rely on equipment and finished product suppliers. We are continuously evaluating our raw material costs in order to reduce our consumption while protecting and maintaining product performance. We have no material agreements with any of our suppliers that impose minimum or continuing supply obligations. From time to time, suppliers may extend lead-times, limit supplies or increase prices due to capacity constraints or other factors. Although we believe that supplies of the raw materials we use are currently and will continue to be available, shortages could occur in various essential materials due to interruption of supply or increased demand in the industry. See "Risk Factors – *We depend on third-party suppliers for timely deliveries of raw materials, manufacturing services, product and process development, parts and equipment, as well as finished products from other manufacturers, and our reputation with customers, operating results and financial condition could be adversely affected if we are unable to obtain adequate supplies in a timely manner.*" in Part I, Item 1A of this Annual Report for additional information.

Our corporate headquarters is located in a facility we own in Plano, Texas. We also lease or own properties around the world for use as sales and administrative offices, research and development centers, manufacturing facilities, warehouses and logistics centers. The size or location of these properties can change from time to time based on our business requirements. See "Properties" in Part I, Item 2 of this Annual Report for additional information.

BACKLOG

The amount of backlog to be shipped during any period is dependent upon various factors, and orders are subject to cancellation or modification, usually with no penalty to the customer. Orders are generally booked from one month to greater than twelve months in advance of delivery. The rate of booking of new orders can vary significantly from month to month. We, and the industry as a whole, continue to experience a trend towards shorter customer-requested lead-times, and we expect this trend to continue. The amount of backlog at any date depends upon various factors, including the timing of the receipt of orders, fluctuations in orders of existing product lines, and the introduction of any new lines. Accordingly, we believe that the amount of our backlog at any date is not an accurate measure of our future sales. We strive to maintain proper inventory levels to support our customers' just-in-time order expectations. Our backlog of orders, based on expected ship date, was $407.4 million at December 31, 2017 and $175.7 million at December 31, 2016.

PATENTS, TRADEMARKS AND LICENSES

Historically, patents and trademarks have not been material to our operations, but we expect them to become more important, particularly as they relate to our miniature and power efficient packaging technologies.

Our initial product patent portfolio was primarily composed of discrete technologies. In the late 1990s, our engineers began to research and develop innovative packaging technologies, which produced several important breakthroughs and patents, such as the PowerDI® series of packaging technology to foster our growth in the semiconductor industry.

We acquired Anachip Corp., a fabless semiconductor company, in 2006, which initiated our presence in the analog product market with a portfolio of standard linear and low dropout regulator products, among others.

Through our acquisition of the assets of APD Semiconductor, Inc. in 2006, we acquired the SBR® patents and trademark. SBR® is a state-of-the-art integrated circuit wafer processing technology, which is able to integrate and improve the benefits of the two existing rectifier technologies into a single device. The creation of a finite conduction cellular IC, combined with inherent design uniformity, has allowed manufacturing costs to be kept competitive with the existing power device technology, and thus has produced a breakthrough in rectifier technology.

In 2008, we acquired Zetex, which subsequently increased our available discrete and analog technologies with patents and trademarks for bipolar transistors and power management products such as LED drivers. LED drivers support a wide range of applications for automotive, safety and security, architecture, and portable lighting and are highly efficient and cost-effective.

In 2012, we acquired PAM, a provider of advanced analog and high-voltage power ICs. PAM's product portfolio includes Class D audio amplifiers, DC-DC converters and LED backlighting drivers, which has strengthened our position as a global provider of high-quality and high-efficiency, space-saving analog products by expanding our product portfolio with innovative "filter-less" digital audio amplifiers, application-specific power management ICs, as well as high-performance LED drivers and DC-DC converters.

In 2013, we acquired BCD, a leading supplier of standard linear and power management devices. BCD has a product portfolio that includes AC/DC and DC/DC solutions for chargers and power adapters. BCD's established presence in Asia, with a particularly strong local market position in China, offers us even greater participation in the consumer electronics, computing and communications end-markets.

In 2015, we acquired Pericom. Pericom designs, develops and markets high-performance ICs and FCPs used in many of today's advanced electronic systems. ICs include functions that support the connectivity, timing and signal conditioning of high-speed parallel and serial protocols that transfer data among a system's microprocessor, memory and various peripherals, such as displays and monitors, and between interconnected systems. FCPs are electronic components that provide frequency references such as crystals and oscillators for computer, communication and consumer electronic products. Pericom's analog, digital and mixed-signal ICs, together with our FCPs enable higher system bandwidth and signal quality, resulting in better operating reliability and signal integrity, and lower overall system cost in applications such as notebook computers, servers, network switches and routers, storage area networks, digital TVs, cell phones, GPS and digital media players.

Currently, our licensing of patents to other companies is not material. We do, however, license certain product technology from other companies, but we do not consider licensed technology royalties to be material. We believe the duration and other terms of the licenses are appropriate for our current needs. See "Risk Factors – *We may be subject to claims of infringement of third-party intellectual property rights or demands that we license third-party technology, which could result in significant expense, reduction in our intellectual property rights and a negative impact on our business, operating results and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

COMPETITION

Numerous semiconductor manufacturers and distributors serve the discrete, logic and analog semiconductor components market, making competition intense. Some of our larger competitors include Infineon Technologies A.G., Nexperia, formerly the Standard Products business of NXP Semiconductors N.V., ON Semiconductor Corporation, Rohm Electronics USA, LLC, Toshiba Corporation and Vishay Intertechnology, Inc., many of which have greater financial, marketing, distribution, brand name recognition, research and development, manufacturing and other resources. Accordingly, we from time to time may reposition product lines or decrease prices, which may affect our sales of, and profit margins on, such product lines. The price, features, availability and quality of the products, and our ability to design products and deliver customer service in keeping with the customers' needs, determine the competitiveness of our products. We believe that our product focus, packaging expertise and our flexibility and ability to quickly adapt to customer needs affords us competitive advantages. See "Risk Factors – *The semiconductor business is highly competitive, and increased competition may harm our business, operating results and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

ENGINEERING AND RESEARCH AND DEVELOPMENT

Our engineering and research and development groups consist of applications, circuit design, and product development engineers who assist in determining the direction of our future product lines. One of their key functions is to work closely with market-leading customers to further refine, expand and improve our product portfolio within our target product types and packages. In addition, customer requirements and acceptance of new package types are assessed and new, higher-density and more energy-efficient packages are developed to satisfy customers' needs.

Product development engineers work directly with our semiconductor circuit design and layout engineers to develop and design products that match our customers' requirements. We have the capability to capture the customers' electrical and packaging requirements and translate those requirements into product specifications which can then be designed and manufactured to support customers' end-system applications.

For the years ended December 31, 2017, 2016 and 2015, our investment in research and development activities was approximately $77.9 million, $69.9 million and $57.0 million, respectively, or approximately 7% of net sales for each of the three years.

EMPLOYEES

As of December 31, 2017, we employed 8,586 employees (including approximately 926 temporary labor or independent contractors). 7,868 of our employees were in Asia, 249 were in the U.S. and 469 were in Europe. None of our employees in Asia or the U.S. are subject to a collective bargaining agreement, but a majority of our employees in Europe is covered by local labor agreements. We consider our relations with our employees to be satisfactory. See "Risk Factors – *We may fail to attract or retain the qualified technical, sales, marketing, finance and management/executive personnel required to operate our business successfully, which could adversely affect our business, operating results and financial condition."* in Part I, Item 1A of this Annual Report for additional information.

ENVIRONMENTAL MATTERS

We are subject to a variety of U.S. federal, state, local and foreign governmental laws, rules and regulations related to the use, storage, handling, discharge or disposal of certain toxic, volatile or otherwise hazardous chemicals used in our manufacturing process in China and the U.K. where our wafer fabrication facilities are located, and in China, Taiwan and Germany where our assembly and test facilities are located. Any of these regulations could require us to acquire equipment or to incur substantial other costs to comply with environmental regulations or remediate problems. For the years ended December 31, 2017, 2016 and 2015, our capital expenditures for environmental controls have not been material. As of December 31, 2017, there were no known environmental claims or recorded liabilities. See "Risk Factors – *We are subject to many environmental laws and regulations that could result in significant expenses and could adversely affect our business, operating results and financial condition."* in Part I, Item 1A of this Annual Report for additional information.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We conduct business with two related companies: Lite-On Semiconductor Corporation and its subsidiaries and affiliates (collectively, "LSC"), and Nuvoton Technology Corporation and its subsidiaries and affiliates (collectively, "Nuvoton"). LSC owned approximately 16% of our outstanding Common Stock as of December 31, 2017. We conduct business with a significant company, Keylink International (B.V.I.) Inc. and its subsidiaries and affiliates (collectively, "Keylink"). Keylink is our 5% partner in our two Shanghai assembly and test facilities. In addition, Ya Guang is our 2% partner in one of our Chengdu assembly and test facilities and our 5% partner in our other Chengdu assembly and test facility; however, we have no material transactions with Ya Guang.

Raymond Soong, the Chairman of the Board of Directors, is also the Chairman of LSC and the Chairman of Lite-On Technology Corporation ("LTC"), a significant shareholder of LSC. C.H. Chen, our former President and Chief Executive Officer and currently the Vice Chairman of the Board of Directors, is also Vice Chairman of LSC and a board member of LTC. Dr. Keh-Shew Lu, a member of our Board of Directors and our President and Chief Executive Officer, is also a board member of Nuvoton. In addition, L.P. Hsu, a former member of our Board of Directors, is also a consultant to LTC and a supervisor of the board of Nuvoton.

The Audit Committee of the Board of Directors reviews all related party transactions for potential conflict of interest situations on an ongoing basis. We believe that all related party transactions are on terms no less favorable to us than would be obtained from unaffiliated third parties. For more information concerning our relationships with LSC, Keylink and Nuvoton, see "Risk Factors – *One of our external suppliers is also a related party. The loss of this supplier could harm our business, operating results and financial condition."* in Part I, Item 1A and Note 14 of "Notes to Consolidated Financial Statements" of this Annual Report for additional information.

SEASONALITY

Historically, our net sales have been affected by the cyclical nature of the semiconductor industry. In addition, our net sales have been subject to some seasonal variation with weaker net sales in the first and fourth calendar quarters. See Note 20 (unaudited) of "Notes to Consolidated Financial Statements" of this Annual Report for additional information on our quarterly results.

AVAILABLE INFORMATION

Our website address is http://www.diodes.com. We make available, free of charge through our website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (the "SEC").

Our filings may also be read and copied at the SEC's Public Reference Room at 100 F Street NE, Room 1580 Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website (http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file with the SEC.

Our website also provides investors access to financial and corporate governance information including our corporate governance guidelines, Code of Business Conduct, whistleblower hotline, and press releases. The contents of our website are not incorporated by reference into this Annual Report on Form 10-K.

Cautionary Statement for Purposes of the "Safe Harbor" Provision of the Private Securities Litigation Reform Act of 1995

Many of the statements, included in this Annual Report on Form 10-K, contain forward-looking statements and information relating to our company. We generally identify forward-looking statements by the use of terminology such as "may," "will," "could," "should," "potential," "continue," "expect," "intend," "plan," "estimate," "anticipate," "believe," "project," or similar phrases or the negatives of such terms. We base these statements on our beliefs as well as assumptions we made using information currently available to us. Such statements are subject to risks, uncertainties and assumptions, including those identified in "Risk Factors," as well as other matters not yet known to us or not currently considered material by us. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Given these risks and uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Forward-looking statements do not guarantee future performance and should not be considered as statements of fact.

You should not unduly rely on these forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K. Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements, made on this Annual Report on Form 10-K, are made pursuant to the Act.

Item 1A. Risk Factors.

Investing in our Common Stock involves a high degree of risk. You should carefully consider the following risks and other information in this report before you decide to buy our Common Stock. Our business, financial condition or operating results may suffer if any of the following risks are realized. Additional risks and uncertainties not currently known to us may also adversely affect our business, financial condition or operating results. If any of these risks or uncertainties occurs, the trading price of our Common Stock could decline and you could lose part or all of your investment.

RISKS RELATED TO OUR BUSINESS

The success of our business depends on the strength of the global economy and the stability of the financial markets, and any weaknesses in these areas may have a material adverse effect on our net sales, operating results and financial condition.

Weaknesses in the global economy and financial markets can lead to lower consumer discretionary spending and demand for items that incorporate our products in the consumer electronics, computing, industrial, communications and the automotive sectors. A decline in end-user demand can affect our customers' demand for our products, the ability of our customers to meet their payment obligations and the likelihood of customers canceling or deferring existing orders. Our net sales, operating results and financial condition could be negatively affected by such actions.

During times of difficult market conditions, our fixed costs combined with lower net sales and lower profit margins may have a negative impact on our business, operating results and financial condition.

The semiconductor industry is characterized by high fixed costs. Notwithstanding our utilization of third-party manufacturing capacity, most of our production requirements are met by our own manufacturing facilities. In difficult economic environments, we could be faced with a decline in the utilization rates of our manufacturing facilities due to decreases in product demand. During such periods, our manufacturing facilities do not operate at full capacity and the costs associated with this excess capacity are expensed immediately and not capitalized into inventory. When our utilization rates decline to abnormally low production levels, we generally experience lower gross margins. The market conditions in the future may adversely affect our utilization rates and consequently our future gross margins, and this, in turn, could have a material negative impact on our business, operating results and financial condition.

Downturns in the highly cyclical semiconductor industry or changes in end-market demand could adversely affect our operating results and financial condition.

The semiconductor industry is highly cyclical, and periodically experiences significant economic downturns characterized by diminished product demand, production overcapacity and excess inventory, which can result in rapid erosion in average selling prices. From time to time, the semiconductor industry experiences order cancellations and reduced demand for products, resulting in significant net sales declines, due to excess inventories at end-equipment manufacturers and general economic conditions, especially in the technology sector. The market for semiconductors may experience renewed, and possibly more severe and prolonged downturns, which may harm our operating results and financial condition.

In addition, we operate in a few narrow markets of the broader semiconductor market and, as a result, cyclical fluctuations may affect these segments to a greater extent than they affect the broader semiconductor market. This may cause us to experience greater fluctuations in our operating results and financial condition than compared to some of our broad line semiconductor competitors. In addition, we may experience significant changes in our profitability as a result of variations in sales, changes in product mix, changes in end-user markets and the costs associated with the introduction of new products. The markets for our products depend on continued demand in the consumer electronics, computing, communications, industrial and automotive sectors. These end-user markets also tend to be cyclical and may also experience changes in demand that could adversely affect our operating results and financial condition.

The semiconductor business is highly competitive, and increased competition may harm our business, operating results and financial condition.

The semiconductor industry in which we operate is highly competitive. We expect intensified competition from existing competitors and new entrants. Competition is based on price, product performance, product availability, quality, reliability, technological innovation and customer service. We compete in various markets with companies of various sizes, many of which are larger and have greater resources or capabilities as it relates to financial, marketing, distribution, brand name recognition, research and development, manufacturing and other resources than we have. As a result, they may be better able to develop new products, market their products, pursue acquisition candidates and withstand adverse economic or market conditions. Most of our current major competitors are broad line semiconductor manufacturers who often have a wider range of product types and technologies than we do. In addition, companies not currently in direct competition with us may introduce competing products in the future. Some of our current major competitors are Infineon Technologies A.G., Nexperia, formerly the Standard Products business of NXP Semiconductors N.V., ON Semiconductor Corporation, Rohm Electronics USA, LLC, Toshiba Corporation and Vishay Intertechnology, Inc. We may not be able to compete successfully in the future, and competitive pressures may harm our business, operating results and financial condition.

One of our external suppliers is also a related party. The loss of this supplier could harm our business, operating results and financial condition.

In 2017, 2016 and 2015, LSC, our largest stockholder, accounted for approximately 1%-3% of our silicon wafer supply and our finished goods supply. The loss of LSC as a supplier could materially harm our business, operating results and financial condition.

Delays in initiation of production at facilities due to implementing new production techniques or resolving problems associated with technical equipment malfunctions could adversely affect our manufacturing efficiencies, operating results and financial condition.

Our manufacturing efficiency has been and will be an important factor in our future profitability, and we may not be able to maintain or increase our manufacturing efficiency. Our manufacturing and testing processes are complex, require advanced and costly equipment and are continually being modified in our efforts to improve product performance and cost. Difficulties in the manufacturing process can lower yields. Technical or other problems could lead to production delays, order cancellations and lost net sales. In addition, any problems in achieving acceptable yields, construction delays, or other problems in upgrading or expanding existing facilities, building new facilities, bringing new manufacturing capacity to full production or changing our process technologies, could also result in capacity constraints, production delays and a loss of future net sales and customers. Our operating results also could be adversely affected by any increase in fixed costs and operating expenses related to increases in production capacity if net sales do not increase proportionately, or in the event of a decline in demand for our products. Any disruption at any of our wafer fabrication facilities or assembly and test facilities could have a material adverse effect on our manufacturing efficiencies, operating results and financial condition.

We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth and profit margins.

Prices for our products tend to decrease over their life cycle. There is substantial and continuing pressure from customers to reduce the total cost of purchasing our products. To remain competitive and retain our customers and gain new ones, we must continue to reduce our costs through product and manufacturing improvements. We must also strive to minimize our customers' shipping and inventory financing costs and to meet their other goals for rationalization of supply and production. Our net sales growth and profit margins will suffer if we cannot effectively continue to reduce our costs and keep our product prices competitive.

Our customers require our products to undergo a lengthy and expensive qualification process without any assurance of product sales and may demand to audit our operations from time to time. A failure to qualify a product or a negative audit finding could adversely affect our net sales, operating results and financial condition.

Prior to purchasing our products, our customers may require our products to undergo an extensive qualification process, which involves rigorous reliability testing. This qualification process may continue for six months or longer. However, qualification of a product by a customer does not ensure any sales of the product to that customer. In addition, we are focusing more on the automotive and industrial markets. These markets, automotive in particular, require higher quality standards. Although we are working to ensure our organization and products meet the more rigorous quality standards, there can be no assurances we will succeed. Even after successful qualification and sales of a product to a customer, a subsequent revision to the product, changes in the product's manufacturing process or the selection of a new supplier by us may require a re-qualification process, which may result in delayed net sales and excess or obsolete inventory. After our products are qualified, it can take an additional six months or more before the customer commences volume production of components or devices that incorporate our products. Despite these uncertainties, we devote substantial resources, including design, engineering, sales, marketing and management efforts, toward qualifying our products with customers in anticipation of sales. If we are unsuccessful or delayed in qualifying any of our products with a customer, such failure or delay would preclude or delay sales of such product to the customer, which may adversely affect our net sales, operating results and financial condition.

In addition, from time to time, our customers may demand an audit of our records, product manufacturing, qualification, and packaging processes, business practices and other related items to verify that we have complied with our business obligations, standard processes and procedures, product specifications and certain governing laws and regulations related to our business practices, and in accordance with the agreed terms and conditions of mutual business agreements. If the audit shows any deficiency in any of these categories, our customers may require us to implement extensive protocols to remedy the deficiency, assess us significant penalties, refuse shipments of our products, return existing inventory, cancel orders, or terminate our business relationship, each of which will adversely affect our net sales, operating results and financial condition.

Our customer orders are subject to cancellation or modification usually with no penalty. High volumes of order cancellation or reduction in quantities ordered could adversely affect our net sales, operating results and financial condition.

All of our customer orders are subject to cancellation or modification, usually with no penalty to the customer. Orders are generally made on a purchase order basis, rather than pursuant to long-term supply contracts, and are booked from immediate delivery to twelve months or more in advance of delivery. The rate of booking new orders can vary significantly from month to month. We, and the semiconductor industry as a whole, are experiencing a trend towards shorter customer-requested lead-times, which is the amount of time between the date a customer places an order and the date the customer requires shipment. Furthermore, our industry is subject to rapid changes in customer outlook and periods of excess inventory due to changes in demand in the end-markets our industry serves. As a result, many of our purchase orders are revised, and may be cancelled, with little or no penalty and with little or no notice. However, we must still commit production and other resources to fulfilling these purchase orders even though they may ultimately be cancelled. If a significant number of purchase orders are cancelled or product quantities ordered are reduced, and we are unable to timely generate replacement orders, we may build up excess inventory and our net sales, operating results and financial condition may suffer.

Production at our manufacturing facilities could be disrupted for a variety of reasons, including natural disasters and other extraordinary events, which could prevent us from producing enough of our products to maintain our sales and satisfy our customers' demands and could adversely affect our operating results and financial condition.

A disruption in production at our manufacturing facilities could have a material adverse effect on our business. Disruptions could occur for many reasons, including fire, floods, hurricanes, typhoons, droughts, tsunamis, volcanoes, earthquakes, disease or other similar natural disasters, unplanned maintenance or other manufacturing problems, labor shortages, power outages or shortages, telecommunications failures, strikes, transportation interruption, government regulation, terrorism or other extraordinary events. Such disruptions may cause direct injury or damage to our employees and property and related internal controls with significant indirect consequences. Alternative facilities with sufficient capacity or capabilities may not be available, may cost substantially more or may take a significant time to start production, each of which could negatively affect our business and financial performance. If one of our key manufacturing facilities is unable to produce our products for an extended period of time, our sales may be reduced by the shortfall caused by the disruption, and we may not be able to meet our customers' needs, which could cause them to seek other suppliers. Such disruptions could have an adverse effect on our operating results and financial condition.

New technologies could result in the development of new products by our competitors and a decrease in demand for our products, and we may not be able to develop new products to satisfy changes in demand, which would adversely affect our net sales, market share, operating results and financial condition.

Our product range and new product development program are focused on low pin count semiconductor devices with one or more active or passive components. Our failure to develop new technologies, or anticipate or react to changes in existing technologies, either within or outside of the semiconductor market, could materially delay development of new products, which could result in a decrease in our net sales and a loss of market share to our competitors. The semiconductor industry is characterized by rapidly changing technologies and industry standards, together with frequent new product introductions. This includes the development of new types of technology or the improvement of existing technologies, such as analog and digital technologies that compete with, or seek to replace, discrete semiconductor technology. Our financial performance depends on our ability to design, develop, manufacture, assemble, test, market and support new products and product enhancements on a timely and cost-effective basis. New products often command higher prices and, as a result, higher profit margins. We may not successfully identify new product opportunities or develop and bring new products to market or succeed in selling them into new customer applications in a timely and cost-effective manner.

Products or technologies developed by other companies may render our products or technologies obsolete or noncompetitive, and since we operate primarily in a narrower segment of the broader semiconductor industry, this may have a greater effect on us than it would if we were a broad-line semiconductor supplier with a wider range of product types and technologies. Many of our competitors are larger and more established international companies with greater engineering and research and development resources than us. Our failure to identify or capitalize on any fundamental shifts in technologies in our product markets, relative to our competitors, could harm our business, have a material adverse effect on our competitive position within our industry and harm our relationships with our customers. In addition, to remain competitive, we must continue to reduce package sizes, improve manufacturing costs and expand our sales. We may not be able to accomplish these goals, which would adversely affect our net sales, market share, operating results and financial condition.

We may be adversely affected by any disruption in our information technology systems, which could adversely affect our cash flows, operating results and financial condition.

Our operations are dependent upon our information technology systems, which encompass all of our major business functions. We rely upon such information technology systems to manage and replenish inventory, to fill and ship customer orders on a timely basis, to coordinate our sales activities across all of our products and services and to coordinate our administrative activities. A substantial disruption in our information technology systems for any prolonged time period (arising from, for example, system capacity limits from unexpected increases in our volume of business, outages or delays in our service) could result in delays in receiving inventory and supplies or filling customer orders and adversely affect our customer service and relationships. Our systems might be damaged or interrupted by natural or man-made events or by computer viruses, physical or electronic break-ins and similar disruptions affecting the global Internet. There can be no assurance that such delays, problems, or costs will not have a material adverse effect on our cash flows, operating results and financial condition.

As our operations grow in both size and scope, we will continuously need to improve and upgrade our systems and infrastructure while maintaining the reliability and integrity of our systems and infrastructure. The expansion of our systems and infrastructure will require us to commit substantial financial, operational and technical resources before the volume of our business increases, with no assurance that the volume of business will increase. In particular, we have upgraded our financial reporting system and are currently seeking to upgrade other information technology systems. These and any other upgrades to our systems and information technology, or new technology, now and in the future, will require that our management and resources be diverted from our core business to assist in compliance with those requirements. There can be no assurance that the time and resources our management will need to devote to these upgrades, service outages or delays due to the installation of any new or upgraded technology (and related customer issues), or the impact on the reliability of our data from any new or upgraded technology will not have a material adverse effect on our cash flows, operating results and financial condition.

A significant portion of our operations operate on a single Enterprise Resource Planning (“ERP”) platform. To manage our international operations efficiently and effectively, we rely heavily on our ERP system, internal electronic information and communications systems and on systems or support services from third parties. Any of these systems are subject to electrical or telecommunications outages, computer hacking or other general system failure. It is also possible that future acquisitions will operate on different ERP systems and that we could face difficulties in integrating operational and accounting functions of new acquisitions. Difficulties in upgrading or expanding our ERP system or system-wide or local failures that affect our information processing could adversely affect our cash flows, operating results and financial condition and could result in material weaknesses or significant deficiencies in internal controls.

We may be subject to claims of infringement of third-party intellectual property rights or demands that we license third-party technology, which could result in significant expense, reduction in our intellectual property rights and a negative impact on our business, operating results and financial condition.

The semiconductor industry is characterized by vigorous protection and pursuit of intellectual property rights. From time to time, third parties have asserted, and may in the future assert, patent, copyright, trademark and other intellectual property rights to technology that is important to our business and have demanded, and may in the future demand, that we license their patents and technology. Any litigation to determine the validity of allegations that our products infringe or may infringe these rights, including claims arising through our contractual indemnification of our customers, or claims challenging the validity of our patents, regardless of its merit or resolution, could be costly and divert the efforts and attention of our management and technical personnel. We may not prevail in litigation given the complex technical issues and inherent uncertainties in intellectual property litigation. If litigation results in an adverse ruling, we could be required to:

- pay substantial damages for past, present and future use of the infringing technology;
- cease manufacture, use or sale of infringing products;
- discontinue the use of infringing technology;
- expend significant resources to develop non-infringing technology;
- pay substantial damages to our customers or end-users to discontinue use or replace infringing technology with non-infringing technology;
- license technology from the third party claiming infringement, which license may not be available on commercially reasonable terms, or at all; or
- relinquish intellectual property rights associated with one or more of our patent claims, if such claims are held invalid or otherwise unenforceable.

We depend on third-party suppliers for timely deliveries of raw materials, manufacturing services, product and process development, parts and equipment, as well as finished products from other manufacturers, and our reputation with customers, operating results and financial condition could be adversely affected if we are unable to obtain adequate supplies in a timely manner.

Our manufacturing operations depend upon obtaining adequate supplies of raw materials, manufacturing services, product and process development, parts and equipment on a timely basis from third parties. In some instances, a supplier may be our sole-source supplier. Our operating results could be adversely affected if we are unable to obtain adequate supplies of raw materials, manufacturing services, product and process development, parts and equipment in a timely manner or if the costs charged to us were to increase significantly. Our business could also be adversely affected if there is a significant degradation in the quality of raw materials used in our products, or if the raw materials give rise to compatibility or performance issues in our products, any of which could lead to an increase in customer returns or product warranty claims. Although we maintain rigorous quality control systems, errors or defects may arise from a supplied raw material and be beyond our detection or control. In addition, we may be subject to quality claims from customers who purchased goods from companies before we acquired those companies. Any interruption in, or change in quality of, the supply of raw materials, manufacturing services, product and process development, parts or equipment needed to manufacture our products could adversely affect our reputation with customers, operating results and financial condition.

In addition, we sell finished products from other manufacturers. Our business could also be adversely affected if there are quality problems with the finished products we sell. From time to time, various suppliers may extend lead-times, limit supplies or increase prices due to capacity constraints or other factors. We have no long-term purchase contracts with any of these manufacturers and, therefore, have no contractual assurances of continued supply, pricing or access to finished products that we sell, and any such manufacturer could discontinue supplying to us at any time. Additionally, some of our suppliers of finished products or wafers compete directly with us and may, in the future, choose not to supply products to us.

If we do not succeed in continuing to vertically integrate our business, we will not realize the cost and other efficiencies we anticipate, which could adversely affect our ability to compete, our operating results and financial condition.

We are continuing to vertically integrate our business. Key elements of this strategy include continuing to expand our sales organization, manufacturing capacity, wafer foundry and research and development capability and expand our marketing, product development, package development and assembly and test operations in company-owned facilities or through the acquisition of established contractors. There are certain risks associated with our vertical integration strategy, including:

- difficulties associated with owning a manufacturing business, including, but not limited to, the maintenance and management of manufacturing facilities, equipment, employees and inventories and limitations on the flexibility of controlling overhead;
- difficulties in continuing expansion of our operations in Asia and Europe, because of the distance from our U.S. headquarters and differing regulatory and cultural environments;

- the need for skills and techniques that are outside our traditional core expertise;
- less flexibility in shifting manufacturing or supply sources from one region to another;
- even when independent suppliers offer lower prices, we may continue to source wafers from our captive manufacturing facilities, which may result in us having higher costs than our competitors;
- difficulties developing and implementing a successful research and development team; and
- difficulties developing, protecting, and gaining market acceptance of, our proprietary technology.

The risks of becoming a fully integrated manufacturer are amplified in an industry-wide slowdown because of the fixed costs associated with manufacturing facilities. In addition, we may not realize the cost, operating and other efficiencies that we expect from continued vertical integration. If we fail to successfully vertically integrate our business, our ability to compete, profit margins, operating results and financial condition may suffer.

Part of our growth strategy involves identifying and acquiring companies. We may be unable to identify suitable acquisition candidates or consummate desired acquisitions and, if we do make any acquisitions, we may be unable to successfully integrate any acquired companies with our operations, which could adversely affect our business, operating results and financial condition.

A significant part of our growth strategy involves acquiring companies. For example, (i) in 2000, we acquired FabTech, Inc., a wafer fabrication company, in order to have our own wafer manufacturing capabilities, (ii) in 2006, we acquired Anachip Corp. as an entry into the analog market, (iii) in 2006, we acquired the net operating assets of APD Semiconductor, Inc., (iv) in 2008, we acquired Zetex plc., (v) in 2012, we acquired over 50% of the outstanding common stock of Eris Technology Corporation, (vi) also in 2012, we acquired Power Analog Microelectronics, Inc., (vii) in 2013, we acquired BCD Semiconductor Manufacturing Limited and (viii) in 2015, we acquired Pericom Semiconductor Corporation. In addition, from time to time, we may be in various stages of discussions with potential acquisition targets as we intend to continue to expand and diversify our operations by making further acquisitions. However, we may be unsuccessful in identifying suitable acquisition candidates, or we may be unable to consummate a desired acquisition. To the extent we do make acquisitions, if we are unsuccessful in integrating these companies or their operations or product lines with our operations, or if integration is more difficult than anticipated, we may experience disruptions that could have a material adverse effect on our business, operating results and financial condition. In addition, we may not realize all of the benefits we anticipate from any such acquisitions. Some of the risks that may affect our ability to integrate or realize any anticipated benefits from acquisitions that we may make include those associated with:

- unexpected losses of key employees or customers of the acquired company;
- bringing the acquired company’s standards, processes, procedures and controls into conformance with our operations;
- coordinating our new product and process development;
- hiring additional management and other critical personnel;
- increasing the scope, geographic diversity and complexity of our operations;
- difficulties in consolidating facilities and transferring processes and know-how;
- difficulties in reducing costs of the acquired entity’s business;
- diversion of management’s attention from the management of our business; and
- adverse effects on existing business relationships with customers.

We are subject to litigation risks, including securities class action litigation, which may be costly to defend and the outcome of which is uncertain and could adversely affect our business and financial condition.

All industries, including the semiconductor industry, are subject to legal claims, with and without merit, including securities class action litigation that may be particularly costly and which may divert the attention of our management and our resources in general. We are involved in a variety of legal matters, most of which we consider either routine matters that arise in the normal course of business or immaterial for our aggregate business operations. These routine matters typically fall into broad categories such as those involving suppliers and customers, employment and labor, and intellectual property. We believe it is unlikely that the final outcome of these legal claims will have a material adverse effect on our financial position, operating results or cash flows. However, defense and settlement costs can be substantial, even with respect to claims that we believe have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal claim or proceeding could adversely affect our business, operating results and financial condition.

From time to time, we have been, or may in the future be, involved in securities litigation or litigation arising from our acquisitions. We can provide no assurance as to the outcome of any such litigation matter in which we are a party. These types of matters are costly to defend and even if resolved in our favor, could have a material adverse effect on our business, financial condition, operating results and cash flow. Such litigation could also substantially divert the attention of our management and our resources in general. Uncertainties resulting from the initiation and continuation of securities or other litigation could harm our ability to obtain credit and financing for our operations and to compete in the marketplace. Because the price of our Common Stock has been, and may continue to be, volatile, we can provide no assurance that securities litigation will not be filed against us in the future. In addition, we can provide no assurance that our past or future acquisitions will not subject us to additional litigation. See Part I, Item 3 “Legal Proceedings” of this Annual Report for more information on our legal proceedings.

We are subject to many environmental laws and regulations that could result in significant expenses and could adversely affect our business, operating results and financial condition.

We are subject to a variety of U.S. federal, state, local and foreign governmental laws, rules and regulations related to the use, storage, handling, discharge or disposal of certain toxic, volatile or otherwise hazardous chemicals used in manufacturing our products throughout the world. Some of these regulations in the U.S. include the Federal Clean Water Act, Clean Air Act, Resource Conservation and Recovery Act, Comprehensive Environmental Response, Compensation, and Liability Act and similar state statutes and regulations. Any of these regulations could require us to acquire equipment or to incur substantial other expenses to comply with environmental regulations. If we were to incur such additional expenses, our product costs could significantly increase, materially affecting our business, financial condition and operating results. Any failure to comply with present or future environmental laws, rules and regulations could result in fines, suspension of production or cessation of operations, any of which could have a material adverse effect on our business, operating results and financial condition. Our operations affected by such requirements include, among others: the disposal of wastewater containing residues from our manufacturing operations through publicly operated treatment works or sewer systems, and which may be subject to volume and chemical discharge limits and may also require discharge permits; and the use, storage and disposal of materials that may be classified as toxic or hazardous. Any of these may result in, or may have resulted in, environmental conditions for which we could be liable.

Some environmental laws impose liability, sometimes without fault, for investigating or cleaning up contamination on, or emanating from, our currently or formerly owned, leased or operated properties, as well as for damages to property or natural resources and for personal injury arising out of such contamination. Such liability may also be joint and several, meaning that we could be held responsible for more than our share of the liability involved, or even the entire liability. In addition, the presence of environmental contamination could also interfere with ongoing operations or adversely affect our ability to sell or lease our properties. Environmental requirements may also limit our ability to identify suitable sites for new or expanded plants. Discovery of contamination for which we are responsible, the enactment of new laws and regulations, or changes in how existing requirements are enforced, could require us to incur additional costs for compliance or subject us to unexpected financial liabilities.

Our products, or products we purchase from third parties for resale, may be found to be defective and, as a result, warranty claims and product liability claims may be asserted against us and we may not have recourse against our suppliers, which may harm our business, reputation with our customers, operating results and financial condition.

Our products, or products we purchase from third parties for resale, are typically sold at prices that are an insignificant portion of the overall value of the equipment or other goods in which they are incorporated. For example, our products that are incorporated into a television may be sold for several cents, whereas the television maker might sell the television for several hundred dollars. Although we maintain rigorous quality control systems, we receive warranty claims and product liability claims for some of these products that are defective, or that do not perform to published specifications. Since a defect or failure in our products could give rise to failures in the end-products that incorporate them (and consequential claims for damages against our customers from their customers), we may face claims for damages that are disproportionate to the net sales and profits we receive from the products involved. In addition, our ability to reduce such liabilities may be limited by the laws or the customary business practices of the countries where we do business. Even in cases where we do not believe we have legal liability for such claims, we may choose to pay for them to retain a customer’s business or goodwill or to settle claims to avoid protracted litigation. Our operating results and business could be adversely affected as a result of a significant quality or performance issue in our products, if we are required or choose to pay for the damages that result. We may choose not to carry liability insurance, may not have sufficient insurance coverage, or may not have sufficient resources, to satisfy all possible warranty claims and product liability claims. In addition, any perception that our products are defective would likely result in reduced sales of our products, loss of customers and harm to our business, reputation, operating results and financial condition.

We may fail to attract or retain the qualified technical, sales, marketing, finance and management/executive personnel required to operate our business successfully, which could adversely affect our business, operating results and financial condition.

Our future success depends, in part, upon our ability to attract and retain highly qualified technical, sales, marketing, finance and managerial personnel. Personnel with the necessary expertise are scarce and competition for personnel with these skills is intense. We may not be able to retain existing key technical, sales, marketing, finance and managerial employees or be successful in attracting, assimilating or retaining other highly qualified technical, sales, marketing, finance and managerial/executive personnel in the future. For example, we have faced, and continue to face, intense competition for qualified technical and other personnel in China, where our assembly and test facilities are located. A number of U.S. and multi-national corporations, both in the semiconductor industry and in other industries, have recently established and are continuing to establish factories and plants in China, and the competition for qualified personnel has increased significantly as a result. If we are unable to retain existing key employees or are unsuccessful in attracting new highly qualified employees, our business, operating results and financial condition could be materially and adversely affected.

We may not be able to achieve future growth, and any such growth may place a strain on our management and on our systems and resources, which could adversely affect our business, operating results and financial condition.

Our ability to successfully grow our business requires effective planning and management. Our past growth, and our targeted future growth, may place a significant strain on our management and on our systems and resources, including our financial and managerial controls, reporting systems and procedures. In addition, we will need to continue to train and manage our workforce worldwide. If we are unable to effectively plan and manage our growth effectively, our business and prospects will be harmed and we will not be able to maintain our profitable growth, which could adversely affect our business, operating results and financial condition.

Obsolete inventories as a result of changes in demand for our products and change in life cycles of our products could adversely affect our business, operating results and financial condition.

The life cycles of some of our products depend heavily upon the life cycles of the end-products into which our products are designed. End-market products with short life cycles require us to manage closely our production and inventory levels. Inventory may also become obsolete because of adverse changes in end-market demand. We may in the future be adversely affected by obsolete or excess inventories, which may result from unanticipated changes in the estimated total demand for our products or the estimated life cycles of the end-products into which our products are designed. In addition, some customers restrict how far back the date of manufacture for our products can be and certain customers may stop ordering products from us and go out of business due to adverse economic conditions; therefore, some of our product inventory may become obsolete and, thus, adversely affect our business, operating results and financial condition.

If OEMs do not design our products into their applications, our net sales may be adversely affected.

We expect an increasingly significant portion of net sales will come from products we design specifically for our customers. However, we may be unable to achieve these design wins. In addition, a design win from a customer does not guarantee future sales to that customer. Without design wins from OEMs, we would only be able to sell our products to these OEMs as a second source, which usually means we are only able to sell a limited amount of product to them. Once an OEM designs another supplier’s semiconductors into one of its product platforms, it is more difficult for us to achieve future design wins with that OEM’s product platform because changing suppliers involves significant cost, time, effort and risk to an OEM. Achieving a design win with a customer does not ensure that we will receive significant net sales from that customer, and we may be unable to convert design wins into actual sales. Even after a design win, the customer is not obligated to purchase our products and can choose at any time to stop using our products, if, for example, its own products are not commercially successful or if the customer can obtain a superior product or the product at a lower cost from one of our competitors.

We are subject to interest rate risk that could have an adverse effect on our cost of working capital and interest expenses, which could adversely affect our business, operating results and financial condition.

We currently have a U.S. banking credit facility under which as of December 31, 2017 we had a remaining principal balance of $165.8 million under a term loan, and had drawn $103.0 million on a $250.0 million revolver ($147.0 million of which remained available as of December 31, 2017), with the possibility of an additional $200.0 million of borrowings. See “Liquidity and Capital Resources” below and Note 7 of “Notes to Consolidated Financial Statements” of this Annual Report for additional information. A rise in interest rates could have an adverse impact upon our cost of working capital and our interest expense. Based on our debt balances at December, 31, 2017, an increase or decrease in interest rates by 1.0% for the year on our credit facilities would increase or decrease our annual interest rate expense by less than $1.0 million, net of the amounts realized from our interest rate swaps.

Our hedging strategies may not be successful in mitigating our risks associated with interest rates or foreign exchange exposure or our counterparties might not perform as agreed.

We use interest rate swaps and foreign exchange forward contracts to provide a level of protection against interest rate risks and foreign exchange exposure, but no hedging strategy can protect us completely. The nature and timing of hedging transactions influence the effectiveness of these strategies. Poorly designed strategies, improperly executed and documented transactions or inaccurate assumptions could actually increase our risks and losses. In addition, hedging strategies involve transaction and other costs. The hedging strategies and the derivatives that we use may not be able to adequately offset the risks of interest rate volatility and our hedging transactions may result in or magnify losses. Furthermore, interest rate and foreign exchange derivatives may not be available on favorable terms or at all, particularly during economic downturns. Any of the foregoing risks could adversely affect our business, financial condition and results of operations. We are exposed to counterparty credit risk in the event of non-performance by counterparties to the interest rate swaps and foreign exchange contracts.

We may have a significant amount of debt with various financial institutions worldwide. Any indebtedness could adversely affect our business, operating results, financial condition and our ability to meet payment obligations under such debt.

We may have a significant amount of debt and substantial debt service requirements on our borrowings, including our credit facilities with various financial institutions worldwide. As of December 31, 2017 $268.8 million was outstanding under our U.S. banking credit facility. In addition, we have short-term foreign credit facilities with borrowing capacities of approximately $80.5 million with an unused amount of $78.7 million.

A significant amount of debt could have significant consequences on our future operations, including:

- making it more difficult for us to meet our payment and other obligations under our outstanding debt;
- resulting in an event of default if we fail to comply with the financial and other restrictive covenants contained in our debt agreements, which event of default could result in all of our debt becoming immediately due and payable and, in the case of an event of default under our secured debt could permit the lenders to foreclose on our assets securing that debt;
- reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes, and limiting our ability to obtain additional financing for these purposes;
- subjecting us to the risk of increased sensitivity to interest rate increases on our indebtedness with variable interest rates;
- limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy; and
- placing us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged.

Any of the above-listed factors could have an adverse effect on our business, operating results, financial condition and our ability to meet our payment obligations under our debt.

Restrictions in our credit facilities may limit our business and financial activities, including our ability to obtain additional capital in the future.

Our U.S. banking credit facility contains covenants imposing various restrictions on our business and financial activities. These restrictions may affect our ability to operate our business and undertake certain financial activities and may limit our ability to take advantage of potential business or financial opportunities as they arise. The restrictions these covenants place on us include limitations on our ability to incur liens, incur indebtedness, make investments, dissolve or merge or consolidate with or into another entity, dispose of certain property, make restricted payments (including dividends and share repurchases), issue or sell equity interests, engage in other different material lines of business, conduct related party transactions, enter into certain burdensome contractual obligations and use proceeds from any credit facility to purchase or carry margin stock or to extend credit to others for the same purpose. Our U.S. banking credit facility also requires us to meet certain financial ratios, including a minimum consolidated fixed charge coverage ratio and a maximum consolidated leverage ratio.

Our ability to comply with the U.S. banking credit facility may be affected by events beyond our control, including prevailing economic, financial and industry conditions, and are subject to the risks stated in this section of the Annual Report. The breach of any of these covenants or restrictions could result in an event of default under the facility. An event of default under the facility would permit the lenders under the facility to declare all amounts owed under such facility to be immediately due and payable in full. Upon acceleration of our indebtedness, we may be unable to repay the accelerated amount of principal and interest on the credit facilities that would then be due. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition-*Debt instruments*" in Part II, Item 7 of this Annual Report for additional information.

Our business benefits from certain Chinese government incentives. Expiration of, or changes to, these incentives could adversely affect our operating results and financial condition.

The Chinese government has provided various incentives to technology companies, including our manufacturing facilities located in Shanghai and Chengdu, China, in order to encourage development of the high-tech industry. These incentives include reduced tax rates and other measures. As a result, we are entitled to a preferential enterprise income tax rate of 15% so long as our manufacturing facilities continue to maintain their High and New Technology Enterprise ("HNTE") status. One of our Shanghai manufacturing facilities has been approved for HNTE status for the tax years 2015-2017. In addition, one of our wafer fabrication facilities and one research and development facility located in Shanghai were approved for HNTE status for the tax years 2017-2019. HNTE qualification requires, but is not limited to, metrics based on China research and development expenditures as well as research and development headcount and overall college-degreed headcount. Any prior years that have already been approved are subject to audit requirements. If we were to no longer meet the HNTE requirements, our statutory tax rate for our approved Shanghai assembly and test facility and wafer fabrication facility would increase to 25% for any period in which an audit shows we were not compliant, which could adversely affect our operating results and financial condition.

In connection with our entity in Chengdu, China, we have qualified for tax incentives offered in the Go West Initiative ("Go West"), where companies are entitled to a preferential income tax rate of 15% for doing business in western China. If we were to no longer meet the Go West requirements, our statutory tax rate for this entity would increase to 25%, which could adversely affect our operating results and financial condition.

The impact of our HNTE and Go West status, collectively called tax holidays, decreased our tax expense by approximately $3.7 million, $7.3 million and $2.9 million for the years ended December 31, 2017, 2016 and 2015, respectively. The benefit of the tax holidays on basic and diluted earnings per share for the twelve months ended December 31, 2017 was approximately $0.08. The benefit of the tax holidays on both basic and diluted earnings per share for both twelve month periods ended December 31, 2016 and 2015 was approximately $0.15 and $0.06, respectively.

We operate a global business through numerous foreign subsidiaries, and there is a risk that tax authorities will challenge our transfer pricing methodologies or legal entity structures, which could adversely affect our operating results and financial condition.

We conduct operations worldwide through our foreign subsidiaries and are, therefore, subject to complex transfer pricing regulations in the jurisdictions in which we operate. Transfer pricing regulations generally require that, for tax purposes, transactions between related parties be priced on a basis that would be comparable to an arm's length transaction between unrelated parties. There is uncertainty and inherent subjectivity in complying with these rules. To the extent that any foreign tax authorities disagree with our transfer pricing policies, we could become subject to significant tax liabilities and penalties. Based on our current knowledge and probability assessment of potential outcomes, we believe that we have provided for all tax exposures. However, the ultimate outcome of a tax examination could differ materially from our provisions and could have a material adverse effect on our business, financial condition, operating results and cash flows.

Our legal organizational structure could result in unanticipated unfavorable tax or other consequences which could have a material adverse effect on our financial condition and operational results. In some countries, we maintain multiple entities for tax or other purposes. Changes in tax laws, regulations, future jurisdictional profitability of us and our subsidiaries, and related regulatory interpretations in the countries in which we operate may impact the taxes we pay or tax provision we record, which could have a material adverse effect on our operating results. In addition, any challenges to how our entities are structured or realigned or their business purpose by taxing authorities could result in us becoming subject to significant tax liabilities and penalties which could have a material adverse effect on our business, financial condition, operating results and cash flows.

The value of our benefit plan assets and liabilities is based on estimates and assumptions, which may prove inaccurate and the actual amount of expenses recorded in the consolidated financial statements could differ materially from the assumptions used.

Certain of our employees in the U.K. participate in a company-sponsored defined benefit plan, which is closed to new entrants and is frozen with respect to future benefit accruals. The retirement benefit is based on the final average compensation and service of each eligible employee. In accounting for these plans, we are required to make actuarial assumptions that are used to calculate the earning value of the related assets, where applicable, and liabilities and the amount of expenses to be recorded in our consolidated financial statements. Assumptions include, but are not limited to, the expected return on plan assets, discount rates, and mortality rates. While we believe the underlying assumptions under the projected unit credit method are appropriate, the carrying value of the related assets and liabilities and the actual amount of expenses recorded in the consolidated financial statements could differ materially from the assumptions used.

Changes in actuarial assumptions for our defined benefit plan could increase the volatility of the plan's asset value, require us to increase cash contributions to the plan and have a negative impact on our cash flows, operating results and financial condition.

The assets of our defined benefit pension plan (the "plan") in the U.K. provide pensions to employees and former employees. The plan's assets are invested in a diverse range of listed and unlisted securities, including corporate bonds and, mutual funds and are determined, from time to time, based on their fair market value. The plan's obligation to pay pensions is estimated by using actuarial assumptions. To the extent that the plan's assets are not sufficient to meet the estimated amount of the plan's obligations, further funding of the plan will be required by the plan's sponsoring employers, Diodes Zetex Limited and Diodes Zetex Semiconductors Limited, over an agreed upon deficit recovery period.

As of December 31, 2017, the benefit obligation of the plan was approximately $166.1 million and the total assets in such plan were approximately $134.2 million. Therefore, the plan was underfunded by approximately $31.8 million. The difference between plan obligations and assets, or the funded status of the plan, is a significant factor in determining the net periodic benefit costs of the plan and the ongoing funding requirements of the plan.

Any fluctuations in the U.K. equity markets and bond markets or changes in several key actuarial assumptions, including, but not limited to, changes in discount rate, estimated return on the plan and mortality rates, can (i) affect the level of plan funding, (ii) cause volatility in the net periodic pension cost, and (iii) increase our future funding requirements. In the event that actual results differ from the actuarial assumptions or actuarial assumptions are changed, the funding status of the plan may change. Any deficiency in the funding of the plan could result in additional charges to equity and an increase in future plan expense and cash contribution. A significant increase in our funding requirements could have a negative impact on our cash flows, operating results and financial condition.

During the first quarter of 2015, we agreed to a payment plan with the trustees of the defined benefit plan, under which we would make annual contributions each year through 2030, of approximately 2 million British Pounds ("GBP") (approximately $2.8 million based on a GBP:USD exchange rate of 1.4). The annual contributions were expected to meet the deficit disclosed in the plan as of April 5, 2013, by December 31, 2030. The trustees are required to review the funding position every three years, and a further review was carried out as of April 5, 2016. The outcome of the review, as agreed to with the trustees during the first quarter of 2017, was that contributions would continue at the existing level, up to December 31, 2029. If we fail to reach an agreement with the trustees, as we are required to do every three years, the Pension Regulator in the U.K. could impose contributions on Diodes Zetex Limited or Diodes Zetex Semiconductors Limited, or in limited circumstances could require financial support to be provided to the plan from entities connected or associated with Diodes Zetex Limited or Diodes Zetex Semiconductors Limited. Furthermore, Diodes Zetex Limited and Diodes Zetex Semiconductors Limited remain ultimately liable to fully fund the plan regardless of any failure to agree upon future contributions in respect of a particular actuarial valuation, i.e., if either the plan or those companies were wound up, a debt equal to each company's share of the entire outstanding deficit at that time (calculated on a statutory conservative basis) would be owed by the relevant company. This could have a material adverse effect on our cash flows, operating results and financial condition.

Certain of our customers and suppliers require us to comply with their codes of conduct, which may include certain restrictions that may substantially increase our cost of doing business as well as have an adverse effect on our operating efficiencies, operating results and financial condition.

Certain of our customers and suppliers require us to agree to comply with the Electronic Industry Code of Conduct ("EICC") or their own codes of conduct, which may include detailed provisions on labor, human rights, health and safety, environment, corporate ethics and management systems. Certain of these provisions are not requirements under the laws of the countries in which we operate and may be burdensome to comply with on a regular basis. Moreover, new provisions may be added or material changes may be made to any these codes of conduct, and we may have to promptly implement such new provisions or changes, which may substantially further increase the cost of our business, be burdensome to implement and adversely affect our operational efficiencies and operating results. If we violate any such codes of conduct, we may lose further business with the customer or supplier and, in addition, we may be subject to fines from the customer or supplier. While we believe that we are currently in compliance with our customers and suppliers' codes of conduct, there can be no assurance that, from time to time, if any one of our customers and suppliers audits our compliance with such code of conduct, we would be found to be in full compliance. A loss of business from these customers or suppliers could have a material adverse effect on our business, operating results and financial condition.

Compliance with government regulations and customer demands regarding the use of "conflict minerals" may result in increased costs and may have a negative impact on our business, operating results and financial condition.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 imposes new disclosure requirements regarding the use of certain minerals, which are mined from the Democratic Republic of Congo and adjoining countries, known as conflict minerals. When these new requirements are fully implemented, they could affect the pricing, sourcing and availability of minerals used in the manufacture of semiconductor devices (including our products). We are incurring additional costs associated with complying with the disclosure requirements, such as costs related to determining the source of any conflict minerals used in our products. Our supply chain is complex, and we may be unable to verify the origins for all metals used in our products. Customers may demand that the products they purchase be free of conflict minerals. Therefore, we may encounter challenges with our customers and stockholders if we are unable to certify that our products are conflict free. This requirement could affect the sourcing and availability of products we purchase from suppliers. This may reduce the number of suppliers that may be able to provide conflict-free products, and may affect our ability to obtain products in sufficient quantities to meet customer demand or at competitive prices.

There are risks associated with previous and future acquisitions. We may ultimately not be successful in overcoming these risks or any other problems encountered in connection with acquisitions.

The risks commonly encountered in acquisitions of companies include, among other things, higher than anticipated acquisition costs and expenses, the difficulty and expense in integrating the operations and personnel of the companies, the difficulty of bringing standards, procedures and controls, including disclosure controls and procedures and internal control over financial reporting, into conformance with our operations, the ability to coordinate our new products and process development, the ability to hire additional management and other critical personnel, the ability to increase the scope, geographic diversity and complexity of our operations, difficulties in consolidating facilities and transferring processes and know-how, difficulties in reducing costs, prolonged diversion of our management's attention from the management of our business, the ability to clearly define our present and future strategies, the loss of key employees and customers as a result of changes in management and any geographic distances may make integration slower and more challenging. We may ultimately not be successful in overcoming these risks or any other problems encountered in connection with acquisitions.

In addition, any acquisition may cause large one-time expenses as well as create goodwill and other intangible assets that may result in significant asset impairment charges in the future.

If we fail to maintain an effective system of internal controls or discover material weaknesses in our internal control over financial reporting, we may not be able to report our financial results accurately or detect fraud, which could harm our business and the trading price of our Common Stock.

Effective internal controls are necessary for us to produce reliable financial reports and are important in our effort to prevent financial fraud. We are required to periodically evaluate the effectiveness of the design and operation of our internal controls. These evaluations may result in the conclusion that enhancements, modifications or changes to our internal controls are necessary or desirable. While management evaluates the effectiveness of our internal controls on a regular basis, these controls may not always be effective. There are inherent limitations on the effectiveness of internal controls, including collusion, management override, and failure of human judgment. Because of this, control procedures are designed to reduce rather than eliminate business risks. If we fail to maintain an effective system of internal controls or if management or our independent registered public accounting firm were to discover material weaknesses in our internal controls, we may be unable to produce reliable financial reports or prevent fraud, which could harm our financial condition and operating results, and could result in a loss of investor confidence and a decline in our stock price.

Terrorist attacks, or threats or occurrences of other terrorist activities, whether in the U.S. or internationally, may affect the markets in which our Common Stock trades, the markets in which we operate and our operating results and financial condition.

Terrorist attacks, or threats or occurrences of other terrorist or related activities, whether in the U.S. or internationally, may affect the markets in which our Common Stock trades, the markets in which we operate and our profitability. Future terrorist or related activities could affect our domestic and international sales, disrupt our supply chains and impair our ability to produce and deliver our products. Such activities could affect our physical facilities or those of our suppliers or customers. Such terrorist attacks could cause seaports or airports, to or through which we ship, to be shut down, thereby preventing the delivery of raw materials and finished goods to or from our manufacturing facilities in China, Taiwan and Germany and our wafer fabrication facilities in China, the U.S. and the U.K., or to our regional sales offices. Due to the broad and uncertain effects that terrorist attacks have had on financial and economic markets generally, we cannot provide any estimate of how these activities might negatively affect our future operating results and financial condition.

System security risks, data protection breaches, cyber-attacks and other related cybersecurity issues could disrupt our internal operations, and any such disruption could reduce our expected net sales, increase our expenses, damage our reputation and adversely affect our stock price.

Experienced computer programmers and hackers may be able to penetrate our security controls and misappropriate or compromise our confidential information or that of third parties, create system disruptions or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms and other malicious software programs that attack our websites, products or otherwise exploit any security vulnerabilities of our websites and products. In 2016 the Company became aware of a cyber-intrusion. In response to this cyber-intrusion we engaged an information technology security expert to assess the information accessed by the intruder and to assist in designing security measures to prevent a recurrence. We completed the assessment and have started enhancing our security measures. These efforts continue. At this time we have no reason to believe the cyber intruder obtained any confidential or propriety information. The costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software programs and security vulnerabilities could be significant, and our efforts to address these problems may not be successful and could result in interruptions, delays, cessation of service, extortionate demands to decrypt files and loss of existing or potential customers that may impede our sales, manufacturing, distribution or other critical functions and materially adversely affect our operating results, stock price and reputation.

We manage and store various proprietary information and sensitive or confidential data relating to our business and third party business. Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of proprietary information or sensitive or confidential data about us or our partners or customers, including the potential loss, encryption or disclosure of such information or data as a result of fraud, trickery or other forms of deception, could expose us, our partners and customers or the individuals affected to a risk of loss or misuse of this information, extortionate demands to decrypt files, result in litigation and potential liability for us, damage our brand and reputation or otherwise harm our business. In addition, the cost and operational consequences of implementing further data protection measures could be significant. Delayed sales, significant costs or lost customers resulting from these system security risks, data protection breaches, cyber-attacks and other related cyber-security issues could materially adversely affect our operating results, stock price and reputation.

RISKS RELATED TO OUR INTERNATIONAL OPERATIONS

Our international operations subject us to risks that could adversely affect our operations.

We expect net sales from foreign markets to continue to represent a significant portion of our total net sales. In addition, the majority of our manufacturing facilities are located in China. In each of the years ended 2017, 2016 and 2015, our Asian and European subsidiaries represented approximately 90% of our net sales. There are risks inherent in doing business internationally, and any or all of the following factors could cause harm to our business:

- changes in, or impositions of, legislative or regulatory requirements, including income tax or value added tax laws in the U.S. and in the countries in which we manufacture or sell our products;
- compliance with trade or other laws in a variety of jurisdictions;
- trade restrictions, transportation delays, work stoppages, and economic and political instability;
- changes in import/export regulations, tariffs and freight rates;
- difficulties in collecting receivables and enforcing contracts;
- currency exchange rate fluctuations;
- restrictions on the transfer of funds from foreign subsidiaries to the U.S.;
- the possibility of international conflict, particularly between or among China, the U.K., Germany, Taiwan and the U.S.;
- legal, regulatory, political and cultural differences among the countries in which we do business;
- longer customer payment terms; and
- changes in U.S. or foreign tax regulations.

We have significant operations and assets in China, the U.K., Germany, Hong Kong and Taiwan and, as a result, will be subject to risks inherent in doing business in those jurisdictions, which may adversely affect our financial performance and operating results.

We have a significant portion of our assets in mainland China, U.K., Germany, Hong Kong and Taiwan. Our ability to operate in these countries may be adversely affected by changes in those jurisdictions' laws and regulations, including those relating to taxation, including, but not limited to income tax and value added tax, import and export tariffs, environmental regulations, land use rights, property and other matters. In addition, our operating results and financial performance are subject to the economic and political situations. We believe that our operations are in compliance with all applicable legal and regulatory requirements. However, the central or local governments of these jurisdictions may impose new, stricter regulations or interpretations of existing regulations that would require additional expenditures and efforts on our part to ensure our compliance with such regulations or interpretations.

Changes in the political environment or government policies in those jurisdictions could result in revisions to laws or regulations or their interpretation and enforcement, increased taxation, restrictions on imports, import duties or currency revaluations. In addition, a significant destabilization of relations between or among China, the U.K., Germany, Hong Kong, Taiwan and the U.S. could result in restrictions or prohibitions on our operations or the sale of our products or the forfeiture of our assets in these jurisdictions. There can be no certainty as to the application of the laws and regulations of these jurisdictions in particular instances. Enforcement of existing laws or agreements may be sporadic and implementation and interpretation of laws inconsistent. Moreover, there is a high degree of fragmentation among regulatory authorities, resulting in uncertainties as to which authorities have jurisdiction over particular parties or transactions. The possibility of political conflict between these countries or with the U.S. could have an adverse impact upon our ability to transact business in these jurisdictions and to generate profits.

Significant uncertainties related to changes in governmental policies and participation in international trading partnerships or economic unions currently exist, and, depending upon how such uncertainties are resolved, the changes could have a material adverse effect on us.

Changes to existing trade agreements, such as the North American Free Trade Agreement, greater restrictions on international trade generally and significant increases in tariffs on goods imported into the United States, particularly from China, could materially adversely affect our business and operations. Changes in U.S. social, political, regulatory and economic conditions or in laws and policies governing foreign trade, manufacturing, development and investment in the territories and countries where we currently develop, manufacture and sell products, and any negative reactions towards the United States as a result of such changes, could adversely affect our business and operations. In addition, negative sentiments towards the U.S. among non-U.S. customers and among non-U.S. employees or prospective employees could adversely affect our international sales or the hiring and retention of qualified employees, respectively.

The United Kingdom referendum to exit the European Union has also created political and economic uncertainty, particularly in the U.K. and the European Union, and this uncertainty may last for years. Our business in the U.K. the European Union, and worldwide could be adversely affected during this period of uncertainty, and, depending upon developments following completion of the U.K. exit, may materially adversely affect our business and operations. Future events as a consequence of the U.K. exit, including stresses within the U.K. itself, may cause significant volatility in global financial markets, including global currency and debt markets, and result in a slowdown in economic activity in the U.K., Europe or globally, which could materially adversely affect our operating results and growth prospects. In addition, our business and operations could be materially adversely affected by new or revised trade agreements between countries in which we have operations or do business, including the U.S., the U.K., the European Union and China, as well as by the possible impositions of tariffs or trade or other regulatory barriers by any nation where we have operations or do business.

A slowdown in the Chinese economy could limit the growth in demand for electronic devices containing our products, which would have a material adverse effect on our business, operating results and prospects.

We believe that an increase in demand in China for electronic devices that include our products will be an important factor in our future growth. Continuing weakness in the Chinese economy could result in a decrease in demand for electronic devices containing our products and, thereby, materially and adversely affect our business, operating results and prospects.

Economic regulation in China could materially and adversely affect our business, operating results and prospects.

We have a significant portion of our manufacturing capacity in mainland China. In addition, in 2017 approximately 56% of our total sales were shipped to customers in China. In recent years, the Chinese economy has experienced periods of rapid expansion and wide fluctuations in the rate of inflation. In response to these factors, the Chinese government has, from time to time, adopted measures to regulate growth and contain inflation, including measures designed to restrict credit or control prices. Such actions in the future could increase the cost of doing business in China or decrease the demand for our products in China and, thereby, have a material adverse effect on our business, operating results and prospects.

We could be adversely affected by violations of the United States' Foreign Corrupt Practices Act, the U.K.'s Bribery Act 2010, China's anti-corruption campaign and similar worldwide anti-bribery laws.

The United States' Foreign Corrupt Practices Act ("FCPA"), the United Kingdom's Bribery Act 2010 (the "U.K. Bribery Act"), China's anti-corruption campaign and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business. Our policies mandate compliance with these anti-bribery laws. We operate in many parts of the world that may have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. We train our staff concerning FCPA, the U.K. Bribery Act and related anti-bribery laws. We have established procedures and controls to monitor internal and external compliance. There can be no assurance that our internal controls and procedures always will protect us from reckless or criminal acts committed by our employees or agents, and we have no third party attestation to the effectiveness of our internal controls related to fraud and corruption. If we are found to be liable for FCPA, the U.K. Bribery Act and other anti-bribery law violations (either due to our own acts or inadvertence, or due to the acts or inadvertence of others), we could incur criminal or civil penalties or other sanctions, which could have a material adverse effect on our business and operating results.

We are subject to foreign currency risk as a result of our international operations.

We face exposure to adverse movements in foreign currency exchange rates, principally the Chinese Yuan, the Taiwanese dollar, the Euro and the British Pound Sterling and, to a lesser extent, the Japanese Yen and the Hong Kong dollar. Our income and expenses are based on a mix of currencies and a decline in one currency relative to the other currencies could adversely affect our operating results. Furthermore, our operating results are reported in U.S. dollars, which is our reporting currency. In the event the U.S. dollar weakens against a foreign currency, we will experience a currency transaction loss, which could adversely affect our operating results. Also, fluctuations in foreign currency exchange rates may have an adverse impact and be increasingly influential to our overall sales, profits and operating results as amounts that are measured in foreign currency are translated back to U.S. dollars for reporting purposes. Our foreign currency risk may change over time as the level of activity in foreign markets grows and could have an adverse impact upon our financial results, especially if the portion of our sales attributable to Europe increases. We have taken, and plan to continue to take, efforts to mitigate some of our foreign currency exposure by entering into foreign exchange hedging agreements with financial institutions to reduce exposures to some of the principal currencies in countries in which we conduct sales, acquire raw materials, build products and make capital investments, but these efforts may not be successful. In this regard, these hedging agreements do not cover all currencies in which we do business, do not eliminate foreign currency risk entirely for the currencies that they do cover, and involve costs and risks of their own in the form of transaction costs, credit requirements and counterparty risk.

China is experiencing rapid social, political and economic change, which has increased labor costs and other related costs that could make doing business in China less advantageous than in prior years. Increased labor costs in China could adversely affect our business, operating results and financial condition.

Historically, labor in China has been readily available at a lower cost compared to other countries. However, because China is experiencing rapid social, political and economic change, there can be no assurance that labor will continue to be available in China at costs consistent with historical levels. Any future increase in labor cost in China is likely to be higher than historical and projected amounts and may occur multiple times in any given year. As a result of experiencing such rapid social, political and economic change, China is also likely to enact new, and/or revise its existing, labor laws and regulations on employee compensation and benefits. These changes in Chinese labor laws and regulations will likely to have an adverse effect on product manufacturing costs in China. Furthermore, if China workers go on strike to demand higher wages, our operations could be disrupted. Many of our suppliers are currently dealing with labor shortages in China, which may result in future supply delays and disruptions and may drive a substantial increase in their labor costs that is likely to be shared by us in the form of price increases to us. New or revised government labor laws or regulations, strikes or labor shortages could cause our product costs to rise and/or could cause manufacturing partners on whom we rely to exit the business. These events could have a material adverse impact on our product availability and quality, which would affect our business, operating results and financial condition.

We may not continue to receive preferential tax treatment in Asia, thereby increasing our income tax expense and reducing our net income.

As an incentive for establishing our manufacturing subsidiaries in China, we receive preferential tax treatment. Governmental changes in foreign tax law may cause us not to be able to continue receiving these preferential tax treatments in the future, which may cause an increase in our income tax expense, thereby reducing our net income.

The distribution of any earnings of certain foreign subsidiaries may be subject to foreign income taxes, thus reducing our net income.

As a result of enactment of the Tax Cuts and Jobs Act (the "Tax Act") on December 22, 2017, all of our undistributed foreign subsidiary earnings immediately became subject to U.S. income tax. We had not previously accrued U.S. taxes on these earnings, due to our policy of indefinitely reinvesting the earnings overseas. Refer to the U.S. Tax Reform section in Item 7 and the Tax Cuts and Jobs Act (the "Tax Act") section in Note 11 of "Notes to Consolidated Financial Statements" of this Annual Report for further discussion. Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European subsidiaries. Any future distributions of foreign earnings will not be subject to additional U.S. income tax, but may be subject to foreign withholding taxes. As of December 31, 2017, we had undistributed earnings from non-U.S. operations of approximately $770 million (including approximately $51 million of restricted earnings, which are not available for dividends). Undistributed earnings of our China subsidiaries comprise $429 million of this total. Additional Chinese withholding taxes of approximately $42 million would be required should the $429 million of such earnings be distributed out of China as dividends. We continue to evaluate the potential effects the Tax Act may have on our long term plans for capital investment across the geographies in which we operate. In accordance with SEC Staff Accounting Bulletin No. 118, the Company will finalize the accounting for the effects of the Tax Act no later than the fourth quarter of 2018. Future adjustments made to the provisional effects will be reported as a component of income tax expense from continuing operations in the reporting period in which any such adjustments are determined.

RISKS RELATED TO OUR COMMON STOCK

Variations in our quarterly operating results may cause our stock price to be volatile.

We have experienced substantial variations in net sales, gross profit margin and operating results from quarter to quarter. We believe that the factors that influence this variability of quarterly results include:

- strength of the global economy and the stability of the financial markets;
- general economic conditions in the countries where we sell our products;
- seasonality and variability in the computing and communications market and our other end-markets;
- the timing of our and our competitors' new product introductions;
- product obsolescence;
- the scheduling, rescheduling and cancellation of large orders by our customers;
- the cyclical nature of the demand for our customers' products;
- our ability to develop new process technologies and achieve volume production at our fabrication facilities;
- changes in manufacturing yields;
- adverse movements in exchange rates, interest rates or tax rates; and
- the availability of adequate supply commitments from our outside suppliers or subcontractors.

Accordingly, a comparison of our operating results from period to period is not necessarily meaningful to investors and our operating results for any period do not necessarily indicate future performance. Variations in our quarterly results may trigger volatile changes in our stock price.

General or industry specific market conditions or stock market performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance also may affect the price of our stock. For these reasons, investors should not rely on recent or historical trends to predict future stock prices, financial condition, operating results or cash flows. In addition, as discussed in Part I, Item 3 “Legal Proceedings” of this Annual Report, we are involved in several lawsuits. Additional volatility in the price of our securities could result in the filing of additional litigation, which could result in substantial costs and the diversion of management time and resources.

We may enter into future acquisitions and take certain actions in connection with such acquisitions that could adversely affect the price of our Common Stock.

As part of our growth strategy, we expect to review acquisition prospects that would implement our vertical integration strategy or offer other growth opportunities. From time to time, we may be in various stages of discussions and we may acquire businesses, products or technologies in the future. In the event of future acquisitions, we could:

- use a significant portion of our available cash;
- issue equity securities, which would dilute current stockholders’ percentage ownership;
- incur substantial debt;
- incur or assume contingent liabilities, known or unknown;
- incur amortization expenses related to intangibles;
- incur large, immediate accounting write-offs; and
- create goodwill and other intangible assets that may require impairment charges in the future.

Such actions by us could harm our operating results and adversely affect the price of our Common Stock.

Our directors, executive officers and significant stockholders hold a substantial portion of our Common Stock, which may lead to conflicts with other stockholders over corporate transactions and other corporate matters.

Our directors, executive officers and our affiliate, LSC, beneficially own approximately 23% of our outstanding Common Stock, including options to purchase shares of our Common Stock that are exercisable within 60 days of December 31, 2017. These stockholders, acting together, will be able to influence significantly all matters requiring stockholder approval, including the election of directors and significant corporate transactions such as mergers or other business combinations. This control may delay, deter or prevent a third party from acquiring or merging with us, which could adversely affect the market price of our Common Stock.

LSC, our largest stockholder, owns approximately 16% (approximately 7.8 million shares) of our Common Stock. Some of our directors and executive officers may have potential conflicts of interest because of their positions with LSC or their ownership of LSC common stock.

Raymond Soong, the Chairman of the Board of Directors, is the Chairman of LSC, and is the Chairman of Lite-On Technology Corporation (“LTC”), a significant shareholder of LSC. C.H. Chen, our former President and Chief Executive Officer and currently the Vice Chairman of the Board of Directors, is also Vice Chairman of LSC and a board member of LTC. Dr. Keh-Shew Lu, a member of our Board of Directors and our President and Chief Executive Officer, is a board member of LTC and a board member of Nuvoton. L.P. Hsu, a former member of the Board of Directors since 2007, serves as a consultant to LTC and a supervisor of the board of Nuvoton. Several of our directors and executive officers may own LSC common stock or hold options to purchase LSC common stock. Service on our Board of Directors and as a director or officer of LSC, or ownership of LSC common stock by our directors and executive officers, could create, or appear to create, actual or potential conflicts of interest when directors and officers are faced with decisions that could have different implications for LSC and us. For example, potential conflicts could arise in connection with decisions involving the Common Stock owned by LSC, or under the other agreements we may enter into with LSC. In 2017, 2016 and 2015, LSC accounted for approximately between 1% and 3% of our silicon wafer supply and our finished good supply. We may have difficulty resolving any potential conflicts of interest with LSC, and even if we do, the resolution may be less favorable than if we were dealing with an unrelated third party.

We were formed in 1959, and our early corporate records are incomplete. As a result, we may have difficulty in assessing and defending against claims relating to rights to our Common Stock purporting to arise during periods for which our records are incomplete.

We were formed in 1959 under the laws of California and reincorporated in Delaware in 1968. We have had several transfer agents since being formed. In addition, our early corporate records, including our stock ledger, are incomplete. As a result, we may have difficulty in assessing and defending against claims relating to rights to our Common Stock purporting to arise during periods for which our records are incomplete.

Non-cash tender offers, debt equity swaps or equity exchanges to consummate our business activities are likely to have the effect of diluting the ownership interest of existing stockholders, including qualified stockholders who receive shares of our Common Stock in such business activities.

We, from time to time, may utilize non-cash tender offers, debt equity swaps or equity exchanges in accordance with the guidance and rules promulgated by the SEC to consummate our business activities. Such means to consummate our business activities will likely involve issuance of our Common Stock in large quantities and will subsequently dilute the ownership interest of existing stockholders, including stockholders who previously received shares of our Common Stock in such transactions. Any sales in the public market of the newly issued Common Stock could adversely affect prevailing market prices of our Common Stock. In addition, utilizing non-cash tender offers, debt equity swaps or equity exchanges may encourage short selling because such utilization could depress the price of our Common Stock.

Anti-takeover effects of certain provisions of Delaware law and our Certificate of Incorporation and Bylaws, may hinder a take-over attempt.

Some provisions of Delaware law, our certificate of incorporation and bylaws may be deemed to have an anti-takeover effect and may delay or prevent a tender offer or takeover attempt, including those attempts that might result in a premium over the market price for the shares held by stockholders.

Section 203 of Delaware General Corporation Law may deter a take-over attempt.

Section 203 of the Delaware General Corporation Law prohibits transactions between a Delaware corporation and an "interested stockholder," which is defined as a person who, together with any affiliates or associates, beneficially owns, directly or indirectly, 15.0% or more of the outstanding voting shares of a Delaware corporation. This provision prohibits certain business combinations between an interested stockholder and a Delaware corporation for a period of three years after the date the stockholder becomes an interested stockholder, unless:

(i) either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder is approved by the corporation's board of directors prior to the date the interested stockholder becomes an interested stockholder;

(ii) the interested stockholder acquired at least 85.0% of the voting stock of the corporation (other than stock held by directors who are also officers or by certain employee stock plans) in the transaction in which the stockholder became an interested stockholder; or

(iii) the business combination is approved by a majority of the board of directors and by the affirmative vote of 66-2/3% of the outstanding voting stock that is not owned by the interested stockholder.

For this purpose, business combinations include mergers, consolidations, sales or other dispositions of assets having an aggregate value in excess of 10.0% of the aggregate market value of the consolidated assets or outstanding stock of the corporation, and certain transactions that would increase the interested stockholder's proportionate share ownership in the corporation.

Certificate of Incorporation and Bylaw Provisions may deter a take-over attempt.

Provisions of our certificate of incorporation and bylaws may have the effect of making it more difficult for a third party to acquire control of us. In particular, our certificate of incorporation authorizes our Board of Directors to issue, without further action by the stockholders, up to 1,000,000 shares of preferred stock with rights and preferences, including voting rights, designated from time to time by the Board of Directors. The existence of authorized but unissued shares of preferred stock enables our Board of Directors to render it more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise.

Item 1B. Unresolved Staff Comments.

None

Item 2. Properties.

Our corporate headquarters are located in Plano, Texas. As of December 31, 2017, we own approximately 3.7 million square feet of property and lease approximately 3.1 million square feet of property, with leases expiring at various times beginning in 2018 with land rights expiring in 2056. The table below sets forth the use, location and square footage of property either owned or leased by the Company:

Primary use	Location	Sq. Ft.
Headquarters/R&D center	USA - Plano, TX	41,780
Land (future headquarters site)	USA - Plano, TX	696,960
Regional sales office	USA - Amherst, New Hampshire	600
Regional sales office/Administrative office/R&D center & Apartment	USA - Milpitas, California	86,321
Regional sales office/R&D center	USA - San Jose, California	4,060
Regional sales office/Administrative office	USA - Westlake Village, California	1,295
Land use right, manufacturing facilities/administrative/R&D center/Logistics	China - Chengdu	1,689,474
Regional sales office/R&D center/Warehouse	China - Hong Kong	360,395
Administrative office/land use right/manufacturing facility/R&D center	China - Jinan, Shandong	1,059,907
Manufacturing facility/R&D center/Logistics/Dormitory/Manufacturing facility/Sales/Administrative office/Land Use Right	China - Shanghai	2,322,424
Regional sales office	China - Shenzhen	17,318
R&D center/Dormitory	China - Yangzhou	7,095
Administrative/Logistics/Manufacturing/R&D center	England - Oldham	156,076
Regional sales office	Germany - Munich	6,297
Manufacturing facility/R&D center	Germany - Neuhaus	52,508
Regional sales offices	South Korea - Seongnam-si	2,990
Apartment	South Korea -Suwon-si	646
Manufacturing facility/R&D center/Logistics/Administrative office	Taiwan - Hsinbei	120,441
R&D center	Taiwan - Hsinchu	25,372
Regional sales office	Taiwan - Kaohsiung	355
Regional sales office/Administrative office/Logistics/Regional Sales/Logistics	Taiwan - Taipei	52,348
Regional sales office/Administrative office/Logistics	Taiwan - Taoyuan	78,899
R&D center	Taiwan - Zhunan	1,272

We believe our current facilities are adequate for the foreseeable future.

Item 3. Legal Proceedings.

From time to time, we are involved in various legal proceedings that arise in the normal course of business. While we intend to defend any lawsuit vigorously, we presently believe that the ultimate outcome of any current pending legal proceeding will not have any material adverse effect on our financial position, cash flows or operating results. However, litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages, which could impact our business and operating results for the period in which the ruling occurs or future periods. See Note 16 of the "Notes to Consolidated Financial Statements" for detailed information regarding the status of our lawsuits.

Item 4. Mine Safety Disclosures.

Not Applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our Common Stock is traded on the Nasdaq Global Select Market ("NasdaqGS") under the symbol "DIOD." The following table shows the range of high and low closing sales prices per share for our Common Stock for each fiscal quarter from January 1, 2016 as reported by NasdaqGS.

Calendar Quarter Ended	Closing Sales Price of Common Stock	
	High	Low
First quarter 2018 (through February 9, 2018)	$ 30.85	$ 26.39
Fourth quarter 2017	35.09	27.25
Third quarter 2017	29.93	23.97
Second quarter 2017	27.15	22.31
First quarter 2017	26.28	23.44
Fourth quarter 2016	26.96	19.84
Third quarter 2016	21.57	17.24
Second quarter 2016	20.36	16.96
First quarter 2016	22.30	17.24

Holders and Recent Stock Price

On February 9, 2018, the closing sales price of our Common Stock as reported by NasdaqGS was $29.22 and there were approximately 273 holders of record of our Common Stock.

Dividends

We have never declared or paid dividends on our Common Stock, and currently do not intend to pay dividends in the foreseeable future as we intend to retain any earnings for future use in our business. Our U.S. banking credit facility permits us to pay dividends up to $3.0 million per fiscal year to our stockholders so long as we have not defaulted at the time of such dividend and no default would result from declaring and paying such dividend. The payment of dividends is within the discretion of our Board of Directors, and will depend upon, among other things, our earnings, financial condition, capital requirements, and general business conditions.

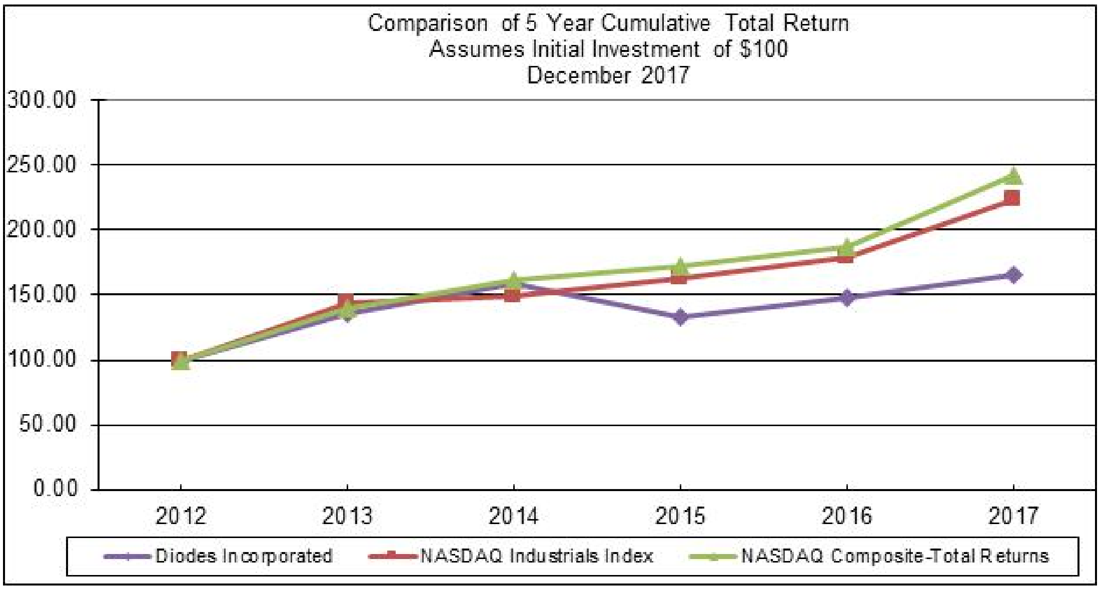
Securities Authorized for Issuance Under Equity Compensation Plans

The information regarding our equity compensation plans required to be disclosed by Item 201(d) of Regulation S-K is incorporated by reference from our 2018 definitive proxy statement into Item 12 of Part III of this Annual Report.

Performance Graph

The following graph compares the yearly percentage change in the cumulative total stockholder return of our Common Stock against the cumulative total return of the Nasdaq Composite and the Nasdaq Industrial Index for the five calendar years ending December 31, 2017. The graph is not necessarily indicative of future price performance.

The graph shall not be deemed incorporated by reference by any general statement incorporating by reference this Annual Report into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.



Source: Prepared by Zacks Investment Research, Inc. Used with permission. All rights reserved. Copyright 1980-2016.

The graph assumes $100 invested on December 31, 2012 in our Common Stock, the stock of the companies in the Nasdaq Composite Index and the stock of companies in the Nasdaq Industrial Index, and that all dividends received within a quarter, if any, were reinvested in that quarter.

December 2017

		2012	2013	2014	2015	2016	2017
Diodes Incorporated	Return %		35.79	17.02	(16.65)	11.71	11.69
	Cum $	100	135.79	158.90	132.45	147.95	165.24
NASDAQ Industrial Index	Return %		44.54	2.98	9.56	9.47	25.21
	Cum $	100	144.54	148.85	163.08	178.53	223.54
NASDAQ Composite-Total Returns	Return %		40.12	14.75	6.96	8.87	29.64
	Cum $	100	140.12	160.78	171.97	187.22	242.71

Issuer Purchases of Equity Securities

The Company repurchases shares of its Common Stock from time to time pursuant to publicly announced share repurchase programs. During December 2017, the Company repurchased 300,000 shares of its common shares at a cost of $8.7 million. All purchases were made through open market transactions and were recorded as treasury stock. The following table contains information for shares repurchased during the fourth quarter of 2017. None of the shares in this table were repurchased directly from any of our officers or directors.

Period	Total Number of Shares Purchased *(a)*	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
Dec-17	300,000	$ 29.15	1,457,206	$ 62,260,855

(a) Share repurchases are made pursuant to a share repurchase program authorized in November 2015 by the Company's Board of Directors to repurchase up to an aggregate of $100,000,000 of the Company's outstanding Common Stock, $0.66 2/3 par value per share. The share repurchase program is expected to continue through the end of 2019 unless extended or shortened by the Board of Directors. Average price paid per share includes broker commissions.

Item 6. Selected Financial Data.

The following selected consolidated financial data for the fiscal years ended December 31, 2017 through 2013 is qualified in its entirety by, and should be read in conjunction with, the other information and consolidated financial statements, including the notes thereto, appearing elsewhere herein. Certain immaterial amounts as presented in the accompanying consolidated financial statements have been reclassified to conform to 2017 financial statement presentation.

(In thousands, except per share data)	Twelve Months Ended December 31,				
Statement of Income Data	**2017**	**2016**	**2015**	**2014**	**2013**
Net sales	$ 1,054,204	$ 942,162	$ 848,904	$ 890,651	$ 826,846
Gross profit	356,776	286,923	248,583	277,279	237,836
Selling, general and administrative	167,639	158,256	139,245	133,701	132,106
Research and development	77,877	69,937	57,027	52,136	48,302
Amortization of acquisition related intangible assets	18,798	20,478	8,596	7,914	8,078
Impairment of fixed assets	2,211	114	1,672	198	5,358
Restructuring	10,137	12	-	-	1,533
Other operating expenses	(246)	70	(59)	(1,181)	178
Total operating expenses	276,416	248,867	206,481	192,768	195,555
Income from operations	80,360	38,056	42,102	84,511	42,281
Interest income	1,475	1,357	1,006	1,470	1,274
Interest expense	(13,448)	(13,257)	(4,232)	(4,332)	(5,580)
Gain on securities carried at fair value	-	-	400	1,364	601
Foreign currency (loss) gain, net	(7,995)	2,171	1,257	1,820	(393)
Impairment of cost-basis investment	-	(3,218)	-	-	-
Other income (expense)	2,199	(74)	62	1,159	402
Income before income taxes and noncontrolling interest	62,591	25,035	40,595	85,992	38,585
Income tax provision	62,325	6,558	14,082	20,359	14,481
Net income	266	18,477	26,513	65,633	24,104
Less: net (income) loss attributable to noncontrolling interest	(2,071)	(2,542)	(2,239)	(1,955)	2,428
Net (loss) income attributable to common stockholders	(1,805)	15,935	24,274	63,678	26,532
(Loss) earnings per share attributable to common stockholders					
Basic	$ (0.04)	$ 0.33	$ 0.50	$ 1.35	$ 0.57
Diluted	$ (0.04)	$ 0.32	$ 0.49	$ 1.31	$ 0.56
Number of shares used in computation:					
Basic	48,824	48,597	48,210	47,184	46,363
Diluted	48,824	49,789	49,500	48,594	47,658

	As of December 31,				
Balance Sheet Data	**2017**	**2016**	**2015**	**2014**	**2013**
Total assets	$ 1,488,673	$ 1,528,552	$ 1,598,827	$ 1,179,157	$ 1,162,258
Working capital	415,162	547,409	570,888	526,239	493,169
Long-term debt, net of current portion	247,492	413,126	453,738	140,787	182,799
Total Diodes Incorporated stockholders' equity	831,504	776,019	795,345	768,275	702,742

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following section discusses management's view of the financial condition, results of operations and cash flows of Diodes Incorporated and its subsidiaries (collectively, "the Company," "our Company," "we," "our," "ours," or "us") and should be read together with the consolidated financial statements and the notes to consolidated financial statements included elsewhere in this Form 10-K.

The following discussion contains forward-looking statements and information relating to our Company. We generally identify forward-looking statements by the use of terminology such as "may," "will," "could," "should," "potential," "continue," "expect," "intend," "plan," "estimate," "anticipate," "believe," "project," or similar phrases or the negatives of such terms. We base these statements on our beliefs as well as assumptions we made using information currently available to us. Such statements are subject to risks, uncertainties and assumptions, including those identified in Part I, Item 1A."Risk Factors," as well as other matters not yet known to us or not currently considered material by us. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Given these risks and uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Forward-looking statements do not guarantee future performance and should not be considered as statements of fact.

You should not unduly rely on these forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K. Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made in this Annual Report on Form 10-K are made pursuant to the Act.

Summary of the Twelve Months Ended December 31, 2017

- Revenue grew to $1.1 billion, an increase of 12.0% over the $942.2 million in 2016 due to continued market share gains;
- Gross profit was $356.8 million compared to $286.9 million in 2016;
- Gross margin was 33.8% compared to 30.5% in 2016, an increase of 330 basis points;
- We had a net loss $1.8 million for the 12 months ended December 31, 2017. Included in this loss was total tax expense of $62.3 million, of which $45.9 million specifically related to the Tax Cuts and Jobs Act that was signed into law on December 22, 2017;
- We completed the shutdown of wafer fabrication facility located in Lee's Summit, MO. ("KFAB") and relocated the manufacturing capacity to other wafer fabrication facilities;
- Selling and administrative expenses were $167.6 million due to increases in wages and benefits;
- Cash flow from operations was approximately $181.1 million compared to $124.7 million in 2016;
- During 2017 we paid down approximately $159.9 million of our outstanding debt;
- We repurchased approximately $8.7 million or 300,000 shares of our outstanding common stock; and
- We received qualification of 200mm wafers at one of our wafer fabrication facilities located in Shanghai.

Summary of the Twelve Months Ended December 31, 2016

- Revenue grew to $942.2 million, an increase of 11.0% over the $848.9 million in 2015;
- We had full year of Pericom included in our results;
- Gross profit was $286.9 million as compared to $248.6 million in 2015;
- Gross margin improved 120 basis points to 30.5% from 29.3% in 2015;
- Selling and administrative expenses were up $19.0 million, due to $26.5 million of incremental Pericom SG&A cost;
- Net income attributable to common stockholders was $15.9 million, or $0.32 per diluted share, compared to $24.3 million, or $0.49 per diluted share in 2015;
- Cash flow from operations was $124.7 million compared to $118.1 million in 2015, an increase of 5.6%;
- We repurchased for approximately $18.0 million 691,196 shares of our outstanding common stock;
- We recorded $3.2 million of impairment on a cost-basis equity investment; and
- We suffered fire damage at KFAB leading to lower output and lower revenue and higher repair expenses related to the fire.

KFAB Shutdown

During 2017 we completed the shutdown of KFAB. The Company ceased production operations at KFAB late in third quarter 2017 and vacated the premises during November 2017. Employees were provided retention and standard severance packages. Total costs incurred for the shutdown were approximately $10.1 million.

Business Outlook

During 2017 we achieved our goal of $1 billion in annual revenue. During 2017, we announced new goals for 2025 that include revenue of $2.5 billion and gross margin of 40%, representing gross profit of $1.0 billion. Acquisitions remain a key part of our growth strategy to reach our revenue goal. We have a solid pipeline of designs and expanded customer relationships across all regions and product lines. The success of our business depends on, among other factors, the strength of the global economy and the stability of the financial markets, our customers' demand for our products, the ability of our customers to meet their payment obligations, the likelihood of customers not canceling or deferring existing orders, and the strength of consumers' demand for items containing our products in the end-markets we serve. We believe the long-term outlook for our business remains generally favorable despite the uncertainties in the global economy as we continue to execute on the strategy that has proven successful for us over the years. See “Risk Factors – *The success of our business depends on the strength of the global economy and the stability of the financial markets, and any weaknesses in these areas may have a material adverse effect on our net sales, operating results and financial condition.*” in Part I, Item 1A of this Annual Report for additional information.

Factors Relevant to Our Results of Operations

In 2017, the following factors affected, and, we believe, will continue to affect, our results of operations:

- We closed our KFAB facility and relocated the operations to our other wafer fabrication facilities. We estimate that we will have annual savings of between $10 million and $15 million beginning in 2018;
- We continue to experience pressure from our customers to reduce the selling price for our products, and we expect future improvements in net income to result primarily from increases in sales volume and improvements in product mix, as well as manufacturing cost reductions in order to offset any reduction in average selling prices of our products;
- In terms of our end markets, our automotive business reached 8% of revenue; and
- During 2017, we invested approximately $100.3 million in our manufacturing and wafer fabrication facilities in China, and we expect to continue to invest in our facilities, although the amount to be invested will depend on product demand and new product developments.
- Our wafer fabrication plants use epitaxial wafers. Currently there is a supply shortage of these types of wafers, which may impact our ability to meet market demand for our products.

Description of Sales and Expenses

Net sales

The principal factors that have affected or could affect our net sales from period to period are:

- The condition of the economy in general and of the semiconductor industry in particular;
- Our customers’ adjustments in their order levels;
- Changes in our pricing policies or the pricing policies of our competitors or suppliers;
- The addition or termination of key supplier relationships;
- The rate of introduction and acceptance by our customers of new products;
- Our ability to compete effectively with our current and future competitors;
- Our ability to enter into and renew key corporate and strategic relationships with our customers, vendors and strategic alliances,
- Changes in foreign currency exchange rates;
- A major disruption of our information technology infrastructure;
- Unforeseen catastrophic events, such as armed conflict, terrorism, fires, typhoons and earthquakes; and
- Any other disruptions, such as change in the political or governmental policies, labor shortages, unplanned maintenance or other manufacturing problems.

Cost of goods sold

Cost of goods sold includes manufacturing costs for our semiconductors and our wafers. These costs include raw materials used in our manufacturing processes as well as labor costs and overhead expenses. Cost of goods sold is also impacted by yield improvements, capacity utilization and manufacturing efficiencies. In addition, cost of goods sold includes the cost of products that we purchase from other manufacturers and sell to our customers. Cost of goods sold is also affected by inventory obsolescence if our inventory management is not efficient.

Selling, general and administrative

Selling, general and administrative expenses relate primarily to compensation and associated expenses for personnel in general management, sales and marketing, information technology, engineering, human resources, procurement, planning and finance, and sales commissions, as well as outside legal, investor relations, accounting, consulting and other operating expenses. Also included in selling, general and administrative expenses are acquisition costs from business combinations.

Research and development

Research and development expenses consist of compensation and associated costs of employees engaged in research and development projects, as well as materials and equipment used for these projects. Research and development expenses are primarily associated with our wafer facilities in China, Lee's Summit, Missouri and Oldham, U.K. and our manufacturing facilities in Taiwan and China, as well as with our engineers in the U.S. and Taiwan. All research and development expenses are expensed as incurred.

Amortization of acquisition-related intangible assets

Amortization of acquisition-related intangible assets consists of assets such as developed technologies and customer relationships.

Impairment of fixed assets

Impairment of fixed assets consists of the impairment amount recognized as a result of the fair value of an asset being below its recorded value.

Restructuring

Restructuring are one-time charges that must be paid by the Company due to reorganizing or restructuring a part of the business.

Interest income / expense

Interest income consists of interest earned on our cash and investment balances. Interest expense consists of interest payable on our outstanding credit facilities and other debt instruments.

Gain (loss) on securities carried at fair value

From time to time we may hold investments in the form of common stock or some other similar equivalent and have elected fair value accounting treatment.

Foreign currency (loss) gain, net

This income account is used to show the amount gained or lost as a result of foreign currency transactions.

Income tax provision

Our global presence requires us to pay income taxes in a number of jurisdictions. See Note 11 of "Notes to Consolidated Financial Statements" for additional information.

Net income attributable to noncontrolling interest

This represents the minority investors' share of our subsidiaries' earnings.

Net income attributable to common stockholders

Net income attributable to common stockholders is net income less net income attributable to noncontrolling interest.

U.S. Tax Reform

The Tax Cuts and Jobs Act (the "Tax Act") was enacted on December 22, 2017. The Tax Act reduces the U.S. federal corporate tax rate from 35% to 21%, requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, provides an exemption from U.S. federal tax for dividends received from foreign subsidiaries, and creates new taxes on certain foreign sourced earnings. As of the completion of these financial statements and related disclosures, we have not completed our accounting for the tax effects of the Tax Act; however, as described below, we have made a reasonable estimate of such effects and recorded a provisional tax expense of approximately $45.9 million, which is included as a component of income tax expense from continuing operations in the fourth quarter of 2017. This provisional tax expense incorporates assumptions made based upon the Company's current interpretation of the Tax Act, and may change as we receive additional clarification and implementation guidance and as the interpretation of the Tax Act evolves. In accordance with SEC Staff Accounting Bulletin No. 118, the Company will finalize the accounting for the effects of the Tax Act no later than the fourth quarter of 2018. Future adjustments made to the provisional effects will be reported as a component of income tax expense from continuing operations in the reporting period in which any such adjustments are determined.

The table below reflects the significant components of the provisional amount of tax expense recorded in the fourth quarter of 2017 and included as a component of income tax expense from continuing operations:

Component	Provisional Amount	
Remeasurement of U.S. deferred tax assets and liabilities	$	2,913
Transition tax on foreign earnings		104,327
Foreign tax credits used to offset transition tax		(58,975)
Other adjustments		(2,357)
Total net tax expense related to the Tax Act	$	45,908

The Company expects to use net operating loss carryforwards and tax credits to completely offset any cash tax obligations resulting from the transition tax. The other components shown above represent noncash adjustments to tax expense.

Remeasurement of U.S. deferred tax assets and liabilities

We remeasured certain U.S. deferred tax assets and liabilities using the lower corporate income tax rate of 21%. However, we are still analyzing certain aspects of the Tax Act and refining our calculations, which could potentially affect the measurement of these deferred tax balances.

Transition tax on foreign earnings

The one-time transition tax is based on our total post-1986 earnings and profits ("E&P") that we previously deferred from U.S. income taxes, and is net of indirect effects of unrecognized tax benefits. We have not yet completed our analysis of the total post-1986 E&P for the majority of our foreign subsidiaries. Further, the transition tax is based in part on the amount of those earnings held in cash and other specified assets. This amount may change when we finalize the calculation of post-1986 foreign E&P previously deferred from U.S. federal taxation and finalize the amounts held in cash or other specified assets.

No additional income taxes have been provided for any remaining undistributed foreign earnings not subject to the transition tax, or any additional outside basis difference inherent in these entities. Our undistributed foreign earnings, including those subject to the transition tax, continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European subsidiaries. Determining the amount of unrecognized deferred tax liability related to any remaining undistributed foreign earnings not subject to the transition tax and additional outside basis difference in these entities (i.e., basis difference in excess of that subject to the one-time transition tax) is not practicable. We continue to evaluate the potential effects the Tax Act may have on our long-term plans for capital investment across the geographies in which we operate.

Foreign tax credits used to offset transition tax

The Company is able to claim foreign tax credits against the incremental U.S. tax due on its previously deferred foreign earnings. However, we have not yet completed our calculation of the total amount of foreign taxes previously paid or accrued by the majority of our foreign subsidiaries that may be creditable against the transition tax. We expect these tax credits to generally be available to offset any cash tax liability resulting from the transition tax.

Other adjustments

We have not yet completed our analysis of the direct and indirect implications of the Tax Act on the Company's tax attributes, such as tax credit carryforwards. Included in the provisional tax expense is the estimated effect of our change in judgment regarding realizability of foreign tax credits and R&D credits.

Results of Operations

The following table sets forth, for the periods indicated, the percentage that certain items in the statements of income bear to net sales:

	Percent of Net Sales Twelve Months Ended December 31,		
	2017	2016	2015
Net sales	100%	100%	100%
Cost of goods sold	(66.2)	(69.5)	(70.7)
Gross profit	33.8	30.5	29.3
Operating expenses	(26.2)	(26.4)	(24.3)
Income from operations	7.6	4.1	5.0
Interest income	0.1	0.1	0.1
Interest expense	(1.3)	(1.4)	(0.5)
Foreign currency (loss) gain, net	(0.8)	0.2	0.2
Impairment of cost-basis investment	-	(0.3)	-
Other income (expenses)	0.3	-	-
Income before income taxes and noncontrolling interest	5.9	2.7	4.7
Income tax provision	5.9	0.7	1.7
Net income	-	2.0	3.1
Net (income) loss attributable to noncontrolling interest	(0.2)	(0.3)	(0.2)
Net income attributable to common stockholders	(0.2)	1.7	2.9

The following discussion explains in greater detail our consolidated operating results and financial condition. This discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this Annual Report *(in thousands)*.

2017 Compared to 2016

	Twelve Months Ended December 31,			
	2017	2016	Increase/(Decrease)	% Change
Net sales	$ 1,054,204	$ 942,162	$ 112,042	11.9%
Cost of goods sold	697,428	655,239	42,189	6.4%
Gross profit	356,776	286,923	69,853	24.3%
Operating expenses				
Selling, general and administrative	167,639	158,256	9,383	5.9%
Research and development	77,877	69,937	7,940	11.4%
Amortization of acquisition related intangible assets	18,798	20,478	(1,680)	(8.2%)
Impairment of fixed assets	2,211	114	2,097	N/A
Restructuring	10,137	12	10,125	N/A
Other operating expenses	(246)	70	(316)	N/A
Other (expense)/income				
Interest income	1,475	1,357	118	8.7%
Interest expense	(13,448)	(13,257)	191	1.4%
Foreign currency (loss) gain, net	(7,995)	2,171	10,166	N/A
Impairment of cost-basis investment	-	(3,218)	3,218	N/A
Other income (expense)	2,199	(74)	2,273	N/A
Income tax provision	62,325	6,558	55,767	850.4%

Net Sales

Net sales increased for the twelve months ended December 31, 2017, compared to the same period last year due to continued market share gains and strength across all our geographies, growth in our automotive, industrial and communications end markets as well as growth from our Pericom products.

Cost of Goods Sold

Cost of goods sold increased approximately $42.2 million for the twelve months ended December 31, 2017 compared to the same period last year. Cost of goods primarily increased as a result of our increased sales. A portion of the increase in cost of goods sold was $2.7 million of KFAB inventory that was expensed, as it will not be used in the future, and other inventory that was scrapped. Cost of goods was positively impacted in 2017 by receipt of $3.9 million of business interruption insurance and $0.6 million of inventory insurance recovery received related to the fire at KFAB. As a percent of sales, cost of goods sold was 66.2% for the twelve months ended December 31, 2017 compared to 69.5% for the same period last year. Average unit cost decreased 7% for the twelve months ended December 31, 2017, compared to the same period last year, due to increased production facility utilization. For the twelve months ended December 31, 2017, gross profit increased approximately 24.3% when compared to the same period last year. Gross profit margin for the twelve month periods ended December 31, 2017 and 2016 was 33.8% and 30.5%, respectively.

Operating expenses

Operating expenses for the twelve months ended December 31, 2017 increased approximately $27.5 million, or 11.1%, compared to the same period last year. Selling, general and administrative expenses (“SG&A”) increased approximately $9.4 million. The increase in SG&A was driven by an increase in wages and benefits, partially offset by decreases in other SG&A expense categories. Research and development expenses (“R&D”) increased approximately $7.9 million, tracking with the increase in sales. Amortization of acquisition- related intangibles decreased approximately $1.7 million reflecting the overall reduction in the balance of intangible assets subject to amortization. During the twelve months ended December 31, 2017, we recognized impairment of fixed assets of $2.2 million, primarily related to the KFAB shutdown, and also recognized restructuring costs of $10.1 million related to the KFAB shutdown. SG&A, as a percentage of sales, was 15.9% and 16.8% for the twelve months ended December 31, 2017 and 2016, respectively. R&D, as a percentage of sales, was constant at 7.4% for the twelve months ended December 31, 2017 and 2016.

Other (expense)/income

Interest income increased for the twelve months ended December 31, 2017 due to a higher amount of invested funds. The increase in interest expense for the twelve months ended December 31, 2017 is due to higher interest rates on the borrowing to effect the Pericom acquisition. Foreign currency losses increased during the twelve months ended December 31, 2017 due to the weakness of the U.S. dollar when compared to the currencies in the foreign countries in which we operate. These losses were partially offset by $1.5 million in hedging gains.

Income tax provision

We recognized an income tax expense of approximately $62.3 million for the twelve months ended December 31, 2017 and income tax expense of approximately $6.6 million for the twelve months ended December 31, 2016, resulting in effective income tax rates of 99.6% and 26.2%, respectively. The increase in income taxes for 2017 compared to 2016 is primarily attributable the impact of the Tax Act. The Tax Act increased our tax expense by approximately $45.9 million. The remainder of the increase in our tax expense is primarily due to the increase in pretax earnings from 2016 to 2017.

2016 Compared to 2015

	Twelve Months Ended			
	December 31,			
	2016	2015	Increase/(Decrease)	% Change
Net sales	$ 942,162	$ 848,904	$ 93,258	11.0%
Cost of goods sold	655,239	600,321	54,918	9.1%
Gross profit	286,923	248,583	38,340	15.4%
Operating expenses				
Selling, general and administrative	158,256	139,245	19,011	13.7%
Research and development	69,937	57,027	12,910	22.6%
Amortization of acquisition related intangible assets	20,478	8,596	11,882	138.2%
Impairment of fixed assets	114	1,672	(1,558)	(93.2%)
Restructuring	12	-	12	N/A
Other operating expenses	70	(59)	129	(218.6%)
Other (expense)/income				
Interest income	1,357	1,006	351	34.9%
Interest expense	(13,257)	(4,232)	9,025	213.3%
Gain on securities carried at fair value	-	400	(400)	(100.0%)
Impairment on cost-basis investment	(3,218)	-	(3,218)	N/A
Foreign currency (loss) gain, net	2,171	1,257	914	72.7%
Other income (expense)	(74)	62	(136)	(219.4%)
Income tax provision	6,558	14,082	(7,524)	(53.4%)

In 2016, we had twelve months of Pericom results included in our results of operations, compared to approximately one month of Pericom results included in our 2015 results of operations.

Net Sales

Net sales increased for the twelve months ended December 31, 2016, compared to the same period last year due to an incremental Pericom contribution of approximately $110.6 million. This increase was partially offset by the impact of the fire at KFAB and weaker consumer market and weaker domestic demand in China.

Cost of Goods Sold

Cost of goods sold increased approximately $54.9 million for the twelve months ended December 31, 2016, compared to the same period last year. The increase in cost of goods sold was driven by cost of goods sold from Pericom of $69.3 million for the twelve months ended December 31, 2016 compared to Pericom cost of goods sold of $10.7 million in 2015. The increase in cost of goods sold related to Pericom was partially offset by the impact of the KFAB fire resulting in lower costs and the related business interruption insurance recovery. As a percent of sales, cost of goods sold was 69.5% and 70.7% for the twelve months ended December 31, 2016 and 2015, respectively. Excluding Pericom, average unit cost decreased 1.4% for the twelve months ended December 31, 2016, compared to the same period last year. Including Pericom, average unit cost increased 6.6% for the twelve months ended December 31, 2016, compared to the same period last year. For the twelve months ended December 31, 2016, gross profit increased approximately 15.4% when compared to the same period last year. Gross profit margin for the twelve months ended December 31, 2016 and 2015 was 30.5% and 29.3%, respectively.

Operating expenses

Operating expenses for the twelve months ended December 31, 2016 increased approximately $42.4 million, or 20.5%, compared to the same period last year. The increase in operating expense reflects approximately $56.7 million of incremental operating expenses from Pericom. SG&A increased approximately $19.0 million due primarily to an increase of $26.5 million of incremental Pericom SG&A recognized in 2016 partially offset by lower stock compensation and change in control expense. R&D

increased approximately $12.9 million due to an increase in Pericom R&D expense of $18.0 million recognized in 2016. The increase in R&D expense of $12.9 million was partially offset by reversals of previously recorded liability reserves resulting from prior acquisitions. Amortization of acquisition- related intangibles increased approximately $11.9 million reflecting the amortization of the intangible assets acquired in the Pericom acquisition. SG&A, as a percentage of sales, was 16.8% and 16.4% for the twelve months ended December 31, 2016 and 2015, respectively. R&D, as a percentage of sales, was 7.4% and 6.7% for the twelve months ended December 31, 2016 and 2015, respectively.

Other (expense)/income

Interest income increased for the twelve months ended December 31, 2016 due to a higher amount of invested funds, reflecting the investments acquired in the Pericom acquisition. The increase in interest expense for the twelve months ended December 31, 2016 was due to higher levels of borrowing to effect the Pericom acquisition. During 2016 we recognized the impairment of a cost-basis equity investment of $3.2 million. During 2015, we recognized losses on the sale of marketable securities that was not repeated in 2016.

Income tax provision

We recognized an income tax expense of approximately $6.6 million for the twelve months ended December 31, 2016 and income tax expense of approximately $14.1 million for the twelve months ended December 31, 2015, resulting in effective income tax rates of 26.2% and 34.7%, respectively. The decrease in income taxes for 2016 compared to 2015 was primarily attributable to changes in the proportion of income generated in North America, Europe and Asia, respectively.

Financial Condition

Liquidity and Capital Resources

Our primary sources of liquidity are cash and cash equivalents, funds from operations and, if necessary, borrowings under our credit facilities. We currently have a U.S. banking credit facility (the "U.S. Credit Facility") under which we may draw up to $250 million on a revolving basis, in addition to a $250 million term loan included in the U.S. Credit Facility. The U.S. Credit Facility matures October 26, 2021. The term loan portion of the U.S. Credit Facility is repayable in part through quarterly installments that increase over time from $3.1 million per quarter in 2016 to $9.4 million per quarter in the final year of the U.S. Credit Facility. We may from time to time request increases in the aggregate commitments under the U.S. Credit Facility of up to $200 million, subject to the lenders electing to increase their commitments or by means of the addition of new lenders, and subject to at least half of each increase in aggregate commitments being in the form of term loans, with the remaining amount of each increase being an increase in the amount of the revolving portion of the U.S. Credit Facility. The U.S. Credit Facility bears interest at LIBOR or similar indices plus a specified margin. The U.S. Credit Facility contains certain financial and non-financial covenants, including, but not limited to, a maximum consolidated leverage ratio, a minimum consolidated fixed charge coverage ratio, and restrictions on liens, indebtedness, investments, fundamental changes, dispositions, and restricted payments (including dividends and share repurchases). At December 31, 2017, we owed $268.8 million under the U.S. Credit Facility, $103.0 million of which was drawn under the revolving portion and $165.8 million of which was outstanding under the term loan.

Our Asia subsidiaries maintain credit facilities with several financial institutions worldwide totaling $80.5 million. In some cases, our foreign credit lines are unsecured, uncommitted and may be repayable on demand. These credit facilities bear interest at LIBOR plus a specified margin with interest payments due quarterly. In addition, we have short-term foreign credit facilities with borrowing capacities of approximately $80.5 million with an unused amount of $78.7 million.

Our primary liquidity requirements have been to meet our capital expenditure needs and to fund on-going operations. For 2017, 2016, and 2015, our working capital was $415.2 million, $547.4 million, and $570.9 million, respectively. In 2017, our working capital decreased due to the use of cash and short-term investments to pay down our long-term debt. In 2016 our working capital decreased due to decreases in short-term investments and a decrease in inventories. We expect cash generated by our operations together with existing cash, cash equivalents, short-term investments and available credit facilities to be sufficient to satisfy our working capital needs, capital asset purchases, outstanding commitments and other liquidity requirements associated with our existing operations for at least the next 12 months.

In 2017, 2016 and 2015, our capital expenditures were approximately $125.2 million, $52.2 million and $137.7 million, respectively, which includes approximately $23.8 million, $10.5 million and $62.1 million of capital expenditures related to the investment agreement with the Management Committee of the Chengdu Hi-Tech Industrial Development Zone (the "CDHT") for 2017, 2016 and 2015, respectively. Our capital expenditures for these periods were primarily related to manufacturing expansion in our facilities in China and, to a lesser extent, our office buildings. Capital expenditures in 2017 were approximately 11.8% of our net sales.

In 2010, we announced an investment agreement with the Management Committee of the CDHT. Under this agreement, we formed an entity with a Chinese partner, Chengdu Ya Guang Electronic Company Limited (“Ya Guang”), to establish a semiconductor assembly and test facility in Chengdu, China. In December 2016, we increased our investment and currently own approximately 98% of the entity. The CDHT granted the entity a 50 year land lease, provides corporate and employee tax incentives, tax refunds, subsidies and other financial support. This is a long-term, multi-year project that will provide us additional capacity as needed. As of December 31, 2017, we have invested $157.2 million, primarily for infrastructure, buildings and equipment related capital expenditures.

As a result of enactment of the Tax Cuts and Jobs Act (the “Tax Act”) on December 22, 2017, all of our undistributed foreign subsidiary earnings immediately became subject to U.S. income tax. We had not previously accrued U.S. taxes on these earnings, due to our policy of indefinitely reinvesting the earnings overseas. Refer to the U.S. Tax Reform section in Item 7 and the Tax Cuts and Jobs Act section in Note 11 of the “Notes to Consolidated Financial Statements” in this Annual Report for further discussion. Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European subsidiaries. Any future distributions of foreign earnings will not be subject to additional U.S. income tax, but may be subject to foreign withholding taxes. As of December 31, 2017, our foreign subsidiaries held approximately $197 million of cash, cash equivalents and investments of which approximately $92 million would be subject to foreign withholding tax if distributed outside the country in which the related earnings were generated.

Restricted cash is pledged as collateral when we enter into agreements with banks for certain banking facilities. As of December 31, 2017, restricted cash of $1.4 million was pledged as collateral for issuance of bank acceptance notes and letters of credit.

As of December 31, 2017, we had short-term investments of approximately $4.6 million. These investments are highly liquid with maturity dates greater than three months at the date of purchase. The decrease from $29.8 million in 2016, to $4.6 million in 2017 reflects the liquidation of a portion of the short-term investment portfolio acquired as part of Pericom, as we used the funds to reduce our debt and purchase our Common Stock. We generally can access these investments in a relatively short amount of time but in doing so we generally forfeit a portion of interest income.

Discussion of Cash Flows

Cash and cash equivalents decreased approximately $44.0 million to $203.8 million in 2017 from $247.8 million in 2016. The decrease was primarily due to cash being used for capital expenditures and the repayment of long-term debt undertaken to purchase Pericom. Cash and cash equivalents increased approximately $29.4 million to $247.8 million in 2016 from $218.4 million in 2015. The increase was due to higher cash flow from operations and lower levels of cash used in investing and financing activities when compared to the prior year.

	Twelve Months Ended December 31,					
	2017	**2016**	**Change**	**2016**	**2015**	**Change**
Net cash provided by operating activities	$ 181,123	$ 124,742	$ 56,381	$ 124,742	$ 118,111	$ 6,631
Net cash used by investing activities	(78,287)	(27,351)	(50,936)	(27,351)	(459,446)	432,095
Net cash provided by (used by) financing activities	(158,184)	(63,458)	(94,726)	(63,458)	321,362	(384,820)
Effect of exchange rates on cash and cash equivalents	11,366	(4,566)	15,932	(4,566)	(4,592)	26
Net increase (decrease) in cash and cash equivalents	$ (43,982)	$ 29,367	$ (73,349)	$ 29,367	$ (24,565)	$ 53,932

Operating Activities

Net cash provided by operating activities for 2017 was approximately $181.1 million, due primarily to $96.2 million of depreciation and amortization, $25.3 million of deferred tax assets, $18.6 million from non-cash share-based compensation, and an increase in working capital accounts of $40.6 million. Net cash provided by operating activities for 2016 was approximately $124.7 million, due primarily to $18.5 million of net income, $100.9 million in depreciation and amortization, $14.0 million from non-cash share-based compensation and a net increase in operating capital assets and liabilities of $5.5 million. These positive effects to operating cash flow were partially offset by the negative effect of a change in deferred income taxes of $14.9 million. Net cash provided by operating activities for 2015 was approximately $118.1 million, due primarily to $26.5 million of net income, $80.8 million in depreciation and amortization, $19.0 million from non-cash share-based compensation, partially offset by a total of approximately $9.9 million net decrease in other operating asset and operating liability accounts.

Investing Activities

Net cash used by investing activities for 2017 was approximately $78.3 million, due primarily to $111.2 million in cash capital expenditures, $12.2 million in purchases of short-term investments and a $7.0 million grant from a foreign government, partially offset by a $38.6 million sale of short-term investments. Net cash used by investing activities for 2016 was approximately $27.4 million, due primarily to $58.5 million used for purchases of property, plant and equipment. This use of cash for investing was partially offset by a net decrease in short-term investments of $32.7 million. Net cash used by investing activities for 2015 was approximately $459.4 million. Included in our investing activities is $348.9 million of acquisitions, net of cash acquired. We had capital expenditures of $133.2 million. We had sales of short-term investments, net of purchases of approximately $18.0 million.

Financing Activities

Net cash used by financing activities for 2017 was approximately $158.1 million, due primarily to a $159.9 million net reduction of debt and an $8.7 million repurchase of Common Stock, partially offset by $13.6 million in proceeds from stock option exercises. Net cash used in financing activities for 2016 was approximately $63.5 million, due primarily to the net repayment of long-term debt of $36.4 million, the repurchase of 691,196 shares of the Company's common stock for $18.0 million, the payment of dividends to noncontrolling interest of $4.9 million, payment of taxes on net share settlement of $2.5 million related to vesting of Diodes stock awards for Pericom employees and payment of $2.0 million of debt issuance costs from refinancing our long-term debt. Net cash provided by financing activities for 2015 was approximately $321.4 million, due primarily to the additional debt of approximately $391.2 million we incurred to purchase Pericom. This increase was partially offset by the repayment of approximately $66.0 million of long-term debt during 2015.

Debt instruments

The U.S. Credit Facility contains certain financial and non-financial covenants, including, but not limited to, a maximum Consolidated Leverage Ratio, a minimum Consolidated Fixed Charge Coverage Ratio, and restrictions on liens, indebtedness, investments, fundamental changes, dispositions, and restricted payments (including dividends and share repurchases).

As of December 31, 2017, our Asia subsidiaries had unused and available credit lines of up to an aggregate of approximately $78.7 million, with several financial institutions. In some cases, our foreign credit lines are unsecured, uncommitted and may be repayable on demand, except for two Taiwanese credit facilities that are collateralized by assets. Our foreign credit lines bear interest at LIBOR or similar indices plus a specified margin. At December 31, 2017, $1.0 million was outstanding under these lines of credit. See "Liquidity and Capital Resources" above and Note 7 of "Notes to Consolidated Financial Statements" of this Annual Report for additional information.

Off-Balance Sheet Arrangements

We do not have any transactions, arrangements and other relationships with unconsolidated entities that will affect our liquidity or capital resources. We have no special purpose entities that provided off-balance sheet financing, liquidity or market or credit risk support, nor do we engage in leasing, hedging or research and development services, that could expose us to liability that is not reflected on the face of our financial statements.

Contractual Obligations

The following table represents our contractual obligations as of December 31, 2017 (in thousands):

	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
Debt	$ 270,083	$ 20,636	$ 60,039	$ 189,408	$ -
Interest on long-term debt [1]	35,689	11,227	14,299	10,163	-
Operating leases	31,855	9,187	13,304	7,296	2,068
Capital leases	1,068	658	410	-	-
Defined benefit obligations	33,442	2,787	5,574	5,574	19,507
Purchase obligations	23,476	23,476	-	-	-
Total obligations	$ 395,613	$ 67,971	$ 93,626	$ 212,441	$ 21,575

(1) Interest on long-term debt assumes there is no change in current interest rates and no change in long-term debt from the balance outstanding as of December 31, 2017, other than required principal payments. The Revolver and Term Loan mature in October 2021.

Tax liabilities are not included in the above contractual obligations as we cannot make reasonable estimates of the amount and period in which those tax liabilities would be paid. See *"Accounting for income taxes"* below and Note 11 of "Notes to Consolidated Financial Statements" of this Annual Report for additional information. In addition to these purchase commitments, we have equity investment obligations for our Chengdu facilities of $50 million, $25 million and $25 million for 2018, 2019 and 2020, respectively, and capital investment obligations of $62 million, $25 million and $29 million for 2018, 2019 and 2020, respectively.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. GAAP requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting period. On an on-going basis, we evaluate our estimates, which are based upon historical experiences, market trends and financial forecasts and projections, and upon various other assumptions that management believes to be reasonable under the circumstances at that certain point in time. Actual results may differ, significantly at times, from these estimates under different assumptions or conditions.

We believe the following critical accounting policies and estimates affect the significant estimates and judgments we use in the preparation of our consolidated financial statements, and may involve a higher degree of judgment and complexity than others.

Revenue recognition

Net sales (revenue) are recognized when there is persuasive evidence that an arrangement exists, when delivery has occurred, when the price to the buyer is fixed or determinable and when collectability of the receivable is reasonably assured. These elements are met when title to the products is passed to the buyer, which is generally when product is shipped to the customer or when product is delivered to the customer. Generally, we recognize net sales upon shipment to manufacturers (direct ship) as well as upon sales to distributors using the “sell in” model, which is when product is shipped to the distributors (point of purchase).

Certain customers have limited rights of return or are entitled to price adjustments on products held in their inventory or upon sale to their end customers. We reduce net sales in the period of sale for estimates of product returns, distributor price adjustments and other allowances. Our reserve estimates are based upon historical data as well as projections of sales, distributor inventories, price adjustments, average selling prices and market conditions. Actual returns and adjustments could be significantly different from our estimates and provisions, resulting in an adjustment to net sales.

We record allowances/reserves for the following items: (i) ship and debit, which arise when we, from time to time based on market conditions, issue credit to certain distributors upon their shipments to their end customers; (ii) stock rotation, which are contractual obligations that permit certain distributors, up to four times a year, to return a portion of their inventory based on historical shipments to them in exchange for an equal and offsetting order; and (iii) price protection, which arise when market conditions cause average selling prices to decrease and we issue credit to certain distributors on their inventory.

Ship and debit reserves are recorded as a reduction to net sales with a corresponding reduction to accounts receivable. Stock rotation reserves are recorded as a reduction to net sales with a corresponding reduction to cost of goods sold for the estimated cost of inventory that is expected to be returned. Price protection reserves are recorded as a reduction to net sales with a corresponding increase in accrued liabilities.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined principally by the first-in, first-out method. On an on-going basis, we evaluate our inventory for obsolescence and slow-moving items. This evaluation includes analysis of sales levels, sales projections, and purchases by item, as well as raw material usage related to our manufacturing facilities. If our review indicates a reduction in utility below carrying value, we reduce our inventory to a new cost basis. If future demand or market conditions are different than our current estimates, an inventory adjustment may be required, and would be reflected in cost of goods sold in the period the revision is made.

Accounting for income taxes

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the tax jurisdictions in which we operate. This process involves using an asset and liability approach whereby deferred tax assets and liabilities are recorded for differences in the financial reporting bases and tax bases of our assets and liabilities. A valuation allowance is provided against deferred tax assets unless it is more likely than not that such deferred tax assets will be realized. This analysis requires considerable judgment and is subject to change to reflect future events and changes in the tax laws.

The benefit of a tax position is recognized only if it is more likely than not that the tax position would be sustained based on its technical merits in a tax examination, using the presumption the tax authority has full knowledge of all relevant facts regarding the position. The amount of benefit recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on ultimate settlement with the tax authority. For tax positions not meeting the more likely than not test, no tax benefit is recorded.

Goodwill and other indefinite lived intangible assets

Goodwill and other indefinite lived assets are tested for impairment on an annual basis or when an event or changes in circumstances indicate that its carrying value may not be recoverable. Goodwill impairment is tested at the reporting unit level, which is defined as an operating segment or one level below the operating segment. Diodes has one operating segment. Goodwill is reviewed for impairment using either a qualitative assessment or a quantitative goodwill impairment test. If we choose to perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. When we perform the quantitative goodwill impairment test, we compare fair value to carrying value, which includes goodwill. If fair value of exceeds carrying value, the goodwill is not considered impaired. If the carrying value is higher than the fair value, the difference would be recognized as an impairment loss.

Defined benefit plan

We maintain a pension plan covering certain of our employees in the U.K. For financial reporting purposes, the net pension and supplemental retirement benefit obligations and the related periodic pension costs are calculated based upon, among other things, assumptions of the discount rate for plan obligations, estimated return on pension plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses.

Contingencies

From time to time, we are involved in a variety of legal matters that arise in the normal course of business. Based on information available, we evaluate the likelihood of potential outcomes. We record the appropriate liability when the amount is deemed probable and reasonably estimable. In addition, we do not accrue for estimated legal fees and other directly related costs as they are expensed as incurred.

Derivative Instruments and Hedging Activities

Accounting Standards Codification 815, *Derivatives and Hedging* ("ASC 815"), provides the disclosure requirements for derivatives and hedging activities with the intent to provide users of financial statements with an enhanced understanding of: (a) how and why an entity uses derivative instruments, (b) how the entity accounts for derivative instruments and related hedged items, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. Further, qualitative disclosures are required that explain the entity's objectives and strategies for using derivatives, as well as quantitative disclosures about the fair value of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative instruments.

As required by ASC 815, the Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge.

Recently Issued Accounting Pronouncements

See Note 1 of "Notes to Consolidated Financial Statements" of this Annual Report for additional information regarding the status of recently issued accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Foreign Currency Risk

We face exposure to adverse movements in foreign currency exchange rates, primarily in Asia and Europe. Our foreign currency risk may change over time as the level of activity in foreign markets grows and could have a material adverse impact upon our financial results. Certain of our assets, including certain bank accounts and accounts receivable, and liabilities exist in non–U.S. dollar denominated currencies, which are sensitive to foreign currency exchange fluctuations. These currencies are principally the Chinese Yuan, the Taiwanese dollar, the Euro, and the British Pound Sterling and, to a lesser extent, the Japanese Yen and the Hong Kong dollar. We have entered into hedging arrangements designed to mitigate foreign currency fluctuations. See "Risk Factors – *We are subject to foreign currency risk as a result of our international operations.*" in Part I, Item 1A of this Annual Report for additional information.

Effect on Reporting Income

Certain of our subsidiaries have a functional currency that differs from the currencies in which some of their expenses are denominated. Our income and expenses are based on a mix of currencies and a decline in one currency relative to the other currencies could adversely affect our results of operations. Furthermore, our results of operations are reported in U.S. dollars, which is our reporting currency. In the event the U.S. dollar weakens against a foreign currency, we will experience a currency transaction loss, which could adversely affect our results of operations. Based on our results for the twelve months ended December 31, 2017, if a foreign currency were to weaken (or strengthen) by 1.0% against the U.S. dollar, we would experience currency transaction gain (or loss) of approximately $1 million.

Foreign Currency Transaction Risk

We also are subject to foreign currency risk arising from intercompany transactions that are expected to be settled in cash in the near term where the cash balances are held in denominations other than our subsidiaries' functional currency. If exchange rates weaken against the functional currency, we would incur a remeasurement gain in the value of the cash balances, and if the exchange rates strengthen against the functional currency, we would incur a remeasurement loss in the value of the cash balances, assuming the net monetary asset balances remained constant. Our ultimate realized gain or loss with respect to currency fluctuations will generally depend on the size and type of transaction, the size and currencies of the net monetary assets and the changes in the exchange rates associated with these currencies. Based on balances at December, 31, 2017, if the Chinese Yuan, the Taiwanese dollar, the Euro and the British Pound Sterling were to weaken (or strengthen) by 1.0% against the U.S. dollar, we would experience currency transaction gain (or loss) of less than $1 million per quarter. Net foreign exchange transaction gains (or losses) are included in other income and expense.

Foreign Currency Translation Risk

When our foreign subsidiaries' books are maintained in their functional currency, fluctuations in foreign currencies impact the amount of total assets and liabilities that we report for our foreign subsidiaries upon the translation of these amounts into U.S. dollars for reporting purposes. All elements of the subsidiaries' financial statements, except for stockholders' equity accounts, are translated using a currency exchange rate. Assets and liabilities denominated in foreign currencies are translated at the exchange rate on the balance sheet date. Income and expense accounts denominated in foreign currencies are translated at the weighted-average exchange rate during the period presented. Resulting translation adjustments are recorded as a separate component of accumulated other comprehensive income or loss within stockholders' equity in the consolidated balance sheets, which are accumulated in this account until sale or liquidation of the foreign entity investment, at which time they are reported as adjustments to the gain or loss on sale of investment.

Foreign Currency Denominated Defined Benefit Plans

We have a contributory defined benefit plan that covers certain employees in the U.K., which is closed to new entrants and frozen with respect to future benefit accruals. The retirement benefit is based on the final average compensation and service of each eligible employee. December 31 is our annual measurement date, and on the measurement date, defined benefit plan assets are determined based on fair value. Defined benefit plan assets consist primarily of high quality corporate bonds and stocks that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability. The net pension and supplemental retirement benefit obligations and the related periodic costs are based on, among other things, assumptions of the discount rate, estimated return on plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses.

As of December 31, 2017, the plan was underfunded and a liability of approximately $31.8 million was reflected in our consolidated financial statements as a noncurrent liability. The amount recognized in accumulated other comprehensive income was a net loss of $44.0 million. If the British Pound Sterling were to (weaken) or strengthen by 1.0% against the U.S. dollar, we would experience currency translation liability (decrease) or increase of less than $1 million. The weighted-average discount rate assumption used to determine benefit obligations as of December 31, 2017 was 2.6%. A 0.2% increase/(decrease) in the discount rate used to calculate the net period benefit cost for the year would reduce/increase annual benefit cost by less than $0.5 million. A 0.2% increase/(decrease) in the discount rate used to calculate the year-end projected benefit obligation would increase/(decrease) the year–end projected benefit obligation by approximately $6.4 million. The expected return on plan assets is determined based on historical and expected future returns of the various assets classes and as such, each 1.0% increase/(decrease) in the expected rate of return assumption would increase/(decrease) the net period benefit cost by approximately $1.3 million. The asset value of the defined benefit plan has been volatile in recent years due primarily to wide fluctuations in the U.K. equity markets and bond markets. See "Risk Factors - *Changes in actuarial assumptions for our defined benefit plan could increase the volatility of the plan's asset value, require us to increase cash contributions to the plan and have a negative impact on our cash flows, operating results and financial condition*" in Part I, Item 1A of this Annual Report for additional information.

Interest Rate Risk

We have credit facilities with financial institutions in the U.S., Asia and Europe as well as other debt instruments with interest rates equal to LIBOR or similar indices plus a negotiated margin. A rise in interest rates could have an adverse impact upon our cost of working capital and our interest expense. Through the use of financial instruments, we have hedged $220.0 million of our floating rate debt. As a matter of policy, we do not enter into derivative transactions for speculative purposes. As of December 31, 2017, our outstanding principal debt included $268.8 million outstanding under our revolving senior credit facility and term loan, $1.3 million outstanding under foreign long term liabilities and $0.9 million used for import and export guarantees and bank acceptance notes. Based on our debt balances at December, 31, 2017, an increase or decrease in interest rates by 1.0% for the year on our credit facilities would increase or decrease our annual interest rate expense by less than $1.0 million, net of the amounts realized from our interest rate swaps. See "Risk Factors," – "*We are subject to interest rate risk that could have an adverse effect on our cost of working capital and interest expenses, which could adversely affect our business, operating results and financial condition*" in Part I, Item 1A of this Annual Report for additional information.

Political Risk

We have a significant portion of our assets in mainland China, Taiwan and the U.K. The possibility of political conflict between any of these countries or with the U.S. could have a material adverse impact upon our ability to transact business through these important business channels and to generate profits. See "Risk Factors" – *Risks Related to our International Operations*" in Part I, Item 1A of this Annual Report for additional information.

Inflation Risk

Inflation did not have a material effect on net sales or net income in fiscal year 2017. A significant increase in inflation could affect future performance.

Credit Risk

The success of our business depends, among other factors, on the strength of the global economy and the stability of the financial markets, which in turn affect our customers' demand for our products, the ability of our customers to meet their payment obligations, the likelihood of customers canceling or deferring existing orders and the strength of consumer demand for items containing our products in the end-markets we serve. We provide credit to customers in the ordinary course of business and perform ongoing credit evaluations, while at times providing extended terms. We believe that our exposure to concentrations of credit risk with respect to trade receivables is largely mitigated by dispersion of our customers over various geographic areas, operating primarily in electronics manufacturing and distribution. We believe our allowance for doubtful accounts is sufficient to cover customer credit risks.

Item 8. Financial Statements and Supplementary Data.

See Part IV, Item 15 "Exhibits and Financial Statement Schedules" for our consolidated financial statements and the notes and schedules thereto filed as part of this Annual Report.

Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.

Not Applicable.

Item 9A. **Controls and Procedures.**

Disclosure Controls and Procedures

Our Chief Executive Officer, Keh-Shew Lu, and Chief Financial Officer, Richard D. White, with the participation of our management, carried out an evaluation as of December 31, 2017 of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934, as amended). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer believe that, as of the end of the period covered by this report, our disclosure controls and procedures are effective at the reasonable assurance level to ensure that information required to be included in this report is:

- recorded, processed, summarized and reported within the time period specified in the Commission’s rules and forms and
- accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding disclosure.

Disclosure controls and procedures, no matter how well designed and implemented, can provide only reasonable assurance of achieving an entity’s disclosure objectives. The likelihood of achieving such objectives is affected by limitations inherent in disclosure controls and procedures. These include the fact that human judgment in decision-making can be faulty and that breakdowns in internal control can occur because of human failures such as simple errors, mistakes or intentional circumvention of the established processes.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer and implemented by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”).

Our internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of ours are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including our Chief Executive Officer and the Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). This evaluation included review of the documentation of controls, testing of operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2017.

The effectiveness of our internal control over financial reporting as of December 31, 2017 has been audited by Moss Adams LLP, an independent registered public accounting firm, as stated in their report which appears in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting, known to the Chief Executive Officer or the Chief Financial Officer, that occurred during the last fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. **Other Information.**

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information concerning our directors, executive officers and corporate governance is incorporated herein by reference from the section entitled "Proposal One – Election of Directors" contained in our definitive proxy statement to be filed pursuant to Section 14(a) of the Securities Exchange Act of 1934 within 120 days after our fiscal year end of December 31, 2017, for our annual stockholders' meeting for 2018 (the "Proxy Statement").

We have adopted a code of ethics that applies to our Chief Executive Officer and senior financial officers. The code of ethics has been posted on our website under the Corporate Governance portion of the Investor Relations section at www.diodes.com. We intend to satisfy disclosure requirements regarding amendments to, or waivers from, any provisions of our code of ethics on our website.

Item 11. Executive Compensation.

The information concerning executive compensation is incorporated herein by reference from the sections entitled "Compensation Discussion and Analysis," "Executive Compensation," and "Compensation Committee Interlocks and Insider Participation" contained in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information concerning the security ownership of certain beneficial owners and management and related stockholder matters is incorporated herein by reference from the sections entitled "General Information – Security Ownership of Certain Beneficial Owners and Management," and "Executive Compensation - Equity Compensation Plan Information" contained in the Proxy Statement.

Item 13. Certain Relationships, Related Transactions and Director Independence.

The information concerning certain relationships, related transactions and director independence is incorporated herein by reference from the sections entitled "Corporate Governance – Certain Relationships and Related Person Transactions" and "Corporate Governance – Director Independence" and "Proposal One – Election of Directors" contained in the Proxy Statement.

Item 14. Principal Accounting Fees and Services.

The information concerning our principal accountant's fees and services is incorporated herein by reference from the section entitled "Ratification of the Appointment of Independent Registered Public Accounting Firm" contained in the Proxy Statement.

PART IV

Item 15. **Exhibits, Financial Statement Schedules.**

(a) **Financial Statements and Schedules**

Our consolidated financial statements are as set forth under Item 8 of this report on Form 10-K.

(1) Financial statements:

(2) Schedules:

None

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements and note thereto.

(b) **Exhibits**

The exhibits listed on the Index to Exhibits are filed as exhibits or incorporated by reference to this Annual Report.

(c) **Financial Statements of Unconsolidated Subsidiaries and Affiliates**

Not Applicable.

Item 16. Form 10-K Summary.

None

Report of Independent Registered Public Accounting Firm

To the stockholders and the Board of Directors of
Diodes Incorporated

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Diodes Incorporated and Subsidiaries (the "Company") as of December 31, 2017 and 2016, the related consolidated statements of income, comprehensive (loss) income, equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2017 and 2016, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting included in Item 9A. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Moss Adams LLP

We have served as the Company's auditor since 1993.

Los Angeles, California
February 19, 2018

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	December 31, 2017	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	$ 203,820	$ 247,802
Short-term investments	4,558	29,842
Accounts receivable, net of allowances of $4,480 and $2,141 at December 31, 2017 and December 31, 2016, respectively	200,112	217,217
Inventories	216,506	193,483
Prepaid expenses and other	37,328	44,438
Total current assets	662,324	732,782
Property, plant and equipment, net	459,169	401,988
Deferred income tax	40,580	56,047
Goodwill	134,187	129,412
Intangible assets, net	156,445	174,876
Other	35,968	33,447
Total assets	$ 1,488,673	$ 1,528,552
Liabilities		
Current liabilities:		
Line of credit	$ 1,008	$ -
Accounts payable	108,001	87,600
Accrued liabilities	99,301	71,562
Income tax payable	18,216	11,855
Current portion of long-term debt	20,636	14,356
Total current liabilities	247,162	185,373
Long-term debt, net of current portion	247,492	413,126
Deferred tax liabilities	25,176	28,213
Other long-term liabilities	94,925	81,373
Total liabilities	614,755	708,085
Commitments and contingencies (See Note 16)		
Stockholders' equity		
Preferred stock - par value $1.00 per share; 1,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock - par value $0.66 2/3 per share; 70,000,000 shares authorized; 49,130,090 and 48,219,376, issued and outstanding at December 31, 2017 and December 31, 2016, respectively	33,727	32,919
Additional paid-in capital	386,338	354,574
Retained earnings	532,687	530,215
Treasury stock, at cost, 1,457,206 and 1,157,206 shares held at December 31, 2017 and December 31, 2016, respectively	(37,768)	(29,023)
Accumulated other comprehensive loss	(83,480)	(112,666)
Total stockholders' equity	831,504	776,019
Noncontrolling interest	42,414	44,448
Total equity	873,918	820,467
Total liabilities and stockholders' equity	$ 1,488,673	$ 1,528,552

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	Twelve Months Ended December 31,		
	2017	**2016**	**2015**
Net sales	$ 1,054,204	$ 942,162	$ 848,904
Cost of goods sold	697,428	655,239	600,321
Gross profit	356,776	286,923	248,583
Operating expenses			
Selling, general and administrative	167,639	158,256	139,245
Research and development	77,877	69,937	57,027
Amortization of acquisition related intangible assets	18,798	20,478	8,596
Impairment of fixed assets	2,211	114	1,672
Restructuring	10,137	12	-
Other operating expenses	(246)	70	(59)
Total operating expenses	276,416	248,867	206,481
Income from operations	80,360	38,056	42,102
Other (expense)/income			
Interest income	1,475	1,357	1,006
Interest expense	(13,448)	(13,257)	(4,232)
Gain on securities carried at fair value	-	-	400
Foreign currency (loss) gain, net	(7,995)	2,171	1,257
Impairment of cost-basis investment	-	(3,218)	-
Other income (expense)	2,199	(74)	62
Total other (expense) income	(17,769)	(13,021)	(1,507)
Income before income taxes and noncontrolling interest	62,591	25,035	40,595
Income tax provision	62,325	6,558	14,082
Net income	266	18,477	26,513
Less: net (income) loss attributable to noncontrolling interest	(2,071)	(2,542)	(2,239)
Net (loss) income attributable to common stockholders	$ (1,805)	$ 15,935	$ 24,274
(Loss) earnings per share attributable to common stockholders			
Basic	$ (0.04)	$ 0.33	$ 0.50
Diluted	$ (0.04)	$ 0.32	$ 0.49
Number of shares used in computation			
Basic	48,824	48,597	48,210
Diluted	48,824	49,789	49,500

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(In thousands)

	Twelve Months Ended December 31,		
	2017	**2016**	**2015**
Net income	$ 266	$ 18,477	$ 26,513
Unrealized (loss) gain on defined benefit plan, net of tax	(4,897)	(7,777)	4,399
Unrealized gain on interest rate swap, net of tax	1,018	1,506	-
Unrealized foreign currency gain (loss), net of tax	33,065	(21,979)	(20,413)
Comprehensive income (loss)	29,452	(9,773)	10,499
Less: Comprehensive income attributable to noncontrolling interest	(2,071)	(2,542)	(2,239)
Total comprehensive income (loss) attributable to common stockholders	$ 27,381	$ (12,315)	$ 8,260

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(In thousands)

(Amounts in thousands)	Common stock Shares	Common stock Amount	Treasury stock Shares	Treasury stock Amount	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total Diodes Incorporated Stockholders' equity	Noncontrolling interest	Total equity
Balance, December 31, 2014	47,591	31,729	-	-	314,942	490,006	(68,402)	768,275	41,892	810,167
Total comprehensive income	-	-	-	-	-	24,274	(16,014)	8,260	2,239	10,499
Acquisition of noncontrolling interest	-	-	-	-	-	-	-	-	3,521	3,521
Common stock issued for share-based plans	1,023	675	-	-	9,523	-	-	10,198	-	10,198
Net excess tax benefit from share-based compensation	-	-	-	-	(4,029)	-	-	(4,029)	-	(4,029)
Stock buyback	-	-	(466)	(11,009)	-	-	-	(11,009)	-	(11,009)
Share-based compensation	-	-	-	-	18,970	-	-	18,970	-	18,970
Restricted awards related to Pericom acquisition	-	-	-	-	4,680	-	-	4,680	-	4,680
Balance, December 31, 2015	48,614	$ 32,404	(466)	$ (11,009)	$ 344,086	$ 514,280	$ (84,416)	$ 795,345	$ 47,652	$ 842,997
Total comprehensive income	-	-	-	-	-	15,935	(28,250)	(12,315)	2,542	(9,773)
Dividends to noncontrolling interest	-	-	-	-	-	-	-	-	(5,746)	(5,746)
Common stock issued for share-based plans	762	515	-	-	(395)	-	-	120	-	120
Net excess tax benefit from share-based compensation	-	-	-	-	(567)	-	-	(567)	-	(567)
Stock buyback	-	-	(691)	(18,014)	-	-	-	(18,014)	-	(18,014)
Share-based compensation	-	-	-	-	13,978	-	-	13,978	-	13,978
Tax related to net share settlement	-	-	-	-	(2,528)	-	-	(2,528)	-	(2,528)
Balance, December 31, 2016	49,376	$ 32,919	(1,157)	$ (29,023)	$ 354,574	$ 530,215	$ (112,666)	$ 776,019	$ 44,448	$ 820,467
Total comprehensive income	-	-	-	-	-	(1,805)	29,186	27,381	2,071	29,452
Noncontrolling interests	-	-	-	-	(165)	-	-	(165)	641	476
Dividends to noncontrolling interest	-	-	-	-	-	-	-	-	(4,746)	(4,746)
Adoption of new accounting standard, ASU 2016-09	-	-	-	-	771	4,277	-	5,048	-	5,048
Common stock issued for share-based plans	1,211	808	-	-	12,798	-	-	13,606	-	13,606
Stock buyback	-	-	(300)	(8,745)	-	-	-	(8,745)	-	(8,745)
Share-based compensation	-	-	-	-	18,638	-	-	18,638	-	18,638
Tax related to net share settlement	-	-	-	-	(278)	-	-	(278)	-	(278)
Balance, December 31, 2017	50,587	$ 33,727	(1,457)	$ (37,768)	$ 386,338	$ 532,687	$ (83,480)	$ 831,504	$ 42,414	$ 873,918

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Twelve Months Ended December 31,		
	2017	2016	2015
Operating Activities			
Net income	$ 266	$ 18,477	$ 26,513
Adjustments to reconcile net income to net cash provided by operating activities, net of effects of acquisitions:			
Depreciation	76,883	78,482	71,504
Amortization of intangibles	18,798	20,483	8,596
Amortization of debt issuance costs	514	1,889	660
Share-based compensation	18,609	14,029	18,970
Excess tax benefit from share-based compensation	-	(1,078)	(829)
(Gain) loss on disposal of property, plant and equipment	1,969	1,091	1,440
(Gain) on securities carried at fair value	-	-	(400)
Deferred income taxes	25,326	(15,978)	1,484
Other	(1,814)	1,811	(135)
Changes in operating assets:			
Accounts receivable	22,261	533	(9,710)
Inventories	(17,199)	5,176	(2,165)
Prepaid expenses and other current assets	1,494	2,456	12,115
Changes in operating liabilities:			
Accounts payable	17,313	2,640	(8,617)
Accrued liabilities	13,079	(3,158)	8,365
Other liabilities	4,495	(8,623)	(1,015)
Income taxes (refundable) payable	(871)	6,512	(8,665)
Net cash provided by operating activities	181,123	124,742	118,111
Investing Activities			
Acquisitions, net of cash acquired	-	-	(348,887)
(Increase) decrease in restricted cash	624	(944)	786
Purchases of short-term investments	(12,205)	(23,459)	(57,878)
Sales of short-term investments	38,600	56,168	75,834
Purchases of equity securities	-	-	(4,553)
Proceeds from sale of equity securities	-	-	8,652
Purchases of property, plant and equipment	(111,161)	(58,549)	(133,244)
Proceeds from sales of property, plant and equipment	1,219	156	143
Subsidies and grants	6,968	-	380
Other	(2,332)	(723)	(679)
Net cash used in investing activities	(78,287)	(27,351)	(459,446)
Financing Activities			
Advance on lines of credit and short-term debt	3,375	9,000	1,228
Repayments on lines of credit and short-term debt	(2,391)	(9,000)	(4,287)
Taxes related to net share settlement	-	(2,528)	-
Net proceeds from the issuance of common stock	13,606	120	10,192
Excess taxes (paid) benefit from share-based compensation	(278)	1,078	829
Proceeds from long-term debt	44,500	43,500	391,200
Debt issuance costs	(111)	(2,045)	(1,270)
Repayments of long-term debt	(204,374)	(79,913)	(65,986)
Repayments of capital lease obligations	(587)	(19)	(218)
Purchase of treasury stock	(8,745)	(18,014)	(11,009)
Dividend distribution to noncontrolling interest	(5,754)	(4,869)	-
Other	2,575	(768)	683
Net cash provided by (used in) financing activities	(158,184)	(63,458)	321,362
Effect of exchange rate changes on cash and cash equivalents	11,366	(4,566)	(4,592)
(Decrease) increase in cash and cash equivalents	(43,982)	29,367	(24,565)
Cash and cash equivalents, beginning of year	247,802	218,435	243,000
Cash and cash equivalents, end of year	$ 203,820	$ 247,802	$ 218,435

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(In thousands)

	Twelve Months Ended December 31,		
	2017	**2016**	**2015**
Supplemental Cash Flow Information			
Cash paid during the year for:			
Interest	$ 13,547	$ 11,708	$ 2,799
Income taxes	$ 30,447	$ 17,099	$ 17,229
Non-cash activities:			
(Increase) decrease property, plant and equipment purchased on accounts payable	$ (14,081)	$ 6,393	$ (4,498)
Decrease (increase) in dividend accrued for noncontrolling interest	$ 1,008	$ (1,008)	$ -
Share-based awards issued for Pericom acquisition	$ -	$ -	$ (4,680)
Acquisition:			
Fair value of assets acquired	$ -	$ -	$ 496,625
Fair value of liabilities assumed	-	-	(88,284)
Less cash acquired	-	-	(54,774)
Net assets acquired	$ -	$ -	$ 353,567

The accompanying notes are an integral part of these consolidated financial statements.

Note 1 – SUMMARY OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

Nature of operations – Diodes Incorporated and its subsidiaries (collectively, the “Company” or “we” or “our”) is a leading global manufacturer and supplier of high-quality application specific standard products within the broad discrete, logic, analog and mixed-signal semiconductor markets. Diodes serves the consumer electronics, computing, communications, industrial, and automotive markets. Diodes’ products include diodes, rectifiers, transistors, MOSFETs, protection devices, function-specific arrays, 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 and Milpitas, California. Design, marketing, and engineering centers are located in Plano; Milpitas; Taipei, Taiwan; Taoyuan City, Taiwan; Zhubei City, Taiwan; Manchester, England; and Neuhaus, Germany. Diodes’ wafer fabrication facilities are located in Manchester and Shanghai, China. Diodes has assembly and test facilities located in Shanghai, Jinan, Chengdu, and Yangzhou, China, as well as in Hong Kong, Neuhaus and 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. Our products are sold primarily throughout Asia, North America and Europe. During 2017, we shut down and transferred our wafer fabrication operation located in Lee’s Summit, MO, (“KFAB”) to other Company-owned wafer fabrication plants and external foundries. See Note 18 below for additional information related to the KFAB shutdown.

On November 24, 2015 we acquired Pericom Semiconductor Corporation. Pericom designs, develops and markets high-performance integrated circuits (“ICs”) and frequency control products (“FCPs”) used in many of today’s advanced electronic systems. ICs include functions that support the connectivity, timing and signal conditioning of high-speed parallel and serial protocols that transfer data among a system’s microprocessor, memory and various peripherals, such as displays and monitors, and between interconnected systems. FCPs are electronic components that provide frequency references such as crystals and oscillators for computer, communication and consumer electronic products. Analog, digital and mixed-signal ICs, together with FCPs enable higher system bandwidth and signal quality, resulting in better operating reliability, signal integrity, and lower overall system cost in applications such as notebook computers, servers, network switches and routers, storage area networks, digital TVs, cell phones, GPS and digital media players. Analog, digital and mixed-signal ICs, together with FCPs enable higher system bandwidth and signal quality, resulting in better operating reliability and signal integrity, and lower overall system cost in applications such as notebook computers, servers, network switches and routers, storage area networks, digital TVs, cell phones, GPS and digital media players.

Principles of consolidation – The consolidated financial statements include the accounts of Diodes Incorporated, its wholly-owned subsidiaries and its controlled majority-owned subsidiaries. We account for equity investments in companies over which we have the ability to exercise significant influence, but do not hold a controlling interest, under the equity method, and we record our proportionate share of income or losses in interest and other, net in the consolidated statements of income. All significant intercompany balances and transactions have been eliminated.

Use of estimates – The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America (“GAAP”) requires that management make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The level of uncertainty in estimates and assumptions increases with the length of time until the underlying transactions are completed. Actual results may differ from these estimates in amounts that may be material to the consolidated financial statements and accompanying notes.

Revenue recognition – Net sales (revenue) are recognized when there is persuasive evidence that an arrangement exists, when delivery has occurred, when the price to the buyer is fixed or determinable and when collectability of the receivable is reasonably assured. These elements are met when title to the products is passed to the buyers, which is generally when product is shipped to the customers. Generally, we recognize net sales upon shipment to manufacturers (direct ship) as well as upon sales to distributors using the “sell in” model, which is when product is shipped to the distributors (point of purchase).

Certain customers have limited rights of return and/or are entitled to price adjustments on products held in their inventory or upon sale to their end customers. We reduce net sales in the period of sale for estimates of product returns, distributor price adjustments and other allowances. Our reserve estimates are based upon historical data as well as projections of sales, distributor inventories, price adjustments, average selling prices and market conditions.

We record allowances/reserves for the following items: (i) ship and debit, which arise when we, from time to time based on market conditions, issue credit to certain distributors upon their shipments to their end customers; (ii) stock rotation, which are contractual obligations that permit certain distributors, up to four times a year, to return a portion of their inventory based on historical shipments to them in exchange for an equal and offsetting order; and (iii) price protection, which arise when market conditions cause average selling prices to decrease and we issue credit to certain distributors on their inventory.

Ship and debit reserves are recorded as a reduction to net sales with a corresponding reduction to accounts receivable. Stock rotation reserves are recorded as a reduction to net sales with a corresponding reduction to cost of goods sold for the estimated cost of inventory that is expected to be returned. Price protection reserves are recorded as a reduction to net sales with a corresponding increase in accrued liabilities. Net sales are reduced in the period of sale for estimates of product returns and other allowances including distributor adjustments, which were approximately $158.1 million, $132.9 million and $113.5 million in 2017, 2016 and 2015, respectively.

Product warranty – We generally warrant our products for a period of one year from the date of sale. Historically, warranty expense has not been material.

Cash, cash equivalents, and short-term investments – We consider all highly liquid investments with maturity of three months or less at the date of purchase to be cash equivalents. We currently maintain substantially all of our day-to-day operating cash balances with major financial institutions. We hold short-term investments consisting of time deposits, which are highly liquid with maturity dates greater than three months at the date of purchase. Generally, we can access these investments in a relatively short amount of time but in doing so we generally forfeit a portion of interest income. See Note 2 below for additional information regarding fair value of financial instruments.

Allowance for doubtful accounts – We evaluate the collectability of our accounts receivable based upon a combination of factors, including the current business environment and historical experience. If we are aware of a customer's inability to meet its financial obligations, we record an allowance to reduce the receivable to the amount we reasonably believe will be collected from the customer. For all other customers, we record an allowance based upon the amount of time the receivables are past due. If actual accounts receivable collections differ from these estimates, an adjustment to the allowance may be necessary with a resulting effect on operating expense. Accounts receivable are presented net of valuation allowance, which were approximately $4.5 million in 2017 and $2.1 million 2016.

Inventories – Inventories are stated at the lower of cost or net realizable value. Cost is determined principally by the first-in, first-out method. Cost includes materials, labor, and manufacturing overhead related to the purchase and production of inventories. Any write-down of inventory to the lower of cost or net realizable value at the close of a fiscal period creates a new cost basis that subsequently would not be marked up based on changes in underlying facts and circumstances. On an on-going basis, we evaluate inventory for obsolescence and slow-moving items. This evaluation includes analysis of sales levels, sales projections, and purchases by item, as well as raw material usage related to our manufacturing facilities. If our review indicates a reduction in utility below carrying value, we reduce inventory to a new cost basis. If future demand or market conditions are different than our current estimates, an inventory adjustment to write down inventory may be required, and would be reflected in cost of goods sold in the period the revision is made.

Property, plant and equipment – Purchased property, plant and equipment is recorded at historical cost, and property, plant and equipment acquired in a business combination is recorded at fair value on the date of acquisition. Property, plant and equipment is depreciated using straight-line methods over the estimated useful lives, which range from 20 to 55 years for buildings and 3 to 10 years for machinery and equipment. The estimated lives of leasehold improvements range from 3 to 5 years, and are amortized over the shorter of the remaining lease term or their estimated useful lives.

Goodwill and other indefinite lived intangible assets – Goodwill and indefinite lived assets are tested for impairment on an annual basis or when an event or changes in circumstances indicate that its carrying value may not be recoverable. Goodwill impairment is tested at the reporting unit level, which is defined as an operating segment or one level below the operating segment. Diodes has one operating segment. No goodwill impairment occurred in 2017, 2016, or 2015. Goodwill is reviewed for impairment using either a qualitative assessment or a quantitative goodwill impairment test. If we choose to perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. When we perform the quantitative goodwill impairment test, we compare fair value to carrying value, which includes goodwill. If fair value of exceeds carrying value, the goodwill is not considered impaired. If the carrying value is higher than the fair value, the difference would be recognized as an impairment loss.

Impairment of long-lived assets – Our long-lived assets are reviewed whenever events or changes in circumstances indicate that the carrying value may not be recoverable. We consider assets to be impaired if the carrying value exceeds the undiscounted projected cash flows from operations. If impairment exists, the assets are written down to fair value or to the projected discounted cash flows from related operations. As of December 31, 2017, we expect the remaining carrying value of assets to be recoverable. During 2017 we had recognized an impairment of long-lived assets related to the KFAB fixed assets. See Note 18 below for additional information related to the KFAB shut down.

Business combinations – The Company recognizes all (and only) the assets acquired and liabilities assumed in the transaction and establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions prescribe, among other things, the determination of acquisition-date fair value of consideration paid in a business combination (including contingent consideration) and the exclusion of transaction and acquisition-related restructuring costs from acquisition accounting. During the normal course of business the Company makes acquisitions. In the event that an individual acquisition (or an aggregate of acquisitions) is material, appropriate disclosure of such acquisition activity is provided. See Note 19 for additional information regarding business combinations.

Income taxes – Income taxes are accounted for using an asset and liability approach whereby deferred tax assets and liabilities are recorded for differences in the financial reporting bases and tax bases of our assets and liabilities. If it is more likely than not that some portion of deferred tax assets will not be realized, a valuation allowance is recorded.

GAAP prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Tax positions shall initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions shall initially and subsequently be measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and all relevant facts. All deferred income taxes are classified as noncurrent assets or noncurrent liabilities on the consolidated balance sheet as of December 31, 2017 and 2016, respectively.

The Tax Cuts and Jobs Act (the “Tax Act”) was enacted on December 22, 2017. The Tax Act reduces the U.S. federal corporate tax rate from 35% to 21%, requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, provides an exemption from U.S. federal tax for dividends received from foreign subsidiaries, and creates new taxes on certain foreign sourced earnings. As of the completion of these financial statements and related disclosures, we have not completed our accounting for the tax effects of the Tax Act; however, as described below, we have made a reasonable estimate of such effects and recorded a provisional tax expense of approximately $45.9 million, which is included as a component of income tax expense from continuing operations in the fourth quarter of 2017. This provisional tax expense incorporates assumptions made based upon the Company’s current interpretation of the Tax Act, and may change as we receive additional clarification and implementation guidance and as the interpretation of the Tax Act evolves. In accordance with SEC Staff Accounting Bulletin No. 118, the Company will finalize the accounting for the effects of the Tax Act no later than the fourth quarter of 2018. Future adjustments made to the provisional effects will be reported as a component of income tax expense from continuing operations in the reporting period in which any such adjustments are determined. See Note 11 for additional information.

Research and development costs – Internally-developed research and development costs are expensed as incurred. Acquired in-process research and development (“IPR&D”) is capitalized as an indefinite-lived intangible asset and evaluated periodically for impairment. When the project is completed, an expected life is determined and the IPR&D is amortized as an expense over the expected life.

Shipping and handling costs – Shipping and handling costs for products shipped to customers, which are included in selling, general and administrative expenses, were approximately $15.2 million, $14.2 million and $8.3 million for the twelve months ended December 31, 2017, 2016 and 2015, respectively.

Concentration of credit risk – Financial instruments, which potentially subject us to concentrations of credit risk, include trade accounts receivable. Credit risk is limited by the dispersion of our customers over various geographic areas, operating primarily in electronics manufacturing and distribution. We perform on-going credit evaluations of our customers, and generally require no collateral. Historically, credit losses have not been significant.

We currently maintain substantially all of our day-to-day cash balances and short-term investments with major financial institutions. Cash balances are usually in excess of Federal and/or foreign deposit insurance limits.

Derivative instruments and hedging activities - The Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain of its risk, even though hedge accounting does not apply or the Company elects not to apply hedge accounting. We maintain derivative financial instruments with major financial institutions of investment grade credit rating and monitor the amount of credit exposure to any one issuer. We believe there are no significant concentrations of risk associated with our derivative financial instruments.

Valuation of financial instruments – The carrying value of our financial instruments, including cash and cash equivalents, short-term investments, accounts receivable, accounts payable, credit line, and long-term debt approximate fair value due to their current market conditions, maturity dates and other factors.

Earnings per share – Basic earnings per share is calculated by dividing net earnings attributable to common stockholders by the weighted-average number of shares of Common Stock outstanding during the period. Diluted earnings per share is calculated similarly but includes potential dilution from the exercise of stock options and stock awards, except when the effect would be anti-dilutive. Earnings per share are computed using the "treasury stock method."

For the twelve months ended December 31, 2017, 2016 and 2015, options and share grants outstanding totaling approximately 3.5 million shares, 1.4 million shares and 1.4 million shares have been excluded from the computation of diluted earnings per share because their effect was anti-dilutive.

	Twelve Months Ended December 31,		
	2017	2016	2015
Earnings (numerator)			
Net (loss) income attributable to common stockholders	$ (1,805)	$ 15,935	$ 24,274
Shares (denominator)			
Weighted average common shares outstanding (basic)	48,824	48,597	48,210
Dilutive effect of stock options and stock awards outstanding	-	1,192	1,290
Adjusted weighted average common shares outstanding (diluted)	48,824	49,789	49,500
(Loss) earnings per share attributable to common stockholders			
Basic	$ (0.04)	$ 0.33	$ 0.50
Diluted	$ (0.04)	$ 0.32	$ 0.49

Share-based compensation – We use the Black-Scholes-Merton model to determine the fair value of stock options on the date of grant and recognize compensation expense for stock options on a straight-line basis. Restricted stock grants are measured based on the fair market value of the underlying stock on the date of grant and compensation expense is recognized on a straight-line basis over the requisite four-year service period.

The amount of compensation expense recognized using the Black-Scholes-Merton model requires us to exercise judgment and make assumptions relating to the factors that determine the fair value of our stock option grants. The fair value calculated by this model is a function of several factors, including the grant price, the expected future volatility, the expected term of the option and the risk-free interest rate of the option. The expected term and expected future volatility of the options require judgment. In addition, we are required to estimate the expected forfeiture rate and only recognize expense for those stock options expected to vest. We estimate the forfeiture rate based on historical experience, and to the extent our actual forfeiture rate is different from our estimate, share-based compensation expense is adjusted accordingly.

Treasury stock – Under a program authorized by our board of directors we have purchased shares of our common stock. These shares are recorded as treasury stock, at cost, as a reduction to stockholder' equity.

Functional currencies and foreign currency translation – We translate the assets and liabilities of our non-U.S. dollar functional currency subsidiaries into U.S. dollars using exchange rates on the balance sheet date. Net sales and expense for these subsidiaries are translated at the weighted-average exchange rate during the period presented. Resulting translation adjustments are recorded as a separate component of accumulated other comprehensive income or loss within stockholders' equity in the consolidated balance sheets. Included in other income are foreign exchange (losses) and gains of $(8.0) million, $2.2 million and $1.3 million for the twelve months ended December 31, 2017, 2016 and 2015, respectively.

Defined benefit plan – We maintain pension plans covering certain of our employees in the U.K. The overfunded or underfunded status of pension and postretirement benefit plans are recognized on the balance sheet. Actuarial gains and losses, and prior service costs or credits, are recognized in other comprehensive income (loss), net of tax effects, until they are amortized as a component of net periodic benefit cost. For financial reporting purposes, the net pension and supplemental retirement benefit obligations and the related periodic pension costs are calculated based upon, among other things, assumptions of the discount rate for plan obligations, estimated return on pension plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses. The expected long-term return on plan assets was determined based on historical and expected future returns of the various asset classes. The plan's investment policy includes a mandate to diversify assets and invest in a variety of asset classes to achieve its expected long-term return and is currently invested in a variety of funds representing most standard equity and debt security classes. Trustees of the plan may make changes at any time.

Investment in joint ventures – Investment in joint ventures over which we have the ability to exercise significant influence and that, in general, are at least 20 percent owned are accounted for using the equity method of accounting. These investments are evaluated for impairment, in which an impairment loss would be recorded whenever a decline in the value of an equity investment below its carrying amount is determined to be "other than temporary." In judging "other than temporary," we consider the length of time and extent to which the fair value of the investment has been less than the carrying amount of the investment, the near-term and longer-term operating and financial prospects of the investee, and our longer-term intent of retaining the investment in the investee.

Noncontrolling interest - Noncontrolling interest primarily relates to the minority investors' share of the earnings of certain China and Taiwan subsidiaries. Noncontrolling interests are a separate component of equity and not a liability. Increases or decreases in noncontrolling interest, due to changes in our ownership interest of the subsidiaries that leave control intact, are recorded as equity transactions. The noncontrolling interest in our subsidiaries and their equity balances are reported separately in the consolidated financial statements, and activities of these subsidiaries are included therein.

Contingencies – From time to time, we may be involved in a variety of legal matters that arise in the normal course of business. Based on information available, we evaluate the likelihood of potential outcomes. We record and disclose the appropriate liability when the amount is deemed probable and reasonably estimable. In addition, we do not accrue for estimated legal fees and other directly related costs as they are expensed as incurred.

Comprehensive income (loss) – GAAP generally requires that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities are reported as separate components of the equity section of the consolidated balance sheet, such items, along with net income, are components of comprehensive income or loss. The components of accumulated other comprehensive income or loss include foreign currency translation adjustments and unrealized gain or loss on defined benefit plan. Accumulated other comprehensive loss was approximately $83.5 million, $112.7 million and $84.4 million at December 31, 2017, 2016 and 2015, respectively.

There is no income tax expense or benefit associated with each component of comprehensive income. As of December 31, the accumulated balance for each component of comprehensive income is as follows:

		2017		2016
Unrealized foreign currency losses	$	(42,010)	$	(75,075)
Unrealized gain on interest rate swap, net of tax	$	2,524	$	1,506
Unrealized loss on defined benefit plan	$	(43,994)	$	(39,097)

Reclassifications – Certain immaterial amounts from prior periods have been reclassified to conform to the current years' presentation.

Recently Accounting Pronouncements - The Financial Accounting Standards Board ("FASB") issued the following Accounting Standards Updates ("ASU") which could have potential impact to the Company's financial statements:

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This standard provides a single set of guidelines for revenue recognition to be used across all industries and requires additional disclosures. It is effective for annual and interim reporting periods beginning after December 15, 2017. We will adopt this standard in the first quarter of 2018, and will apply the standard using the modified retrospective method. Further, we will elect the following applicable practical expedients;

- Recognize the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity otherwise would have recognized is one year or less;
- Use the portfolio approach, in estimating variable consideration, which specifies the accounting for an individual contract with a customer;
- Continue to expense shipping and handling as fulfillment activities; and
- Continue to exclude sales taxes from the transaction price.

Our key revenue streams are Distribution and Original Equipment Manufacturer ("OEM") sales, that combined comprise the majority of our business. The current pattern of revenue recognition for these revenue streams is point-in-time, and that will not change upon the adoption of the new standard. Further, we have identified a number of variable consideration components within our contracts with customers, and have determined there will be no related impact. We have also determined that the impact of accounting for costs incurred to obtain a contract is immaterial. The adoption of this standard will not have a material effect on our consolidated financial statements, but will require the Company to provide additional and revised disclosures beginning with our Form 10-Q filing for the first quarter of 2018.

ASU No. 2016-02, *Leases (Topic 842) ("ASU 2016-02")* - In February 2016, the FASB issued ASU 2016-02, which amends the accounting treatment for leases. The amendments are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2016-02 may have on its consolidated financial statements and has not elected early adoption as of the period ended December 31, 2017. During the second quarter of 2017 we engaged outside accounting consultants to assist us in the implementation of this new standard. The Company is in the process of assessing its outstanding leases.

ASU No. 2016-09, *Compensation—Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting* - In March 2016, the FASB issued guidance to simplify the accounting for share-based payment transactions by requiring all excess tax benefits and deficiencies to be recognized in income tax expense or benefit in earnings, thus eliminating the requirement to classify the excess tax benefit and deficiencies as additional paid-in capital. Under the new guidance, an entity makes an accounting policy election to either estimate the expected forfeiture awards or account for forfeitures as they occur. We adopted ASU No. 2016-09 during the first quarter of 2017 and as a result will account for forfeitures as they occur. The effect of the adoption related to the income tax portion was an increase of $4.8 million to retained earnings and to deferred income tax assets. The effect of the adoption related to forfeitures was an increase to additional paid in capital of $0.8 million, an increase to deferred tax assets of $0.3 million and a decrease to retained earnings of $0.5 million.

ASU No. 2017-09, *Compensation – Stock Compensation (Topic 718) Scope of Modification Accounting* - In May 2017, the FASB issued guidance to clarify when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. The guidance is effective prospectively for all companies for annual periods beginning on or after December 15, 2017. Early adoption is permitted. We early adopted this standard in the third quarter of 2017. Adoption of this standard had no impact on the Company's financial statements.

ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities* – In August 2017, the FASB issued guidance that eliminates the requirement to separately measure and report hedge ineffectiveness. The guidance is effective for public business entities for fiscal years beginning after December 15, 2018, including interim periods within those years. Early adoption is permitted in any interim period or fiscal period before the effective date. The Company adopted ASU No. 2017-12 during the third quarter of 2017. In accordance with ASU 2017-12, the Company recognizes all reclassifications out of other comprehensive income (other than those related to a hedged transaction becoming probable of not occurring) in the same income statement line item in which the earnings effect of the hedged item is being presented, which is consistent with the Company's current policy. Adoption of this standard had no impact on the Company's financial statements.

ASU No. 2015-11, *Simplifying the Measurement of Inventory ("ASU 2015-11").* This standard requires in scope inventory to be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The amendments do not apply to inventory that is measured using LIFO or the retail inventory method. The amendments apply to all other inventory, which includes inventory that is measured using first-in, first-out ("FIFO") or average cost. The standard is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years and requires prospective application. We adopted this standard in the first quarter of 2017. The adoption had no material impact on our financial statements.

ASU No. 2016-15, *Statement of Cash Flows (Topic 230) Classification of Certain Cash Receipts and Cash Payments* - In November 2016, the FASB issued an accounting standard update related to the presentation of restricted cash in the Company's Consolidated Statement of Cash Flows. The update requires that the Consolidated Statement of Cash Flows explain the change during the period in cash, cash equivalents, and restricted cash. Restricted cash should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the Consolidated Statement of Cash Flows. This accounting guidance is effective for the Company beginning in the first quarter of 2018. The Company will adopt this guidance for our fiscal year beginning January 1, 2018, and the guidance will result in changes to the Company's Consolidated Statement of Cash Flows such that restricted cash amounts will be included in the beginning-of-period and end-of-period cash and cash equivalents totals, and will have no impact on our results of operations.

ASU No. 2016-16, *Income Taxes (Topic 740) Intra-Entity Transfers of Assets Other Than Inventory.* This standard requires that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Current GAAP prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. The amendments in this standard are effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods. The Company does not expect the adoption of this new standard to have a material effect on its financial statements.

ASU No. 2017-01, *Clarifying the Definition of a Business.* This standard classifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. This update is effective for annual periods beginning after December 15, 2017, including interim periods within those annual reporting periods, and would only apply to future acquisitions.

ASU 2017-04, *Intangibles—Goodwill and Other (Topic 350) Simplifying the Test for Goodwill Impairment.* This standard simplifies the accounting for goodwill impairment. The guidance removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The revised guidance will be applied prospectively, and is effective for calendar year-end SEC filers for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company adopted this standard in the third quarter of 2017. Adoption of this standard had no impact on the Company's financial statements.

Note 2 – FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

We use valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement costs). Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. These two types of inputs create a three-tier fair value hierarchy that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 Inputs - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 Inputs - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (for example, interest rates, volatilities, prepayment speeds, loss severities, credit risks and default rates) or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs - Significant unobservable inputs that reflect an entity's own assumptions that market participants would use in pricing the assets or liabilities.

As of December 31, 2017, we had short-term investments. Trading securities held at December 31, 2017, were purchased on the open market and unrealized gains and losses are included in other income (expense). The trading securities are valued under the fair value hierarchy using Level 1 Inputs. Short-term investments of $4.6 million consist of investments such as time deposits, which are highly liquid with maturity dates greater than three months at the date of purchase. See Note 17 for additional information related to our interest rate swaps and foreign currency hedges. Generally, we can access these investments in a relatively short amount of time but in doing so we generally forfeit a portion of earned and future interest income. The short-term investments are valued under the fair value hierarchy using Level 2 Inputs.

Financial assets and liabilities carried at fair value as of December 31, 2017 are classified in the following table:

Description	Fair Market Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Changes in Fair Values Included in Current Period Earnings
Short-term investments	$ 4,558	$ 2,586	$ 1,972	$ -	$ -
Interest rate swaps and collars	3,884	-	3,884	-	-

Financial assets and liabilities carried at fair value as of December 31, 2016 are classified in the following table:

Description	Fair Market Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Changes in Fair Values Included in Current Period Earnings
Short-term investments	$ 29,842	$ 2,737	$ 27,105	$ -	$ -
Interest rate swap assets	2,317	-	2,317	-	-

Certain financial assets and financial liabilities are measured at fair value on a non-recurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). We believe our long-term debt under our revolving credit facility approximates fair value and is valued under the fair value hierarchy using Level 2 Inputs. Financial assets and financial liabilities measured at fair value on a non-recurring basis were not significant at December 31, 2017 and 2016.

We also are responsible for a pension plan in the U.K. that holds investments carried at fair value. See Note 12 for additional information related to these pension plan investments.

Note 3 – INVENTORIES

Inventories, stated at the lower of cost or market value, at December 31 were:

	2017	2016
Finished goods	$ 81,194	$ 66,930
Work-in-progress	52,578	45,408
Raw materials	82,734	81,145
	$ 216,506	$ 193,483

Note 4 – PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment at December 31 were:

	2017	2016
Buildings and leasehold improvements	$ 203,054	$ 192,290
Machinery and equipment	774,138	685,249
	977,192	877,539
Less: Accumulated depreciation and amortization	(581,753)	(535,407)
	395,439	342,132
Construction in-progress	22,446	24,049
Land	41,284	35,807
	$ 459,169	$ 401,988

Depreciation and amortization of property, plant and equipment was $76.9 million, $78.5 million and $71.5 million for the years ended December 31, 2017, 2016 and 2015, respectively. We have capital lease obligations totaling approximately $1.0 million and $1.1 million and December 31, 2017 and 2016, respectively, included in other current liabilities and other long-term liabilities on the balance sheet.

Note 5 – INTANGIBLE ASSETS

Intangible assets subject to amortization at December 31 were as follows:

December 31, 2017					
Intangible Assets	Useful life	Gross Carrying Amount	Accumulated Amortization	Currency Exchange	**Net**
Amortized intangible assets					
Patents	5-15 years	$ 11,823	$ (9,154)	$ (242)	$ 2,427
Software license	3 years	1,212	(1,149)	(63)	-
Developed product technology	2-10 years	154,795	(53,925)	(6,219)	94,651
Customer relationships	12 years	62,093	(19,319)	(1,650)	41,124
Other	4 years	4,610	(4,512)	(75)	23
Total amortized intangible assets		234,533	(88,059)	(8,249)	138,225
Intangible assets with indefinite lives					
In process research and development	Indefinite	8,914	-	-	8,914
Trademarks and trade names	Indefinite	10,303	-	(997)	9,306
Total Intangible assets with indefinite lives		19,217	-	(997)	18,220
Total intangible assets		$ 253,750	$ (88,059)	$ (9,246)	$ 156,445

December 31, 2016					
Intangible Assets	Useful life	Gross Carrying Amount	Accumulated Amortization	Currency Exchange	**Net**
Amortized intangible assets					
Patents	5-15 years	$ 11,823	$ (8,431)	$ (255)	$ 3,137
Software license	3 years	1,212	(1,149)	(63)	-
Developed product technology	2-10 years	153,009	(41,416)	(6,299)	105,294
Customer relationships	12 years	62,093	(13,915)	(1,750)	46,428
Other	4 years	4,610	(4,336)	(75)	199
Total amortized intangible assets		232,747	(69,247)	(8,442)	155,058
Intangible assets with indefinite lives					
In process research and development	Indefinite	10,700	-	-	10,700
Trademarks and trade names	Indefinite	10,303	-	(1,185)	9,118
Total Intangible assets with indefinite lives		21,003	-	(1,185)	19,818
Total intangible assets		$ 253,750	$ (69,247)	$ (9,627)	$ 174,876

Amortization expense related to intangible assets subject to amortization was $18.8 million, $20.5 million and $8.6 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Amortization of intangible assets is as follows:

2018	$ 18,003
2019	17,498
2020	15,472
2021	14,775
2022	13,956
2023 and thereafter	58,521
Total	$ 138,225

NOTE 6 – GOODWILL

Changes in goodwill for the years ended December 31 were as follows:

Balance at December 31, 2015	132,913
Pericom measurement period adjustment	2,741
Foreign currency translation adjustment	(6,242)
Balance at December 31, 2016	129,412
Foreign currency translation adjustment	4,775
Balance at December 31, 2017	$ 134,187

NOTE 7 – BANK CREDIT AGREEMENTS AND OTHER SHORT-TERM AND LONG-TERM DEBT

Short-term debt

Our Asia subsidiaries maintain credit facilities with several financial institutions through our foreign entities worldwide totaling $80.5 million. Generally our foreign credit lines are unsecured, uncommitted and may be repayable on demand. These credit facilities bear interest at LIBOR plus margin. Interest payments are due quarterly on outstanding amounts under the credit lines. The unused and available credit under the various facilities as of December 31, 2017, was approximately $78.7 million, net of a $1.0 million advance under the foreign credit line and $0.9 million credit used for import and export guarantee.

Long-term debt

We currently have a U.S. banking credit facility (the "U.S. Credit Facility") under which we may draw up to $250 million on a revolving basis, in addition to a $250 million term loan. The U.S. Credit Facility matures October 26, 2021. The term loan portion of the U.S. Credit Facility is repayable in part through quarterly installments that increase over time from $3.1 million per quarter in 2016 to $9.4 million per quarter in the final year of the U.S. Credit Facility. We may, from time to time, request increases in the aggregate commitments under the U.S. Credit Facility of up to $200 million, subject to the lenders electing to increase their commitments or by means of the addition of new lenders, and subject to at least half of each increase in aggregate commitments being in the form of term loans, with the remaining amount of each increase being an increase in the amount of the revolving portion of the U.S. Credit Facility. The U.S. Credit Facility bears interest at LIBOR or similar indices plus a specified margin. The U.S. Credit Facility contains certain financial and non-financial covenants, including, but not limited to, a maximum consolidated leverage ratio, a minimum consolidated fixed charge coverage ratio, and restrictions on liens, indebtedness, investments, fundamental changes, dispositions, and restricted payments (including dividends and share repurchases). At December 31, 2017, we owed $268.8 million under the U.S. Credit Facility, $103.0 million of which was drawn under the revolving portion and $165.8 million of which was outstanding under the term loan. The obligations of the Borrowers under the U.S. Credit Facility are secured by substantially all of the assets of Diodes, including controlling interests in its first-tier subsidiaries, and by specified assets of certain of its subsidiaries.

Long-term debt balances as of December 31, consist of the following:

	2017	2016
Notes payable to Taiwan bank, original principal amount of TWD 132 million, variable interest (approximately 1.7% as of December 31, 2017), matures July 6, 2021.	$ 1,271	$ 1,466
Term loan and revolver	268,812	428,375
Total long-term debt	270,083	429,841
Less: Current portion	(20,636)	(14,356)
Less: Unamortized debt issuance costs	(1,955)	(2,359)
Long-term debt, net of current portion	$ 247,492	$ 413,126

The table below sets forth the annual contractual maturities of long-term debt at December 31, 2017:

2018	$ 20,636
2019	26,892
2020	33,147
2021	189,408
Total long-term debt	$ 270,083

NOTE 8 – CAPITAL LEASE OBLIGATIONS

Future minimum lease payments under capital lease agreements are summarized as follows:

For years ending December 31,

2018	$	658
2019		410
		1,068
Less: Interest		(27)
Present value of minimum lease payments		1,041
Less: Current portion		(646)
Long-term portion	$	395

At December 31, 2017, property under capital leases had a cost of $3.7 million, and the related accumulated depreciation was $2.6 million. Depreciation of assets held under capital lease is included in depreciation expense.

NOTE 9 – ACCRUED LIABILITIES AND OTHER LONG-TERM LIABILITIES

Accrued liabilities and other current liabilities at December 31 were:

	2017		2016	
Accrued expenses	$	29,764	$	33,947
Compensation and payroll taxes		34,359		23,720
Equipment purchases		20,637		6,377
Accrued pricing adjustments		11,410		3,817
Accrued professional services		2,088		2,645
Other		1,043		1,056
	$	99,301	$	71,562

Other long-term liabilities at December 31 were:

	2017		2016	
Accrued defined benefit plan	$	34,428	$	30,515
Unrecognized tax benefits		24,211		15,340
Deferred grant and subsidy		17,173		18,259
Income tax contingencies		8,319		8,163
Deferred compensation		8,870		6,433
Other		1,924		2,663
	$	94,925	$	81,373

NOTE 10 – STOCKHOLDERS' EQUITY

We have never declared or paid cash dividends on our Common Stock. Our U.S. Credit Facility permits us to pay dividends up to $3.0 million per fiscal year to its stockholders so long as we have not defaulted at the time of such dividend and no default would result from declaring or paying such dividend. The payment of dividends is within the discretion of our Board of Directors. See Note 7 for additional information regarding our credit agreements.

During November 2015 the Company's board of directors authorized a share repurchase plan to repurchase up to an aggregate of $100 million of the Company's outstanding common stock, $0.66 2/3 par value per share. The share repurchase program is expected to continue through the end of 2019 unless extended or shortened by the Board of Directors. During 2017 the Company repurchased 300,000 of its common shares at a cost of $8.7 million and in 2016, the Company repurchased 691,196 of its common shares at a cost of $18.0 million. All purchases were made through open market transactions and were recorded as treasury stock.

NOTE 11 – INCOME TAXES

Tax Cuts and Jobs Act

The Tax Act was enacted on December 22, 2017. The Tax Act reduces the U.S. federal corporate tax rate from 35% to 21%, requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, provides an exemption from U.S. federal tax for dividends received from foreign subsidiaries, and creates new taxes on certain foreign sourced earnings. As of the completion of these financial statements and related disclosures, we have not completed our accounting for the tax effects of the Tax Act; however, as described below, we have made a reasonable estimate of such effects and recorded a provisional tax expense of $45.9 million, which is included as a component of income tax expense from continuing operations in the fourth quarter of 2017. This provisional tax expense incorporates assumptions made based upon the Company's current interpretation of the Tax Act, and may change as we receive additional clarification and implementation guidance and as the interpretation of the Tax Act evolves. In accordance with SEC Staff Accounting Bulletin No. 118, the Company will finalize the accounting for the effects of the Tax Act no later than the fourth quarter of 2018. Future adjustments made to the provisional effects will be reported as a component of income tax expense from continuing operations in the reporting period in which any such adjustments are determined.

The table below reflects the significant components of the provisional amount of tax expense recorded in the fourth quarter of 2017 and included as a component of income tax expense from continuing operations:

Component	Provisional Amount
Remeasurement of U.S. deferred tax assets and liabilities	$ 2,913
Transition tax on foreign earnings	104,327
Foreign tax credits used to offset transition tax	(58,975)
Other adjustments	(2,357)
Total net tax expense related to the Tax Act	$ 45,908

The Company expects to use net operating loss carryforwards and tax credits to completely offset any cash tax obligations resulting from the transition tax. The other components shown above represent noncash adjustments to tax expense.

Remeasurement of U.S. deferred tax assets and liabilities

We remeasured certain U.S. deferred tax assets and liabilities using the lower corporate income tax rate of 21%. However, we are still analyzing certain aspects of the Tax Act and refining our calculations, which could potentially affect the measurement of these deferred tax balances.

Transition tax on foreign earnings

The one-time transition tax is based on our total post-1986 earnings and profits (E&P) that we previously deferred from U.S. income taxes, and is net of indirect effects of unrecognized tax benefits. We have not yet completed our calculation of the total post-1986 E&P for the majority of our foreign subsidiaries. Further, the transition tax is based in part on the amount of those earnings held in cash and other specified assets. This amount may change when we finalize the calculation of post-1986 foreign E&P previously deferred from U.S. federal taxation and finalize the amounts held in cash or other specified assets.

No additional income taxes have been provided for any remaining undistributed foreign earnings not subject to the transition tax, or any additional outside basis difference inherent in these entities. Our undistributed foreign earnings, including those subject to the transition tax, continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European subsidiaries. Determining the amount of unrecognized deferred tax liability related to any remaining undistributed foreign earnings not subject to the transition tax and additional outside basis difference in these entities (i.e., basis difference in excess of that subject to the one-time transition tax) is not practicable. We continue to evaluate the potential effects the Tax Act may have on our long term plans for capital investment across the geographies in which we operate.

Foreign tax credits used to offset transition tax

The Company is able to claim foreign tax credits against the incremental U.S. tax due on its previously deferred foreign earnings. However, we have not yet completed our calculation of the total amount of foreign taxes previously paid or accrued by the majority of our foreign subsidiaries that may be creditable against the transition tax. We expect these tax credits to generally be available to offset any cash tax liability resulting from the transition tax.

Other adjustments

We have not yet completed our analysis of the direct and indirect implications of the Tax Act on the Company's tax attributes, such as tax credit carryforwards. Included in the provisional tax expense is the estimated effect of our change in judgment regarding realizability of foreign tax credits and R&D credits.

Income (loss) before income taxes	2017	2016	2015
U.S.	$ (72,668)	$ (40,861)	$ (21,091)
Foreign	135,259	65,896	61,686
Total	$ 62,591	$ 25,035	$ 40,595

The components of the income tax provision (benefit) are as follows for the years ended December 31:

	2017	2016	2015
Current tax provision (benefit)			
Federal	$ -	$ -	$ 12
Foreign	31,820	28,993	17,983
State	7	13	29
	31,827	29,006	18,024
Deferred tax provision (benefit)			
Federal	30,186	(10,517)	(2,739)
Foreign	(2,352)	(13,847)	(1,063)
State	(8)	101	(228)
	27,826	(24,263)	(4,030)
Liability for unrecognized tax benefits	2,672	1,815	88
Total income tax provision	$ 62,325	$ 6,558	$ 14,082

Effective Tax Rate Reconciliation

Reconciliation between the effective tax rate and the statutory tax rates for the years ended December 31, 2017, 2016, and 2015 is as follows:

	2017		2016		2015	
	Amount	**Percent of pretax earnings**	**Amount**	**Percent of pretax earnings**	**Amount**	**Percent of pretax earnings**
Federal tax	$ 21,907	35.0	$ 8,762	35.0	$ 14,214	35.0
State income taxes, net of federal tax provision	(15)	-	(65)	(0.3)	(152)	(0.4)
Foreign income taxed at lower tax rates	(23,515)	(37.6)	(6,955)	(27.8)	(10,126)	(24.9)
U.S. tax impact of foreign operations	6,726	10.7	324	1.3	2,046	5.0
Foreign withholding taxes	4,343	6.9	4,834	19.3	2,268	5.6
Research and development	(2,643)	(4.2)	(2,241)	(9.0)	(2,068)	(5.1)
Liability for unrecognized tax benefits	2,672	4.3	1,815	7.3	88	0.2
Valuation allowance	2,077	3.3	(2,600)	(10.4)	3,580	8.8
Provision-to-return adjustments	131	0.2	(61)	(0.2)	994	2.4
Employee stock-based compensation	1,537	2.5	-	-	-	-
U.S. Tax Cuts and Jobs Act	45,908	73.4	-	-	-	-
Other	3,197	5.1	2,745	11.0	3,238	8.1
Income tax provision	$ 62,325	99.6	$ 6,558	26.2	$ 14,082	34.7

Uncertain Tax Positions

In accordance with the provisions related to accounting for uncertainty in income taxes, we recognize the benefit of a tax position if the position is "more likely than not" to prevail upon examination by the relevant tax authority. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2017	2016	2015
Balance at January 1,	$ 28,849	$ 26,503	$ 19,488
Additions based on tax positions related to the current year	3,492	6,746	3,450
Additions for prior year tax positions	863	960	6,963
Reductions for prior year tax positions	(2,623)	(5,360)	(3,398)
Balance at December 31,	$ 30,581	$ 28,849	$ 26,503

If the $30.6 million of unrecognized tax benefits as of December 31, 2017 is recognized, approximately $27.2 million would affect the effective tax rate. It is reasonably possible that the amount of the unrecognized benefit with respect to certain of our unrecognized tax positions will significantly increase or decrease within the next 12 months. These changes may be the result of settlements of ongoing audits or competent authority proceedings. At this time, an estimate of the range of the reasonably possible outcomes cannot be made.

We file income tax returns in the U.S. federal jurisdiction and in various state and foreign jurisdictions. We are no longer subject to U.S. federal income tax examinations by tax authorities for tax years before 2008, or for the 2010 and 2011 tax years. We are no longer subject to China income tax examinations by tax authorities for tax years before 2007. With respect to state and local jurisdictions and countries outside of the U.S., with limited exceptions, we are no longer subject to income tax audits for years before 2012. Although the outcome of tax audits is always uncertain, we believe that adequate amounts of tax, interest and penalties, if any, have been provided for in our reserve for any adjustments that may result from future tax audits. We recognize accrued interest and penalties, if any, related to unrecognized tax benefits in interest expense. We had an immaterial amount of accrued interest and penalties at December 31, 2017, 2016 and 2015.

Deferred Taxes

The table below sets forth our deferred tax assets and liabilities as of December 31, 2017 and 2016:

	2017	2016
Deferred tax assets		
Inventory cost	$ 8,000	$ 6,923
Accrued expenses and accounts receivable	690	2,112
Foreign tax credits	10,626	19,610
Research and development tax credits	15,828	13,633
Net operating loss carryforwards	5,392	37,379
Accrued pension	5,428	5,494
Share based compensation and others	12,443	16,992
	58,407	102,143
Valuation allowances	(22,560)	(32,082)
Total deferred tax assets, non-current	35,847	70,061
Deferred tax liabilities		
Plant, equipment and intangible assets	(17,278)	(28,639)
Total deferred tax liabilities, non-current	(17,278)	(28,639)
Net deferred tax assets	$ 18,569	$ 41,422

We prospectively adopted ASU No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, ("ASU 2013-11") effective in the first quarter of 2014. ASU No. 2013-11 provides that an entity is required to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. The $15.4 million net deferred tax assets presented in the balance sheet as of December 31, 2017, is net of $3.2 million of unrecognized tax benefits. The $27.8 million net deferred tax asset presented on the balance sheet as of December 31, 2016, is net of $13.6 million of unrecognized tax benefits. The $41.4 million net deferred tax asset presented above is prior to the net balance sheet presentation required by ASU 2013-11.

We adopted ASU No. 2016-09, *Compensation—Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting*, ("ASU 2016-09") effective in the first quarter of 2017. The effect of the adoption related to the income tax components of ASU 2016-09 was an increase of $4.8 million to retained earnings and to deferred income tax assets, to record the tax benefit of the net operating loss carryforward resulting from excess tax deductions related to stock based compensation. ASU 2016-09 requires that the tax effects of differences between cumulative compensation expense recorded for financial statement purposes and available income tax deductions be recorded to income tax expense. We recorded a $1.5 million increase to income tax expense as a result of the application of ASU 2016-09 to stock based compensation vesting and exercise events that occurred during 2017.

At December 31, 2017, we had federal tax credit and research credit carryforwards of approximately $20 million and $7 million, respectively, which are available to offset future income tax liabilities. The federal tax credit carryforwards begin to expire in 2021 and the state tax credit carryforwards will begin to expire in 2020. We determined that it is more likely than not that a portion of our federal and state research credit carryforwards will expire before they are utilized. The valuation allowances recorded against the related deferred tax assets totaled $13 million and $22.4 million as of December 31, 2017 and 2016, respectively.

At December 31, 2017, we had state net operating loss ("NOL") carryforwards of approximately $3 million, and foreign NOL carryforwards of $2 million which are available to offset future taxable income. The U.S. state NOL carryforwards will begin to expire in 2018. We determined that it is more likely than not that the U.S. state NOL carryforwards will expire before they are fully utilized and recorded a full valuation allowance on the related deferred tax assets. The foreign NOL carryforwards will begin to expire in 2020. We determined that it is more likely than not that a portion of the foreign NOL carryforwards will expire before they are fully utilized. The valuation allowances recorded against the related deferred tax assets totaled $5 million and $5.9 million as of December 31, 2017 and 2016, respectively.

Supplemental Information

Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European subsidiaries. As of December 31, 2017, we had undistributed earnings from non-U.S. operations of approximately $770 million (including approximately $51 million of restricted earnings, which are not available for dividends). Undistributed earnings of our China subsidiaries comprise $429 million of this total. Additional Chinese withholding taxes of approximately $42 million would be required should the $429 million of such earnings be distributed out of China as dividends.

The impact of tax holidays decreased our tax expense by approximately $3.7 million, $7.3 million and $2.9 million for the years ended December 31, 2017, 2016 and 2015, respectively. The benefit of the tax holidays on basic and diluted earnings per share was $0.08, $0.15 and $0.06 for the twelve months ended December 31, 2017, 2016 and 2015, respectively.

NOTE 12 – EMPLOYEE BENEFIT PLANS

Defined Benefit Plan

In connection with the Zetex acquisition, we adopted a contributory defined benefit plan that covers certain employees in the U.K. The defined benefit plan is closed to new entrants and frozen with respect to future benefit accruals. The retirement benefit is based on the final average compensation and service of each eligible employee. We determined the fair value of the defined benefit plan assets and utilize an annual measurement date of December 31. At subsequent measurement dates, defined benefit plan assets will be determined based on fair value. Defined benefit plan assets consist of a diverse range of listed and unlisted securities including corporate bonds and mutual funds and are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability. The net pension and supplemental retirement benefit obligations and the related periodic costs are based on, among other things, assumptions of the discount rate, estimated return on plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses. All unrecognized actuarial gains and losses, prior service costs and accumulated other comprehensive income are eliminated and the balance sheet liability is set equal to the funded status of the defined benefit plan at acquisition date.

The table below sets forth net periodic benefit costs of the plan for the years ended December 31, 2017 and 2016:

	Defined Benefit Plan	
	2017	**2016**
Components of net periodic benefit cost:		
Service cost	$ 258	$ 270
Interest cost	4,228	5,151
Recognized actuarial loss	1,325	993
Expected return on plan assets	(6,506)	(6,210)
Net periodic benefit cost	$ (695)	$ 204

The table below sets forth the benefit obligation, the fair value of plan assets, and the funded status as of December 31:

	Defined Benefit Plan	
	2017	**2016**
Change in benefit obligation:		
Beginning balance	$ 146,801	$ 145,019
Service cost	258	270
Interest cost	4,228	5,151
Actuarial loss	4,910	29,793
Benefits paid	(4,313)	(6,816)
Currency changes	14,179	(26,616)
Benefit obligation at December 31	$ 166,063	$ 146,801
Change in plan assets:		
Beginning balance - fair value	$ 118,658	$ 116,386
Employer contribution	2,974	2,105
Actual return on plan assets	5,454	28,422
Benefits paid	(4,313)	(6,816)
Currency changes	11,461	(21,439)
Fair value of plan assets at December 31	$ 134,234	$ 118,658
Underfunded status at December 31	$ (31,829)	$ (28,143)

Based on an actuarial study performed as of December 31, 2017, the plan is underfunded by approximately $31.8 million and the liability is reflected in our consolidated balance sheets as a noncurrent liability and the amount recognized in accumulated other comprehensive loss was approximately $44.0 million.

We apply the "10% corridor" approach to amortize unrecognized actuarial gains (losses). Under this approach, only actuarial gains (losses) that exceed 10% of the greater of the projected benefit obligation or the market-related value of the plan assets are amortized. For the twelve months ended December 31, 2017, the plan's total recognized loss increased by approximately $4.8 million. The variance between the actual and expected return to plan assets during 2017 decreased the total unrecognized net loss by approximately $1.1 million. The total unrecognized net loss is more than 10% of the projected benefit obligation and 10% of the plan assets. Therefore, the excess amount will be amortized over the average term to retirement of plan participants not yet in receipt of pension, which as of December 31, 2017 the average term was approximately 13 years. The following weighted-average assumptions were used to determine net periodic benefit costs for the twelve months ended December 31:

	2017	**2016**
Discount rate	2.8%	2.8%
Expected long-term return on plan assets	5.4%	5.4%

The following weighted-average assumption was used to determine the benefit obligations at December 31:

	2017	**2016**
Discount rate	2.6%	2.8%

The expected long-term return on plan assets was determined based on historical and expected future returns of the various asset classes. The plan's investment policy includes a mandate to diversify assets and invest in a variety of asset classes to achieve its expected long-term return and is currently invested in a variety of funds representing most standard equity and debt security classes. Trustees of the plan may make changes at any time. The table below sets forth the plan asset allocations of the assets in the plan and expected long-term return by asset category:

Asset category	**Expected long-term return**	**Asset allocation**
Growth assets	7.7%	64%
Hedging assets	1.8%	34%
Cash	0.5%	2%
Total	5.5%	100%

Benefit plan payments are primarily made from funded benefit plan trusts and current assets. The table below sets forth the expected future benefit payments, including future benefit accrual, as of December 31, 2017:

2018	$	3,845
2019		3,998
2020		4,376
2021		4,871
2022		5,267
2023-2026		24,455

We adopted a payment plan with the trustees of the defined benefit plan, in which we would make annual contributions each year through 2030, of approximately GBP 2 million (approximately $2.8 million based on a GBP:USD exchange rate of 1.4). The annual contributions were expected to meet the deficit disclosed in the plan as of April 5, 2013 by December 31, 2030. The trustees are required to review the funding position every three years, and a further review was carried out as of April 5, 2016. The outcome of the review, as agreed with the trustees during the first quarter of 2017, was that contributions would continue at the existing level until December 31, 2029.

Our overall defined benefit plan investment strategy is to achieve a mix of investments for long-term growth and for near-term benefit payments with a wide diversification of asset types and fund strategies. The target allocations for plan assets are 48% equity securities, 40% corporate bonds and government securities, and 12% to absolute return funds. Equity securities primarily include investments in large-cap and mid-cap companies primarily located in the U.K. Fixed income securities include corporate bonds of companies from diversified industries, and U.K. government bonds. The absolute return fund is mainly invested in a mixture of equities and bonds.

The plan's trustees appoint fund managers to carry out all the day-to-day functions relating to the management of the fund and its administration. The fund managers must invest their portion of the plan's assets in accordance with their investment manager agreement agreed by the trustees. The trustees are responsible for agreeing these investment manager agreements and for deciding on the portion of the plan's assets that will be invested with each fund manager. When making decisions, the trustees take advice from experts including the plan's actuary and also have the option to consult with the Company.

The following table summarizes the major categories of the plan assets:

	December 31, 2017			
Asset category	**Level 1**	**Level 2**	**Level 3**	**Total**
Cash and cash equivalents	$ 2,182	$ 4,915	$ -	$ 7,097
Equity securities:				
U.K.	-	2,787	-	2,787
North America	-	16,082	-	16,082
Europe (excluding U.K.)	-	5,713	-	5,713
Japan	-	2,703	-	2,703
Pacific Basin (excluding Japan)	-	1,372	-	1,372
Emerging markets	-	4,448	-	4,448
Fixed income securities:				
Corporate bonds	-	3,682	-	3,682
Others	-	5,731	-	5,731
Index linked securities:				
Others	-	203	-	203
Other types of investments:				
Absolute return funds	-	1,291	-	1,291
Hedge funds	-	27,355	-	27,355
Development REITS	-	6,004	-	6,004
Insurance linked securities	-	4,117	-	4,117
Liability driven investments	-	45,450	-	45,450
Other	-	199	-	199
Total	$ 2,182	$ 132,052	$ -	$ 134,234

Fair value is taken to mean the bid value of securities, as supplied by the fund managers. All the plan's securities are publically traded and highly liquid. The plan does not hold any Level 3 securities. See Note 2 for additional information regarding fair value and Levels 1, 2 and 3.

The investment manager agreements require the fund managers to invest in a diverse range of stocks and bonds across each particular asset class. The stocks held by the plan in a particular asset class should therefore match closely the underlying stocks in the relevant index. We believe that this leads to minimal concentration of risk within each asset class; although we recognize that some asset classes are inherently more risky than others.

We also have pension plans in Asia for which the benefit obligation, fair value of the plan assets and the funded status amounts are immaterial and therefore, not included in the amounts or assumptions above.

401(k) Retirement Plan

We maintain a 401(k) retirement plan ("the Plan") for the benefit of qualified employees at our U.S. locations. Employees who participate may elect to make salary deferral contributions to the Plan up to 100% of the employees' eligible payroll subject to annual Internal Revenue Code maximum limitations. We currently make a matching contribution of $1 for every $2 contributed by the participant up to 6% (3% maximum matching) of the participant's eligible payroll, which vests over an initial four years. In addition, we may make a discretionary contribution to the entire qualified employee pool, in accordance with the Plan.

As stipulated by the regulations of China, we maintain a retirement plan pursuant to the local municipal government for the employees in China. We are required to make contributions to the retirement plan at a rate between 10% and 22% of the employee's eligible payroll. Pursuant to the Taiwan Labor Standard Law and Factory Law, we maintain a retirement plan for the employees in Taiwan, whereby we make contributions at a rate of 6% of the employee's eligible payroll.

For the years ended December 31, 2017, 2016 and 2015, total amounts expensed under these plans were approximately $14.8 million, $13.9 million and $14.0 million, respectively.

Deferred Compensation Plan

We maintain a Non-Qualified Deferred Compensation Plan (the "Deferred Compensation Plan") for executive officers, key employees and members of the Board of Directors (the "Board"). The Deferred Compensation Plan allows eligible participants to defer the receipt of eligible compensation, including equity awards, until designated future dates. We offset our obligations under the Deferred Compensation Plan by investing in the actual underlying investments. These investments are classified as trading securities and are carried at fair value. At December 31, 2017, these investments totaled approximately $8.8 million. All gains and losses in these investments are materially offset by corresponding gains and losses in the deferred compensation plan liabilities.

NOTE 13 - SHARE-BASED COMPENSATION

The table below sets forth the line items where share-based compensation expense was recorded for the twelve months ended December 31, 2017, 2016 and 2015:

	2017	2016	2015
Cost of goods sold	$ 645	$ 775	$ 716
Selling, general and administrative expense	15,130	10,567	16,228
Research and development expense	2,834	2,687	2,026
Total share-based compensation expense	$ 18,609	$ 14,029	$ 18,970

The table below sets forth share-based compensation expense by type for the twelve months ended December 31, 2017, 2016 and 2015:

	2017	2016	2015
Stock options	$ 934	$ 1,511	$ 2,516
Share grants	17,675	12,518	16,454
Total share-based compensation expense	$ 18,609	$ 14,029	$ 18,970

In 2016, we recorded a $2.7 million reversal decrease of previously recorded expense related to performance grants. In 2015, we recorded $4.0 million in restricted stock expense related to Diodes restricted stock grants issued as replacement for unvested Pericom employee awards outstanding at the date of the acquisition.

In May 2013, our stockholders approved our 2013 Equity Incentive Plan (“2013 Plan”). Since the approval of the 2013 Plan, all stock options are granted under the 2013 Plan, and we will not grant any further stock options under our 2001 Plan. Stock options under the 2013 Plan generally vest in equal annual installments over a four-year period and expire eight years after the grant date. The number of shares originally authorized to be awarded under the 2013 Plan was 6 million shares. In May 2017, our stockholders approved an amendment to the 2013 Plan, authorizing and additional 6 million shares to be awarded, bringing the total shares authorized to be awarded under the 2013 Plan to 12 million shares.

Share-based compensation expense for stock options granted in previous years was calculated on the date of grant using the Black-Scholes-Merton option-pricing model. No stock options were granted in any of the periods presented.

Total cash received from option exercises was approximately $13.6 million, $0.1 million and $10.2 million during 2017, 2016 and 2015, respectively.

At December 31, 2017, unrecognized compensation expense related to unvested options, net of estimated forfeitures, was approximately $0.3 million. The weighted average period over which share-based compensation expense related to these options will be recognized is less than 1 year.

The table below sets forth a summary of activity in our stock option plans:

Stock Options	Shares	Weighted Average Exercise Price ($)	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 31, 2014	2,736	21.26		
Granted	-	-		
Exercised	(653)	15.63		
Forfeited or expired	(20)	22.91		
Outstanding at December 31, 2015	2,063	23.03		
Granted	-	-		
Exercised	(7)	18.48		
Forfeited or expired	(223)	22.75		
Outstanding at December 31, 2016	1,833	23.08		
Granted	-	-		
Exercised	(581)	23.42		
Forfeited or expired	(24)	26.87		
Outstanding at December 31, 2017	1,228	22.85	3.1	$ 7,298
Exercisable at December 31, 2017	1,186	22.67	3.1	$ 7,266

The table below sets forth information about stock options outstanding at December 31, 2017:

Plan	Range of exercise prices	Number outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price
2001 Plan	$ 15.05-29.21	917	2.9	$ 21.90
2013 Plan	$ 23.35-27.92	311	3.9	$ 25.29

Share Grants—Restricted stock awards and restricted stock units generally vest in equal annual installments over a four-year period. Since the approval of the 2013 Plan, all new grants are granted under the 2013 Plan, and we will not grant any further grants under our 2001 Plan.

The table below sets forth a summary of our non-vested share grants in 2017, 2016 and 2015:

Restricted Stock Grants	Shares	Weighted Average Grant Date Fair Value ($)	Aggregate Intrinsic Value
Nonvested at December 31, 2014	1,535	23.32	
Granted	1,557	22.46	
Vested	(370)	25.02	
Forfeited	(43)	26.08	
Nonvested at December 31, 2015	2,679	23.51	
Granted	880	18.63	
Vested	(877)	18.92	
Forfeited	(62)	20.80	
Nonvested at December 31, 2016	2,620	21.31	
Granted	746	25.23	
Vested	(645)	21.89	
Forfeited	(441)	22.31	
Nonvested at December 31, 2017	2,280	22.24	$ 65,357

During 2017 the Company modified a performance-based award previously granted to our Chief Executive Officer. The effect was to replace a performance-based grant covering 700,000 shares of the Company's common stock with a performance-based grant covering 62,905 shares of the Company's common stock and a restricted stock grant covering 62,905 of the Company's common stock. If certain performance criteria are met for the performance-based grant, Dr. Lu will receive 200% of that award or 125,810 shares. The incremental expense if Dr. Lu received 200% of the performance-based grant award is approximately $3.3 million. The incremental expense of the restricted stock grant is approximately $1.7 million.

Included in the restricted stock grant for 2015 were 724,000 shares granted to Pericom employees. During 2016, the Company paid $2.5 million in taxes related to the net share settlement on shares of stock that vested for Pericom employees. .

The total unrecognized share-based compensation expense as of December 31, 2017 was approximately $32.4 million, relating to restricted stock awards, which was expected to be recognized over a weighted average period of approximately 2.4 years.

Our Chief Executive Officer has a grant of 600,000 performance-based stock units that vest upon the Company reaching $1.0 billion in revenue. Based on the Company reaching approximately $1.1 billion in revenue in 2017, our Chief Executive Officer's grant of 600,000 performance-based stock units will be released to the Chief Executive Officer, upon filing of the Company's Annual Report on Form 10-K, in February 2018. The expense related to the 600,000 performance-based units was all recognized in previous periods.

NOTE 14 – RELATED PARTY TRANSACTIONS

We conduct business with a related party company, Lite-On Semiconductor Corporation, and its subsidiaries and affiliates ("LSC"), and Nuvoton Technology Corporation and its subsidiaries and affiliates (collectively, "Nuvoton"). LSC is our largest stockholder, owning approximately 16% of our outstanding Common Stock as of December 31, 2017, and is a member of the Lite-On Group of companies. We sold products to LSC totaling less than 1% of our net sales for the years ended December 31, 2017, 2016 and 2015, respectively. Raymond Soong, the Chairman of the Board of Directors, is the Chairman of LSC, and is the Chairman of Lite-On Technology Corporation ("LTC"), a significant shareholder of LSC. C.H. Chen, our former President and Chief Executive Officer and currently the Vice Chairman of the Board of Directors, is also Vice Chairman of LSC and a board member of LTC. Dr. Keh-Shew Lu, our President and Chief Executive Officer and a member of our Board of Directors, is a board member of LTC, and a board member of Nuvoton. L.P. Hsu, a former member of our Board of Directors serves as a consultant to LTC, and is a supervisor of the board of Nuvoton. We consider our relationships with LSC, a member of the Lite-On Group of companies, and Nuvoton to be mutually beneficial and we plan to continue our strategic alliance with LSC and Nuvoton. We purchase wafers from Nuvoton for use in our production process.

We also conduct business with Keylink International (B.V.I.) Inc. and its subsidiaries and affiliates ("Keylink"). Keylink is our 5% partner in our Shanghai assembly and test facilities. We sell products to, and purchase inventory from, companies owned by Keylink. We sold products to companies owned by Keylink, totaling approximately 1% of net sales for each of the years ended December 31, 2017, 2016 and 2015. In addition, our subsidiaries in China lease their manufacturing facilities in Shanghai from, and subcontract a portion of our manufacturing process (metal plating and environmental services) to, Keylink. We also pay a consulting fee to Keylink. The aggregate amounts paid to Keylink for the years ended December 31, 2017, 2016 and 2015 were approximately $17.1 million, $16.1 million and $17.9 million, respectively. In addition, Chengdu Ya Guang Electronic Company Limited ("Ya Guang") is our 2% partner in one of our Chengdu assembly and test facilities and our 5% partner in our two Chengdu assembly and test facilities; however, we have no material transactions with Ya Guang. We also purchase materials from Jiyuan Crystal Photoelectric Frequency Technology Ltd. ("JCP") an FCP manufacturing company in which we have made an equity investment and account for using the equity method of accounting.

The Audit Committee of the Board reviews all related party transactions for potential conflict of interest situations on an ongoing basis, all in accordance with such procedures as the Audit Committee may adopt from time to time.

The table below sets forth net sales and purchases from related parties for the twelve months ended December 31:

	2017	2016	2015
LSC			
Net sales	$ 1,406	$ 852	$ 588
Purchases	$ 24,313	$ 21,936	$ 22,378
Keylink			
Net sales	$ 8,856	$ 9,125	$ 9,749
Purchases	$ 3,827	$ 5,054	$ 6,272
Nuvoton			
Purchases	$ 11,407	$ 10,386	$ 12,598
JCP			
Purchases	$ 1,105	$ 826	N/A

The table below sets forth accounts receivable from and accounts payable to related parties at December 31:

	2017	2016
LSC		
Accounts receivable	$ 342	$ 301
Accounts payable	$ 3,308	$ 4,333
Keylink		
Accounts receivable	$ 4,089	$ 5,394
Accounts payable	$ 5,016	$ 4,295
Nuvoton		
Accounts payable	$ 1,121	$ 950
JCP		
Accounts payable	$ 317	$ 263

NOTE 15 – SEGMENT INFORMATION AND ENTERPRISE-WIDE DISCLOSURES

An operating segment is defined as a component of an enterprise about which separate financial information is available that is evaluated regularly by the chief decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision maker is our CEO. For financial reporting purposes, we operate in a single segment, standard semiconductor products, through our various manufacturing and distribution facilities.

Our primary operations include the operations in Asia, North America and Europe. The table below sets forth net sales by geographic areas based on the location of subsidiaries producing the net sales:

2017	**Asia**	**North America**	**Europe**	**Consolidated**
Total sales	$ 968,720	$ 171,964	$ 175,004	$ 1,315,688
Inter-company sales	(128,924)	(71,608)	(60,952)	(261,484)
Net sales	$ 839,796	$ 100,356	$ 114,052	$ 1,054,204
Property, plant and equipment	$ 390,850	$ 44,523	$ 23,796	$ 459,169
Assets	$ 1,061,686	$ 230,997	$ 195,990	$ 1,488,673
2016	**Asia**	**North America**	**Europe**	**Consolidated**
Total sales	$ 895,608	$ 109,442	$ 157,343	$ 1,162,393
Inter-company sales	(137,959)	(22,034)	(60,238)	(220,231)
Net sales	$ 757,649	$ 87,408	$ 97,105	$ 942,162
Property, plant and equipment	$ 329,587	$ 57,145	$ 15,256	$ 401,988
Assets	$ 948,923	$ 400,472	$ 179,157	$ 1,528,552
2015	**Asia**	**North America**	**Europe**	**Consolidated**
Total sales	$ 793,960	$ 143,800	$ 164,304	$ 1,102,064
Inter-company sales	(118,415)	(60,882)	(73,863)	(253,160)
Net sales	$ 675,545	$ 82,918	$ 90,441	$ 848,904
Property, plant and equipment	$ 362,186	$ 58,152	$ 19,002	$ 439,340
Assets	$ 969,352	$ 463,967	$ 165,508	$ 1,598,827

The accounting policies of the operating entities are the same as those described in the summary of significant accounting policies.

The table below sets forth net sales by country. We report net sales based on “shipped to” customer locations as we believe this best represents where our customers’ business activities occur. “All others” represents countries with less than 3% of total net sales each.

2017	**Net Sales**	**% of Total Net Sales**
China	$ 593,098	56%
U.S.	86,276	8%
Korea	65,849	6%
Germany	74,303	7%
Singapore	58,570	6%
Taiwan	67,399	6%
All others	108,709	11%
Total	$ 1,054,204	100%

2016	**Net Sales**	**% of Total Net Sales**
China	$ 548,015	58%
U.S.	79,869	8%
Korea	60,672	6%
Germany	61,415	7%
Singapore	48,464	5%
Taiwan	59,087	6%
All others	84,640	10%
Total	$ 942,162	100%

2015	**Net Sales**	**% of Total Net Sales**
China	$ 507,783	60%
U.S.	76,870	9%
Korea	66,605	8%
Germany	57,036	7%
Singapore	51,742	6%
Taiwan	30,127	4%
All others	58,741	6%
Total	$ 848,904	100%

Major customers – One customer accounted for 10% or more of our net sales in 2017, but not 10% of our outstanding accounts receivable at December 31, 2017. No customers accounted for 10% or more of our net sales in 2016 or 2015.

NOTE 16 – COMMITMENTS AND CONTINGENCIES

Operating leases – We lease offices, manufacturing plants, equipment, vehicles and warehouses under operating lease agreements expiring through December 2024. Rental expense amounted to approximately $10.4 million, $10.5 million and $10.1 million for the years ended December 31, 2017, 2016 and 2015, respectively. We do not have purchase options related to the operating lease agreements. The table below sets forth the approximate amount for future minimum lease payments under non-cancelable operating leases at December 31, 2017:

2018	$ 9,187
2019	7,662
2020	5,642
2021	3,931
2022	3,365
Thereafter	2,068
	$ 31,855

In addition, we have the following land right leases. None of the leases requires a rental payment.

Location	Term (years)	Expiration Date
Chengdu, China	50	2061
Shanghai, China	50	2056
Shandong, China	50	2058
Shanghai, China	50	2058
Yangzhou, China	50	2065

Purchase commitments – We have entered into non-cancelable purchase contracts for capital expenditures, primarily for manufacturing equipment, for approximately $23.5 million at December 31, 2017. In addition to these purchase commitments, we have equity investment obligations for our Chengdu facilities of $50 million, $25 million and $25 million for 2018, 2019 and 2020, respectively, and capital investment obligations of $62 million, $25 million and $29 million for 2018, 2019 and 2020, respectively.

Contingencies - From time to time, we are involved in various legal proceedings that arise in the normal course of business. While we intend to defend any lawsuit vigorously, we presently believe that the ultimate outcome of any current pending legal proceeding will not have any material adverse effect on our financial position, cash flows or operating results. However, litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages, which could impact on our business and operating results for the period in which the ruling occurs or future periods. Based on information available, we evaluate the likelihood of potential outcomes. We record the appropriate liability when the amount is deemed probable and reasonably estimable. In addition, we do not accrue for estimated legal fees and other directly related costs as they are expensed as incurred. The Company is not currently a party to any pending litigation that the Company considers material.

NOTE 17 – DERIVATIVE FINANCIAL INSTRUMENTS

In accordance with ASC 815 we recognize derivative instruments on our balance sheet, and we measure them at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether we have elected to designate the derivative as being in a hedging relationship, and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivative instruments that are designated, and qualify as hedges of the exposure to changes in the fair value are considered fair value hedges. Derivative instruments that are designated, and qualify as hedges of the exposure to variability in expected future cash flows are considered cash flow hedges. Derivative instruments may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. We currently only utilize cash flow hedges and do not use derivatives for trading or speculative purposes.

Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge, or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We may enter into derivative contracts that are intended to economically hedge certain risks, even though we elect not to apply hedge accounting under ASC 815. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in the consolidated statements of income. Specific information about the valuations of derivatives is described in Note 1 and classification of derivatives in the fair value hierarchy is described in Note 2. Currently our interest rate swaps and interest rate collars are designated as hedges while our foreign exchange contracts are not designated as hedges.

The effective portion of changes in the fair value of derivatives designated and qualifying as cash flow hedges is recorded in accumulated other comprehensive loss and is subsequently reclassified into earnings in the period in which the hedged forecasted transaction affects earnings.

Certain of the Company's agreements with its derivative counterparties contain provisions where if certain merger activity, a change of control, or a capital structure change occurs that materially changes the Company's creditworthiness in an adverse manner, the Company’s counterparty may have the right to terminate any derivative transactions under such agreement.

The company has agreements with each of its derivative counterparties that contain a provision where the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on the indebtedness.

Hedges of Foreign Currency Risk

We are exposed to fluctuations in various foreign currencies against our different functional currencies. We use foreign currency forward agreements to manage this exposure. At December 31, 2017 we had outstanding foreign currency forward contracts that are intended to preserve the economic value of foreign currency denominated monetary assets and liabilities; these instruments are not designated for hedge accounting treatment in accordance with ASC 815. There is no fair value of our foreign exchange hedges, therefore they are not recorded in our Consolidated Balance Sheets. As of December 31, 2017 and 2016 the total notional amounts of these foreign exchange contracts was $87.6 million and zero, respectively.

The table below sets forth outstanding foreign currency forward contracts at December 31, 2017:

Notional Amount		Effective Date	Maturity Date	Index*	Weighted Average Strike Rate	Cash Flow Hedge Designation
$	2,494	December 2017	December 2017	EUR/GPB	1.2009	Non-designated
	10,514	December 2017	December 2017	EUR/USD	1.2009	Non-designated
	10,612	December 2017	December 2017	GPB/USD	1.3541	Non-designated
	31,834	December 2017	December 2017	USD/CNY	6.5343	Non-designated
	1,594	December 2017	December 2017	USD/JPY	112.35	Non-designated
	30,594	December 2017	December 2017	USD/TWD	29.406	Non-designated

* EUR = Euro
GBP = British Pound Sterling
USD = United States Dollar
CNY = Chinese Yuan Renminbi
JPY = Japan Yen
TWD = Taiwan dollar

Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps, including interest rate collars, as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The table below sets forth information related to the number of and the notional amount of our interest rate related derivative instruments at December 31 2017 and December 31, 2016:

	Number of Instruments		Notional Amount	
	2017	2016	2017	2016
Interest rate swaps and collars	14	6	$ 220,000	$ 150,000

The table below sets forth the fair value of the Company's interest rate related derivative financial instruments as well as their classification on the Consolidated Balance Sheets as of December 31, 2017 and December 31, 2016:

	Fair Value					
	Other Current Assets		Other Assets		Other Liabilities	
	2017	2016	2017	2016	2017	2016
Interest rate swaps and collars	$ 486	$ -	$ 3,398	$ 3,052	$ -	$ 735

The tables below sets forth the effect of the Company's derivative financial instruments on the Consolidated Statements of Income for the years ended December 31, 2017 and 2016:

Derivatives Designated as Hedging Instruments	Amount of Gain or (Loss) Recognized in OCI on Derivative		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Net Income	
	2017	2016		2017	2016
Interest rate swaps and collars	$ 1,567	$ 2,317	Interest expense	$ 577	$ 112

We estimate that $0.5 million of net derivative gains included in AOCI as of December 31, 2017 will be reclassified into earnings within the following 12 months. No gains or losses were reclassified from AOCI into earnings as a result of forecasted transactions that failed to occur during fiscal year 2017.

Derivatives Not Designated as Hedging Instruments	Amount of Gain or (Loss) Recognized in Net Income 2017	2016	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income
Foreign currency forward contracts	$ 1,491	$ -	Foreign currency (loss) gain, net

There was no effect from derivative financial instruments on the Company's Consolidated Statements of Operations for the twelve months ended December 31, 2015.

At December 31, 2017 and 2016, the fair value of derivatives in a net asset position, which includes accrued interest but excludes any adjustments for nonperformance risk, related to these agreements was $3.9 million and $2.3 million, respectively. As of December 31, 2017 and 2016, the Company had not posted any collateral related to these agreements.

NOTE 18 – RESTRUCTURING COSTS

In February 2017, the Company announced its plan to transfer its wafer fabrication operation at KFAB to other Company-owned wafer fabrication plants and external foundries. The Company ceased production operations at KFAB late in third quarter 2017 and vacated and returned the premises in November 2017. Employees were provided retention and standard severance packages. During 2017 the Company received $6.5 million of insurance proceeds as a result of the fires sustained at the KFAB facility during 2016 of which $4.5 million is recorded in Cost of Goods Sold and $2.0 million is recorded in Other Income. There are outstanding insurance claims. Also during 2017, the Company recorded $1.9 million of asset impairment related to the shut-down of KFAB.

The table below sets forth the restructuring costs, recorded in restructuring expense in the Condensed Consolidated Statements of Operations, incurred during the twelve months ended December 31, 2017:

Early termination of supply contract	$ 1,985
Asset retirement obligation	1,403
Retention cost	3,158
Cost of equipment relocation, shutdown cost and other	3,591
Total	$ 10,137

The table below sets forth the costs accrued related to the KFAB restructuring:

	Early Contract Termination	Retention Costs	Equipment Relocation, Shutdown Cost and Other	Total
Beginning balance, January 1, 2017	$ -	$ -	$ -	$ -
Costs accrued	1,985	3,158	3,591	8,734
Restructuring costs paid	(1,985)	(2,499)	(2,946)	(7,430)
Balance at December 31, 2017	$ -	$ 659	$ 645	$ 1,304

The Company will pay out the remaining accrued costs during the first quarter of 2018.

Based on continued negotiations with the landlord, we recorded an additional $1.4 million of asset retirement obligations related the KFAB restructuring. This asset retirement obligation is for the estimated amounts to be paid to contractors to remediate the KFAB facility upon vacating the property. The table below sets forth the asset retirement obligation related to the KFAB restructuring:

Asset retirement obligation, January 1, 2017	$ 486
Accrual of additional asset retirement obligation	1,403
Amount paid	(1,500)
Asset retirement obligation, December 31, 2017	$ 389

In connection with the asset retirement obligation, the Company recorded amortization expense of the offsetting asset of $1.4 million for the twelve months ended December 31, 2017.

NOTE 19 – BUSINESS COMBINATION

Pericom Semiconductor Corporation

On November 24, 2015, we completed our 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 $403.2 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 table below sets forth the estimated purchase price and related costs for Pericom:

Cash consideration for shares outstanding	$	391,123
Cash consideration for vested stock awards, including taxes of $88		7,371
Value of Diodes stock to be issued in exchange for unvested Pericom employee stock awards.		4,680
Total purchase price	$	403,174

The results of operations of Pericom are included in our consolidated financial statements from November 24, 2015. The consolidated revenue and earnings of Pericom included in our consolidated financial statements for the twelve months ended December 31, 2015 was approximately $14.6 million and $(1.0) million, respectively, which include acquisition accounting adjustments. The purpose of the acquisition was to further our strategy of expanding market and growth opportunities through selected strategic acquisitions.

The table below sets for the unaudited pro forma consolidated results of operations for the twelve month ended December 31, 2015 as if the acquisition of Pericom had occurred at January 1, 2014:

	Twelve Months Ended December 31, 2015	
Net revenues	$	960,019
Net income attributable to common stockholders	$	40,180
Earnings per share—Basic	$	0.82
Earnings per share—Diluted	$	0.80

The unaudited pro forma consolidated results of operations do not purport to be indicative of the results that would have been obtained if the above acquisition had actually occurred as of the dates indicated or of those results that may be obtained in the future. The unaudited proforma consolidated results for December 31, 2015, exclude $10.0 million of acquisition related costs and $8.0 million of costs from Diodes restricted stock grants and change-in-control agreements for Pericom employees, and include additional amortization and depreciation of $12.0 million, additional interest expense of $11.0 million and additional income tax expense of $1.0 million. These unaudited pro forma consolidated results of operations were derived, in part, from the historical consolidated financial statements of Pericom and other available information and assumptions believed to be reasonable under the circumstances. Pericom will be conformed to Diodes' reporting calendar.

NOTE 20 – SELECTED QUARTERLY FINANCIAL DATA (Unaudited)

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2017				
Net sales	$ 236,303	$ 264,224	$ 285,247	$ 268,430
Gross profit	73,911	90,139	96,347	96,379
Net income (loss) attributable to common shareholders	1,217	13,179	14,450	(30,651)
Earnings (loss) per share attributable to common shareholders				
Basic	$ 0.03	$ 0.27	$ 0.29	$ (0.62)
Diluted	$ 0.02	$ 0.26	$ 0.29	$ (0.62)

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2016				
Net sales	$ 222,738	$ 236,645	$ 250,694	$ 232,085
Gross profit	64,220	74,817	80,623	67,263
(Loss) net income attributable to common shareholders	(1,733)	5,752	10,648	1,268
(Loss) earnings per share attributable to common shareholders				
Basic	$ (0.04)	$ 0.12	$ 0.22	$ 0.07
Diluted	$ (0.04)	$ 0.12	$ 0.21	$ 0.07

Note: The sum of the quarterly earnings per share may not equal the full year amount, as the computations of the weighted average number of common shares outstanding for each quarter and for the full year are performed independently.

INDEX TO EXHIBITS

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewit
3.1	Certificate of Incorporation, as amended				X
3.2	Amended By-laws of the Company, amended as of January 6, 2016	8-K	January 11, 2016	3.1	
4.1	Form of Certificate for Common Stock, par value $0.66-2/3 per share	S-3	August 25, 2005	4.1	
10.1*	Stock Award Agreement, dated as of September 22, 2009, between the Company and Keh-Shew Lu	10-Q	May 9, 2014	10.6	
10.2*	Confirmation Agreement, dated April 1, 2013, between the Company and Keh-Shew Lu	8-K	April 3, 2013	99.1	
10.3*	Employment Agreement dated as of July 21, 2015, between the Company and Keh-Shew Lu	8-K	July 27, 2015	99.1	
10.4*	Stock Unit Agreement, dated as of July 21, 2015, between the Company and Keh-Shew Lu	8-K	July 27, 2015	99.3	
10.5*	Amendment No. 1 to Employment Agreement, dated as of February 22, 2017, between the Company and Keh-Shew Lu.	8-K	February 27, 2017	99.1	
10.6*	Employment agreement dated as of August 29, 2005, between the Company and Mark King	8-K	September 2, 2005	10.2	
10.7*	Form of Indemnification Agreement between the Company and its directors and executive officers	8-K	September 2, 2005	10.5	
10.8*	Diodes Incorporated 2001 Omnibus Equity Incentive Plan, as amended and restated December 22, 2008	10-K	February 26, 2009	10.87	
10.9*	Diodes Incorporated Second Amended and Restated Deferred Compensation Plan effective January 1, 2009	10-K	February 27, 2017	10.9	
10.10*	First Amendment to the Diodes Incorporated Second Amended and Restated Deferred Compensation Plan, effective June 1, 2013	10-K	February 27, 2017	10.10	
10.11*	Diodes Incorporated 2013 Equity Incentive Plan as amended and restated on May 3, 2017	S-8	August 17, 2017	99.1	
10.12*	Form of Incentive Stock Option Agreement for the Diodes Incorporated 2013 Equity Incentive Plan	S-8	June 13, 2013	99.2	
10.13*	Form of Stock Unit Agreement for the Diodes Incorporated 2013 Equity Incentive Plan	S-8	June 13, 2013	99.4	
10.13.1*	Form of Restricted Stock Unit Agreement	8-K	February 27, 2017	99.2	
10.13.2*	Form of Performance Stock Unit Agreement	8-K	February 27, 2017	99.3	

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewit
10.14*	Form of Nonstatutory Stock Option Agreement for the Diodes Incorporated 2013 Equity Incentive Plan, as amended (Domestic Version)	10-K	February 27, 2014	10.80	
10.15*	Form of Nonstatutory Stock Option Agreement for the Diodes Incorporated 2013 Equity Incentive Plan (International Version)	10-K	February 27, 2014	10.81	
10.16*	Form of Unit Stock Agreement for the Diodes Incorporated 2013 Equity Incentive Plan, as amended (Domestic Version)	10-K	February 27, 2014	10.82	
10.17*	Form of Unit Stock Agreement for the Diodes Incorporated 2013 Equity Incentive Plan (International Version)	10-K	February 27, 2014	10.83	
10.18*	Form of Stock Unit Agreement (Substitute for Pericom Semiconductor Corporation Domestic Existing RSUs and Options)	S-8	June 30, 2016	99.2	
10.19*	Form of Stock Unit Agreement (Substitute for Pericom Semiconductor Corporation International Existing RSUs and Options)	S-8	June 30, 2016	99.3	
10.20	Joint Venture Agreement dated as of March 18, 1996, between the Company and J.H. Xing	10-K	April 1, 1996	10.17	
10.21	Sale and Leasing Agreement dated as of March 30, 2002, between Shanghai Kaihong Electronic Ltd. and Shanghai Ding Hong Electronics Company, Ltd.	10-Q	May 15, 2002	10.46	
10.22	Lease Agreement dated as of March 30, 2002, between Shanghai Kaihong Electronic Company, Ltd. and Shanghai Ding Hong Electronic Equipment, Ltd.	10-Q	May 15, 2002	10.47	
10.23	Lease Agreement, dated as of September 30, 2003, between Shanghai Kaihong Electronic Co., Ltd. and Shanghai Ding Hong Electronic Equipment, LTD.	10-Q	August 9, 2004	10.52	
10.23.1	Supplementary to the Lease agreement between Shanghai Kaihong Electronic Co. Ltd., and Shanghai Ding Hong Electronic Co., Ltd.	10-Q	August 9, 2004	10.58	
10.24	Amendment to The Sale and Lease Agreement, dated as of September 30, 2004, between Shanghai Ding Hong Electronic Equipment Ltd. And Shanghai Kai Hong Electronic Company, Limited	10-Q	August 9, 2004	10.56	
10.25	Lease Agreement dated as of June 28, 2004, between Diodes Shanghai Co., Ltd. and Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	August 9, 2004	10.57	
10.25.1	Supplement to Lease Agreement, dated January 1, 2007, on Disposal of Waste and Scraps between Shanghai Kai Hong Technology Co., Ltd. and Shanghai Yuan Hao Electronic Co., Ltd.	10-K	February 29, 2008	10.50	

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
10.25.2	Supplementary Agreement dated December 31, 2007 between Shanghai Kai Hong Technology Co., Ltd. and Shanghai Yuan Hao Electronic Co., Ltd.	10-K	February 29, 2008	10.53	
10.26	Wafer Purchase Agreement, dated January 10, 2006, between Anachip Corporation and Lite-On Semiconductor Corporation	8-K	January 12, 2006	2.1	
10.27	Supplementary to the Lease Agreement dated on September 5, 2004 with Shanghai Ding Hong Electronic Co., Ltd.	10-Q	May 10, 2006	10.14	
10.28	Supplementary to the Lease Agreement dated on June 28, 2004 with Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	May 10, 2006	10.15	
10.29	Agreement on Application, Construction and Transfer of Power Facilities, dated as of March 15, 2006, between the Company and Shanghai Yahong Electronic Co., Ltd.	10-Q	May 10, 2006	10.16	
10.30	A Supplement dated January 1, 2007 to the Lease Agreement on Disposal of Waste and Scraps between Shanghai Kaihong Electronic Co., Ltd. and Shanghai Ding Hong Electronic Co., Ltd.	10-K	February 29, 2008	10.51	
10.31	Accommodation Building Fourth and Fifth Floor Lease Agreement dated December 31, 2007 between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Co., Ltd.	10-K	February 29, 2008	10.54	
10.31	Fourth Floor of the Accommodation Building Lease Agreement dated January 1, 2008, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Co., Ltd.	10-Q	August 11, 2008	10.50	
10.33	Factory Building Lease Agreement dated March 1, 2008 between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Hao Electronic Co. Ltd.	10-Q	August 11, 2008	10.6	
10.34	Supplemental Agreement to the Factory Building Lease Agreement dated as of August 11, 2008 between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	November 7, 2008	10.2	
10.35	Distributorship Agreement dated November 1, 2008 between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Keylink Logistic Co., Ltd.	10-K	February 26, 2009	10.83	
10.36	Lease Facility Safety Management Agreement dated December 31, 2008 between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Howe Electronic Co., Ltd.	10-K	February 26, 2009	10.84	

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
10.37	Second Supplemental Agreement to the Factory Building Lease Agreement dated August 19, 2009 between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	November 6, 2009	10.1	
10.38	Consulting Agreement dated January 1, 2009, between Diodes Incorporated and Keylink International (B.V.I.) Co., Ltd.	10-Q	May 8, 2009	10.1	
10.39	Power Facility Construction Agreement dated October 29, 2009 between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Hao Electronic Co., Ltd.	10-K	March 1, 2010	10.97	
10.40	First Amendment to the DSH #2 Building Lease Agreement dated December 31, 2009 between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Howe Electronics Co., Ltd.	10-K	March 1, 2010	10.98	
10.41	Construction Project Contract between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Howe Electronic Co., Ltd.	10-Q	May 7, 2010	10.2	
10.41.2	Third Floor of the Accommodation Building Lease Agreement, dated April 12, 2010, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Co., Ltd.	10-Q	May 7, 2010	10.3	
10.42	Second Floor of the Accommodation Building Lease Agreement, dated September 1, 2010, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Company, Ltd.	10-Q	November 9, 2010	10.1	
10.43	Investment Cooperation Agreement effective as of September 10, 2010, between Diodes Hong Kong Holding Company Limited and the Management Committee of the Chengdu Hi-Tech Industrial Development Zone	8-K	September 16, 2010	99.1	
10.44	Supplementary Agreement to the Investment Cooperation Agreement effective as of September 10, 2010, between Diodes Hong Kong Holding Company Limited and the Management Committee of the Chengdu Hi-Tech Industrial Development Zone	8-K	September 16, 2010	99.2	
10.45	Joint Venture Agreement effective as of November 5, 2010 between Diodes Hong Kong Holding Company Limited and Chengdu Ya Guang Electronic Company Limited	8-K	November 12, 2010	99.1	
10.46	Joint Venture Agreement Supplement Concerning the Establishment of Diodes Technology (Chengdu) Company Limited effective as of November 5, 2010, between Diodes Hong Kong Holding Company Limited and Chengdu Ya Guang Electronic Company Limited	8-K	November 12, 2010	99.2	

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
10.47	Second Amendment to the DSH #2 Building Lease Agreement, dated November 15, 2010, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Howe Electronics Company, Ltd.	10-K	February 28, 2011	10.112	
10.48	Power Facility Expansion Construction Contract, dated January 24, 2011, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Howe Electronics Company, Ltd.	10-K	February 28, 2011	10.113	
10.49	First Floor of the Accommodation Building Agreement, dated June 1, 2011, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Company, Ltd.	10-Q	November 9, 2011	10.1	
10.50	Third Floor of the Dormitory Building Lease Agreement, dated July 1, 2011, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Company, Ltd.	10-Q	November 9, 2011	10.2	
10.51	Third Supplemental Agreement to the Factor Building Lease Agreement, dated May 16, 2011, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Hao Electronic Company, Ltd.	10-Q	November 9, 2011	10.3	
10.52	Supplement Agreement to the Power Facility Construction Application Agreement, dated March 21, 2011, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Hao Electronic Company, Ltd.	10-Q	August 9, 2011	10.1	
10.53	Plating Process Agreement made and entered into among Shanghai Kaihong Electronic Co., Ltd., Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology), Diodes Shanghai, Shanghai Ding Hong Electronic Co., Ltd. and Shanghai Micro-Surface Co., Ltd.	10-K	February 29, 2008	10.52	
10.54	Construction Design Consulting Agreement between Diodes Technology (Chengdu) Company Limited and Lite-On Technology Corporation	10-Q	August 9, 2012	10.1	
10.55	Second Supplementary Agreement, dated as of January 23, 2013, to the Investment Cooperation Agreement effective as of September 10, 2010, by and among Diodes Hong Kong Holding Company Limited, Diodes (Shanghai) Investment Company Limited, Diodes Technology (Chengdu) Company Limited, and the Management Committee of the Chengdu Hi-Tech Industrial Development Zone	10-K	February 27, 2013	10.75	
10.56	DSH #2 Building Lease Agreement dated as of January 28, 2013 between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Howe Electronics Co., Ltd.	10-K	February 27, 2013	10.76	

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
10.57	Supplement Agreement to Lease Agreement dated September 2013 between Shanghai Kaihong Electronic Co., Ltd and Shanghai Ding Hong Electronic Co., Ltd.	10-Q	November 12, 2013	10.6	
10.58	Construction Design Consulting Assignment Agreement Supplemental Agreement between Diodes Technology (Chengdu) Company Limited and Lite-On Technology Corporation	10-Q	August 8, 2013	10.1	
10.59	Procurement Agreement, dated May 3, 2013, between Diodes Taiwan Inc. and Lite-On Technology Corporation	10-Q	August 8, 2013	10.2	
10.60	Share Transfer Memorandum of Understanding, date June 18, 2013, among Diodes Incorporated, Chengdu Ya Guang Electronic Engineering Factory, and Zetex Chengdu Electronics Limited	10-Q	August 8, 2013	10.3	
10.61	Plating Process Agreement between Zetex (Chengdu) Electronic Company Limited and Diodes Technology (Chengdu) Company Limited, dated February 8, 2013	10-Q	May 10, 2013	10.1	
10.62	Equity Transfer Agreement, dated April 2014, between Chengdu Ya Guang Electronic Engineering Factory and Diodes (Shanghai) Investment Company Limited	10-Q	May 9, 2014	10.1	
10.63	Equity Transfer Agreement Amendment, dated April 2014, between Chengdu Ya Guang Electronic Engineering Factory and Diodes (Shanghai) Investment Company Limited	10-Q	May 9, 2014	10.2	
10.64	Fourth Supplemental Agreement to the Factory Building Lease Agreement, dated April 23, 2014, between Shanghai Kaihong Technology Co., Ltd. and Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	May 9, 2014	10.3	
10.65	Plating Processing Agreement, dated February 28, 2014, between Zetex (Chengdu) Electronic Company Limited and Diodes Technology (Chengdu) Company Limited	10-Q	May 9, 2014	10.4	
10.66	Amended Consulting Agreement dated as of January 1, 2015 between Diodes Incorporated and Keylink International (B.V.I) Co., Ltd.	10-K	March 2, 2015	10.78	
10.67	Chemical Warehouse Lease Agreement, dated November 1, 2014 between Shanghai Kaihong Electronic Co., Ltd. and Shanghai Ding Hong Electronic Co., Ltd.	10-K	March 2, 2015	10.79	
10.68	Chemical Warehouse Lease Agreement between Shanghai Kaihong Technology Co., Ltd. and Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	November 6, 2015	10.1	
10.69	Fifth Supplemental Facility Lease Agreement between Shanghai Kaihong Technology Co., Ltd. and Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	November 6, 2015	10.2	
10.70	Property Lease Safety Agreement, dated July 2016, between Zetex (Chengdu) Electronics Ltd. and Chengdu Yaguang Electronic Co., Ltd.	10-Q	August 9, 2016	99.1	
10.71	Property Lease Agreement, dated July 2016, between Zetex (Chengdu) Electronics Ltd. and Chengdu Yaguang Electronic Co., Ltd.	10-Q	August 9, 2016	99.2	

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
10.72	2016 Amendment to Joint Venture Agreement, effective as of December 7, 2016, between Diodes (Shanghai) Investment Company Limited and Chengdu Ya Guang Electronic Company Limited	8-K	December 13, 2016	99.1	
10.73	Diodes Zetex Pension Scheme Recovery plan, dated February 22, 2017, between Trustees of the Diodes Zetex Pension Scheme and Diodes Zetex Limited	10-K	February 27, 2017	10.78	
10.74	Diodes Zetex Pension Scheme Schedule of contributions, dated February 22, 2017, between Trustees of the Diodes Zetex Pension Scheme and Diodes Zetex Limited	10-K	February 27, 2017	10.79	
10.75	Framework Agreement, dated January 16, 2017, among Diodes Zetex Limited, Diodes Zetex Semiconductors Limited, Diodes Incorporated, HR Trustees Limited, and Trustees	10-K	February 27, 2017	10.80	
10.76	Guarantee, dated March 26, 2012, among Diodes Zetex Semiconductors Limited, Diodes Zetex Limited, HR Trustees Limited, and Trustees	10-Q	August 9, 2012	10.5	
10.77	Diodes Zetex Pension Scheme Information Protocol, dated April 10, 2012, among Diodes Zetex Limited, Diodes Zetex Semiconductors Limited, the Company, HR Trustees Limited and Trustees	10-Q	August 9, 2012	10.6	
10.78	Legal Charge, dated March 26, 2012, among Zetex Semiconductors Limited, HR Trustees Limited, and Trustees	10-Q	August 9, 2012	10.7	
10.79	Credit Agreement, dated March 21, 2011, between Mega International Commercial Bank and Diodes Taiwan Inc.	10-Q	August 9, 2011	10.2	
10.80	Amended and Restated Credit Agreement, dated October 26, 2016, by and among Diodes Incorporated, Diodes International B.V., Diodes Holding B.V., Diodes Investment Company, Diodes FabTech Inc., Diodes Holdings UK Limited, Diodes Zetex Limited, Pericom Semiconductor Corporation, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other Lenders party thereto	8-K	November 1, 2016	10.1	
10.80.1	Amendment No. 1 and Limited Waiver dated February 13, 2017 by and among the parties to the Amended and Restated Credit Agreement dated October 26, 2016 (Exhibit 10.85 above).	8-K	February 14, 2017	10.1	
10.80.2	Amendment No. 2 dated August 24, 2017 by and among the parties to the Amended and Restated Credit Agreement dated October 26, 2016 (Exhibit 10.85 above).				X
14**	Code of Ethics for Chief Executive Officer and Senior Financial Officers				

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Here
21	Subsidiaries of the Registrant				X
23.1	Consent of Independent Registered Public Accounting Firm				X
31.1	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes- Oxley Act of 2002				X
31.2	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
32.1***	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
32.2***	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
101.INS	XBRL Instance Document				X
101.SCH	XBRL Taxonomy Extension Schema				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase				X
101.LAB	XBRL Taxonomy Extension Labels Linkbase				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase				X
*	Constitute management contracts, or compensatory plans or arrangements, which are required to be filed pursuant to Item 601 of Regulation S-K.				X
**	Provided in the Corporate Governance portion of the Investor Relations section of the Company’s website at http://www.diodes.com				X
***	A certification furnished pursuant to Item 601 of the Regulation S-K will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.				X

PLEASE NOTE: It is inappropriate for investors to assume the accuracy of any covenants, representations or warranties that may be contained in agreements or other documents filed as exhibits to this Annual Report on Form 10-K. In certain instances the disclosure schedules to such agreements or documents contain information that modifies, qualifies and creates exceptions to the representations, warranties and covenants. Moreover, some of the representations and warranties may not be complete or accurate as of a particular date because they are subject to a contractual standard of materiality that is different from those generally applicable to stockholders or were used for the purpose of allocating risk among the parties rather than establishing certain matters as facts. Accordingly, you should not rely on the representations and warranties as characterizations of the actual state of facts at the time they were made or otherwise.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 (Registrant)

By: /s/ Keh-Shew Lu KEH-SHEW LU President and Chief Executive Officer (Principal Executive Officer)	February 19, 2018
By: /s/ Richard D. White RICHARD D. WHITE Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	February 19, 2018

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dr. Keh-Shew Lu, President and Chief Executive Officer, and Richard D. White, Chief Financial Officer and Secretary, his true and lawful attorneys-in-fact and agents, with full power of substitution, to sign and execute on behalf of the undersigned any and all amendments to this report, and to perform any acts necessary in order to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requested and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or their or his or her substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 19, 2018.

/s/ Keh-Shew Lu KEH-SHEW LU President and Chief Executive Officer (Principal Executive Officer)	
/s/ Richard D. White RICHARD D. WHITE Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	
/s/ Raymond Soong RAYMOND SOONG Chairman of the Board of Directors	/s/ C.H. Chen C.H. CHEN Director
/s/ Michael R. Giordano MICHAEL R. GIORDANO Director	/s/ Christina Wen-Chi Sung CHRISTINA WEN-CHI SUNG Director
/s/ Keh-Shew Lu KEH-SHEW LU Director	/s/ John M. Stich JOHN M. STICH Director
/s/ Michael K.C. Tsai MICHAEL K.C. TSAI Director	

CERTIFICATE OF INCORPORATION

OF

DIODES INCORPORATED

FIRST: The name of the corporation (hereinafter called the “Company”) is DIODES INCORPORATED.

SECOND: The registered office of the Company in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, in the County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted, or carried on are as follows:

(1) To engage in the business of manufacturing solid state and electronic devices.

(2) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto connected therewith, which are not forbidden by statute or by this Certificate of Incorporation.

(3) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

(4) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state or territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes for which the company proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof, and any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

FOURTH: The Company is authorized to issue a total of ten million (10,000,000) shares of all classes of stock. Of such total number of authorized shares of stock, nine million (9,000,000) shares are Common Stock, each of which shares of Common Stock has a par value of Sixty-Six and Two-Thirds Cents ($.66-2/3), and one million (1,000,000) shares are Preferred Stock, each of which shares of Preferred Stock has a par value of One Dollar ($1.00).

A statement of the designations of the authorized classes of stock or of any series thereof, and the powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, or of the authority of the Board of Directors to fix by resolution or resolutions such designations and other terms, is as follows:

(1) Preferred Stock:

Shares of Preferred Stock may be issued from time to time in one or more series.

The Board of Directors is hereby authorized, within the limitations and restrictions stated in this Article FOURTH, to fix by resolution or resolutions the designation of each series of Preferred Stock and the powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware.

If any proposed amendment to the Certificate of Incorporation of the Company would alter or change the preferences, special rights or powers given to any one or more outstanding series of Preferred Stock, so as to affect such series adversely, or would authorize the issuance of a class or classes of stock having preferences or rights with respect to dividends or dissolution or the distribution of assets that would be superior to the preferences or rights of such series of Preferred Stock, then the holders of each such series of Preferred Stock so affected by the amendment shall be entitled to vote-as a series-upon such amendment, and the affirmative vote of two-thirds (2/3) of the outstanding shares of each such series shall be necessary to the adoption thereof, in addition to such other vote as may be required by the General Corporation Law of Delaware.

The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote, without there being a class vote of the Preferred Stock.

(2) Common Stock:

Subject to all of the preferences and rights of the Preferred Stock or a series thereof that may be fixed by a resolution or resolutions of the Board of Directors, dividends may be paid on the Common Stock as and when declared by the Board of Directors, out of any funds of the Company legally available for the payment of such dividends.

Except as may otherwise be provided by a resolution or resolutions of the Board of Directors concerning the Preferred Stock or a series thereof, or by this Certificate of Incorporation or the General Corporation Law of Delaware, the holders of the shares of Common Stock issued and outstanding shall have and possess the exclusive right to notice of stockholders' meetings and the exclusive power to vote.

FIFTH: The name and mailing address of the incorporator is as follows:

Name	Address
/s/ A. D. Grier	100 West Tenth Street Wilmington, Delaware

SIXTH: At all elections of Directors of the Company, each stockholder who is entitled to vote upon such election shall be entitled to as many votes as shall be equal to the number of votes which (except for this provision as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all of such votes for a single Director or may distribute them among the number to be voted for or for any two or more of them, as he sees fit.

SEVENTH: In furtherance and not in limitation of the powers conferred by statue, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Company.

EIGHTH: The Company shall indemnify any and all persons whom it has the power to indemnify pursuant to the General Corporation Law of Delaware against any and all expenses, judgments, fines, amounts paid in settlement, and any other liabilities to the fullest extent permitted by such Law and may, at the discretion of the Board of Directors, purchase and maintain insurance, at its expense, to protect itself and such persons against any such expense, judgment, fine, amount paid in settlement or other liability, whether or not the Company would have the power to so indemnify such person under the General Corporation Law of Delaware.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make, file and record this Certificate of Incorporation, do hereby certify the facts herein stated are true, and have accordingly hereunto set my hand this 26th day of July, 1968.

/s/ A. D. Grier

STATE OF DELAWARE)
) SS.
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 26th day of July, 1968, personally came before me, the subscriber, a Notary Public for the State and County aforesaid, A. D. Grier, known to me personally to be such, and acknowledged the said Certificate of Incorporation to be her act and deed and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

/s/ NOT LEGIBLE [ATWELL]
Notary Public

[SEAL]

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 10th day of January, 1969, pursuant to Section 4118 of the California Corporations Code, and to Section 252 of the General Corporation Law of the State of Delaware, by and between DIODES INCORPORATED, a California corporation (hereinafter sometimes called "Old Diodes") and DIODES INCORPORATED, a Delaware corporation (hereinafter sometimes called "Diodes Delaware") (the two corporate parties hereto being sometimes collectively referred to as the "Constituent Corporations"):

W I T N E S S E T H:

WHEREAS, Diodes Delaware is a corporation duly organized and existing under the laws of the State of Delaware, and pursuant to its Certificate of Incorporation is authorized to issue a total of nine million (9,000,000) shares of Common Stock, Sixty-Six and Two-Thirds Cents ($.66-2/3) par value, or a total of Six Million Dollars ($6,000,000) par value, and one million (1,000,000) shares of Preferred Stock, One Dollar ($1.00) par value, or a total of One Million Dollars ($1,000,000) par value; and

WHEREAS, Diodes Delaware has outstanding, as of the date hereof, 1,000 shares of Common Stock, all of which are owned of record and beneficially by Old Diodes and each of which is entitled to one vote and no shares of Preferred Stock; and

WHEREAS, Old Diodes is a corporation duly organized and existing under the laws of the State of California, and pursuant to its Articles of Incorporation as amended to the date hereof is authorized to issue a total of nine million (9,000,000) shares of Capital Stock, Sixty-Six and Two-Thirds Cents ($.66-2/3) par value, or a total of Six Million Dollars par value; and

WHEREAS, Old Diodes has outstanding as of the date hereof approximately 1,814,976-1/4 shares of its Capital Stock, each of which is entitled to one vote; and

WHEREAS, the principal and registered office of Diodes Delaware in the State of Delaware is 100 West Tenth Street, in the City of Wilmington, County of New Castle; and

WHEREAS, the principal office of Old Diodes in the State of California is located at 20235 Nordhoff Street, Chatsworth, County of Los Angeles; and

WHEREAS, the Board of Directors of Diodes Delaware has adopted resolutions declaring advisable the proposed merger (hereinafter referred to as the "merger") of Old Diodes into Diodes Delaware on the terms and conditions hereinafter set forth and approving this Agreement and Plan of Merger, and the Board of Directors of Old Diodes has by resolution adopted this Agreement and Plan of Merger, and both such Boards of Directors have directed that this Agreement and Plan of Merger be submitted to their respective stockholders at separate meetings called for the purpose of taking the same under consideration, in accordance with the applicable statutes of the State of California and Delaware.

NOW, THEREFORE, the Constituent Corporations do hereby agree to merge on the terms and conditions herein provided, as follows:

ARTICLE I

GENERAL

1.01 The corporations parties to this Agreement and Plan of Merger (hereinafter sometimes called the “Agreement”), agree to effect the merger herein provided for, subject to the terms and conditions herein set forth.

1.02 Upon the Effective Date, as defined in Section 1.08 hereof, Old Diodes shall be merged into Diodes Delaware, which latter company shall be the Surviving Corporation, governed by the laws of the State of Delaware, the name of which shall continue to be Diodes Incorporated.

1.03 The Certificate of Incorporation of Diodes Delaware in effect on the Effective Date shall, until amended, be and remain the Certificate of Incorporation of the Surviving Corporation.

1.04 The By-Laws of Diodes Delaware in effect on the Effective Date shall be and remain the By-Laws of the Surviving Corporation, until altered, amended or repealed.

1.05 Upon the Effective Date, the separate existence of Old Diodes shall cease and Old Diodes shall be merged into the Surviving Corporation. The Surviving Corporation shall, from and after the Effective Date, possess all the rights, privileges, powers, and franchises of whatsoever nature and description, as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations or whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, and every devise or bequest which either of the Constituent Corporations would have been capable of taking shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of such merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation may be prosecuted to judgment or decree as if such merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

1.06 The Constituent Corporations each hereby agrees that at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, it will execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds, or other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation, its successors or assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all of the property, rights, privileges, powers, immunities, franchises and interests referred to in this Article I and otherwise to carry out the intent and purposes hereof.

1.07 Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the States of California and Delaware to consummate and make effective the merger.

1.08 Subject to the terms and conditions herein provided, as soon as practicable after the adoption of this Agreement by the shareholders of Old Diodes and Diodes Delaware, respectively, a Certificate of Merger incorporating this Agreement shall be filed under Section 4119 of the California Corporations Code with the Secretary of the State of California, and this Agreement, certified by the secretary or assistant secretary of Diodes Delaware under the seal of that corporation, shall be filed under Section 252 of the General Corporation Law of the State of Delaware with the Secretary of State of Delaware and a certified copy thereof shall be recorded in the office of the Recorder of New Castle County, Delaware, where the Certificate of Incorporation is recorded, in accordance with Section 103 of the General Corporation Law of the State of Delaware. This Agreement shall become effective at the close of business on the day (hereinafter called the “Effective Date”) on which both of such filings have been completed.

ARTICLE II

CAPITAL STOCK OF THE SURVIVING CORPORATION

2.01 The manner of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation shall be as hereinafter set forth in this Article II.

2.02 Each share of the Common Stock of Diodes Delaware issued and outstanding immediately prior to the Effective Date shall be cancelled.

2.03 Each share of the Capital Stock of Old Diodes issued and outstanding immediately prior to the Effective Date, shall automatically and without any action on the part of the holder thereof, be converted, upon the Effective Date, into one share of Common Stock of Diodes Delaware. Each certificate of Old Diodes evidencing ownership of any such shares shall, from and after the effective date, evidence ownership of the same number of shares of Common Stock of Diodes Delaware. Holders of certificates representing shares of Capital Stock of Old Diodes will not be required to surrender such certificates in exchange for certificates for shares of Common Stock of Diodes Delaware. Whenever certificates which previously represented shares of Common Stock of Old Diodes are surrendered for transfer, Diodes Delaware will cause to be issued certificates representing an equal number of shares of Common Stock of Diodes Delaware, and at any time upon surrender by any holder of certificates which previously represented shares of Capital Stock of Old Diodes, Diodes Delaware will cause to be issued therefor certificates for an equal number of shares of Common Stock of Diodes Delaware.

2.04 Upon the Effective Date, Diodes Delaware shall assume all stock options granted by Old Diodes, to the extent that such options are outstanding immediately prior to the effective date, whether or not then exercisable, by substituting for the Capital Stock of Old Diodes allocable to such options shares of Common Stock of Diodes Delaware on the basis set forth in Section 2.03 hereof and on a basis which will comply with Section 425 of the Internal Revenue Code and other applicable statutes set forth in the Internal Revenue Code.

2.05 In the event that Old Diodes shall be obligated by contract immediately prior to the Effective Date to issue any shares of its Capital Stock, Diodes Delaware shall be obligated to issue in lieu thereof shares of its Common Stock on the basis set forth in Section 2.03 hereof.

ARTICLE III

STOCK OPTION PLAN; EMPLOYMENT ARRANGEMENTS;
PROFIT SHARING AND RETIREMENT PLAN;
OFFICERS AND DIRECTORS

3.01 Upon the Effective Date, Diodes Delaware shall have as stock option plan the qualified Stock Option Plan for officers and employees of Old Diodes, as amended. From and after the Effective Date the references in said Stock Option Plan (i) to “Company” shall be to Diodes Delaware, and (ii) to the “Board of Directors” and “Committee” shall be to the Board of Directors and Committee of Diodes Delaware. The Board of Directors and Committee of Diodes Delaware, upon the Effective Date, shall be vested with powers to administer said Stock Option Plan, as amended, referred to in this Section 3.01.

3.02 The employees of Old Diodes shall, upon the Effective Date, become employees of Diodes Delaware and shall continue to be entitled to benefits substantially equivalent to those which they enjoyed as employees of Old Diodes.

3.03 The directors and officers of Old Diodes in office on the Effective Date shall continue in office as, and shall be and constitute, the directors and officers of Diodes Delaware for the term elected and until their respective successors shall be elected or appointed and qualified.

ARTICLE IV

TERMINATION AND AMENDMENT

4.01 Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated by written notice of termination at any time before completion of the respective filings with the Secretary of State of California and the Secretary of State of Delaware referred to in Section 1.08 hereof (whether before or after approval hereof by the shareholders of the Constituent Corporations, or either of them) by appropriate resolution of the Board of Directors of Old Diodes, for any reason deemed appropriate by said Board of Directors.

ARTICLE V

MISCELLANEOUS

5.01 Descriptive headings are for convenience only and shall not control or affect the meaning or construction of any provisions of this Agreement.

5.02 This Agreement may be executed in any number of counterparts or may be, where the same are not required, certified or otherwise delivered without the testimonium clause and signatures; each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

DIODES INCORPORATED
(California)

ATTEST:

/s/ NORMAN H. KIRSHMAN
Secretary

/s/ W. LLOYD
President

DIODES INCORPORATED
INCORPORATED
JUNE 15, 1959
CALIFORNIA

DIODES INCORPORATED
(Delaware)

ATTEST:

/s/ NORMAN H. KIRSHMAN
Secretary

/s/ W. LLOYD
President

DIODES INCORPORATED
CORPORATE SEAL
1968
DELAWARE

I, NORMAN H. KIRSHMAN, Secretary of DIODES INCORPORATED, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of DIODES INCORPORATED, a corporation of the State of California, was duly submitted to the stockholders of said DIODES INCORPORATED, a Delaware corporation, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after at least 20 days' notice by mail as provided by section 252 and section 251 of Title 8 of the Delaware Code of 1953 on the 25th day of September, 1968, for the purpose of considering and taking action upon the proposed Agreement of Merger; that 1,000 shares of stock of said corporation were on said date issued and outstanding; that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said DIODES INCORPORATED, a Delaware corporation, and the duly adopted agreement of said corporation.

WITNESS my hand and seal of said DIODES INCORPORATED, a Delaware corporation, on this 10th day of January, 1969.

/s/ Norman H. Kirshman
NORMAN H. KIRSHMAN
Secretary

DIODES INCORPORATED
CORPORATE SEAL
1968
DELAWARE

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Corporations Code of the State of California, the President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 10th day of January, 1969.

DIODES INCORPORATED
INCORPORATED
JUNE 15, 1959
CALIFORNIA

DIODES INCORPORATED
A California Corporation

/s/ W. LLOYD
President

ATTEST:

/s/ NORMAN H. KIRSHMAN
Secretary

DIODES INCORPORATED
CORPORATE SEAL
1968
DELAWARE

DIODES INCORPORATED
A Delaware Corporation

/s/ W. LLOYD
President

ATTEST:

/s/ NORMAN H. KIRSHMAN
Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

BE IT REMEMBERED that on this 10th day of January, 1969, personally came before me, a Notary Public in and for the County and State aforesaid, W. LLOYD, President of Diodes Incorporated, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

/s/ THELMA J. KERRIS
Notary Public

[SEAL GRAPHIC]
OFFICIAL SEAL
THELMA J. KERRIS
NOTARY PUBLIC – CALIFORNIA
PRINCIPAL OFFICE IN
LOS ANGELES COUNTY

My Commission Expires August 10, 1971

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

BE IT REMEMBERED that on this 10th day of January, 1969, personally came before me, a Notary Public in and for the County and State aforesaid, W. LLOYD, President of Diodes Incorporated, a corporation of the State of California, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Thelma J. Kerris
Notary Public

[SEAL GRAPHIC]
OFFICIAL SEAL
THELMA J. KERRIS
NOTARY PUBLIC – CALIFORNIA
PRINCIPAL OFFICE IN
LOS ANGELES COUNTY

My Commission Expires August 13, 1971

CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS OF CLASS A PREFERRED STOCK OF

DIODES INCORPORATED

a Delaware corporation

DIODES INCORPORATED, a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

That, pursuant to the authority conferred on the Board of Directors by the Certificate of Incorporation of said corporation, and pursuant to the provisions of Section 151 of Title 8 of the Delaware Code of 1953, said Board of Directors, by the unanimous consent of its members filed with the minutes of the Board on November 25, 1993, adopted the following resolutions providing for the issuance of a series of ONE HUNDRED AND SIXTY NINE THOUSAND SIX HUNDRED AND TWENTY NINE (169,629) shares of Preferred Stock, designated Class A Preferred Stock, and providing for designations, relative rights, preferences, privileges and limitations of said Class A Preferred Stock.

"RESOLVED, that this Board shall, and hereby does, authorize the issuance to Lite-On Power Semiconductor, a Taiwan corporation of 169,629 shares of this Corporation's authorized but unissued $1.00 Par Value Preferred Stock, designated Class A Preferred Stock, and

RESOLVED FURTHER, that said Class A Preferred Stock shall be issued subject to the designations, relative rights, preferences, privileges and limitations as set forth in the document entitled Statement of Designations, Relative Rights, Preferences, Privileges and Limitations, a copy of which follows these minutes in the Minute Book of the Company.

Attached hereto marked Exhibit "A" is a copy of the document entitled Statement of Designations, Relative Rights, Preferences, Privileges and Limitations referred to in the above resolution.

IN WITNESS WHEREOF, said DIODES INCORPORATED has caused this certificate to be signed by PEDRO P. MORILLAS, its Executive Vice President, and attested by JOSEPH LIU, its Secretary, this 15th day of June, 1995.

DIODES INCORPORATED,

a Delaware corporation

by: /s/ Pedro P. Morillas
PEDRO P. MORILLAS
Executive Vice President

ATTEST:

BY /s/ Joseph Liu
JOSEPH LIU, secretary

DIODES INCORPORATED CLASS "A" PREFERRED STOCK

STATEMENT OF DESIGNATIONS, RELATIVE RIGHTS, PREFERENCES, PRIVILEGES AND LIMITATIONS

A. CONVERTIBILITY

(1) The shares of Class A Preferred Stock are convertible, at the option of the record holder of the shares, into shares of fully paid and nonassessable $0.66 2/3 Par Value Common Stock of the Corporation (hereinafter the "Common Stock"). The shares of Class A Preferred Stock may be converted at any time after the conversion date set forth on the share certificate. Each share of Class A Preferred Stock may be converted into one (1) share of Common Stock.

(2) To convert shares of Class A Preferred Stock, the holder of the shares must surrender the certificate or certificates representing the shares to be converted, duly endorsed to the Corporation or in blank, at the principal office of the Corporation, and give written notice to the Corporation at that office that the holder desires to convert the shares. The notice must set forth the name, address and taxpayer identification number of the person or persons to whom a certificate or certificates representing the Common Stock of the Corporation are to be issued.

(3) Shares of Class A Preferred Stock shall be deemed to be converted at the close of business on the date of the surrender to the Corporation of the properly endorsed certificate or certificates representing the shares. The rights of the holders of the Class A Preferred Stock surrendered shall cease at that time, and the person or persons in whose name or names the certificate or certificates for the Common Stock are to be issued shall be treated for all purposes as having become record owners of the Common Stock of the Corporation at that time. However, if certificates are surrendered on a day in which the stock transfer books of the Corporation are closed, the surrender shall be deemed to have occurred on the next succeeding day on which the stock transfer books are open.

(4) The Corporation shall at all times reserve and keep available solely for the purpose of issuing upon conversion of Class A Preferred Stock the number of shares of Common Stock issuable upon conversion of all outstanding Class A Preferred Stock.

(5) At the time of conversion, the Corporation shall pay to the holder of record of any share or shares of Class A Preferred Stock surrendered for conversion any accrued and unpaid dividends on the stock.

EXHIBIT "A"

(6) The issuance of certificates for shares of Common Stock upon the conversion of Class A Preferred Stock shall be made without charge for any tax with respect to the issuance. However, if any certificate is to be issued in a name or names other than the name or names of the holder of record of Class A Preferred Stock converted, the person or persons requesting the issuance shall pay to the Corporation the amount of any tax that may be payable in connection with any transfer involved in the issuance, or shall establish to the satisfaction of the Corporation that the tax has been paid or is not due and payable.

(7) The Corporation shall not be required to issue any fractional shares of Common Stock upon the conversion of Class A Preferred Stock. If more than one share of Class A Preferred Stock is surrendered for conversion at one time by the same holder, the number of full shares of Common Stock that shall be issued upon the conversion of Class A Preferred Stock shall be computed on the basis of the aggregate number of shares of Class A Preferred Stock surrendered. If any interest in a fractional share of Common Stock would otherwise be deliverable upon the-conversion of Class A Preferred Stock, the Corporation shall make adjustment for that fractional share interest by payment of an amount in cash equal to the same fraction of the market value at that time of a full share of Common Stock of the Corporation.

(8) If the Corporation subdivides or combines in a larger or smaller number of shares its outstanding shares of Common Stock, then the number of shares of Common Stock issuable upon the conversion of Class A Preferred Stock shall be proportionally increased in the case of a subdivision and decreased in the case of a combination, effective in either case at the close of business on the date that the subdivision or combination becomes effective.

(9) If the Corporation is recapitalized, is consolidated with or merged into any other corporation, or sells or conveys to any other corporation all or substantially all of its property as an entity, provision shall be made as part of the terms of the recapitalization, consolidation, merger, sale, or conveyance so that the holders of Class A Preferred Stock may receive, in lieu of the Common Stock otherwise issuable to them upon conversion of Class A Preferred Stock, at the same conversion ratio, the same kind and amount of securities or assets as may be distributable upon the recapitalization, consolidation, merger, sale, or conveyance with respect to the Common Stock.

(10) If the Corporation at any time pays to the holders of its Common Stock a dividend in Common Stock, the number of shares of Common Stock issuable upon the conversion of Class A Preferred Stock shall be proportionally increased, effective at the close of business on the record date for determination of the holders of the Common Stock entitled to the dividend.

(11) Except as provided below, if the Corporation at any time pays any dividend or makes any distribution on its Common Stock in property other than cash or in Common Stock of the Corporation, then provision shall be made as part of the terms of the dividend or distribution so that the holders of Class A Preferred Stock surrendered for conversion after the record date for the determination of holders of Common Stock entitled to the dividend or distribution shall be entitled to receive the same proportionate share of property that they would have been entitled to receive had Class A Preferred Stock been converted immediately prior to the record date.

(12) These adjustments shall be made successively if more than one of these events occurs. However, no adjustment in the conversion ratio of Class A Preferred Stock into Common Stock shall be made by reason of

(a) the payment of a cash dividend on the Common Stock or on any other class of stock of the Corporation;

(b) the purchase, acquisition, redemption, or retirement by the Corporation of any shares of Common Stock or of any other class of stock of the Corporation, except as provided above in connection with a subdivision or combination of the outstanding Common Stock of the Corporation;

(c) the issuance, other than as provided above, of any shares of Common Stock, or of any securities of the Corporation convertible into Common Stock or into other securities of the Corporation, or of any rights, warrants or options to subscribe for or purchase shares of Common Stock or other securities of the Corporation, or of any other securities of the Corporation; provided that if the Corporation offers any of the securities or any rights, warrants or options to subscribe for or purchase any of its securities to the holders of its Common Stock, pursuant to any preemptive or preferential rights granted to the holders of Common Stock by the certificate of incorporation of the Corporation, or pursuant to any similar rights granted by the Board of Directors of the Corporation, the Corporation shall mail written notice of the offer to the holders of Class A Preferred Stock at least 20 days prior to the record date for determination of the holders of Common Stock entitled to receive the offer;

(d) the offer by the Corporation to redeem or acquire shares of its Common Stock by paying or exchanging the stock of another corporation, or the carrying out of a transaction contemplated by an offer of this nature; provided that the Corporation shall mail written notice of the offer to the holders of Class A Preferred Stock at least 20 days prior to the expiration of the offer; or

(e) the distribution of stock to holders of Common Stock of the Corporation, if the issuer of the stock distributed is at the time of the distribution engaged in a business that was previously operated as a division or subsidiary by a corporation acquired by the Corporation and that was distinct from the principal business of the corporation acquired.

B. VOTING RIGHTS

(1) At every meeting of the stockholders of the Corporation, each holder of Class A Preferred Stock shall be entitled to one vote for each share of Class A Preferred Stock standing in the name of the holder on the books of the Corporation, with the identical voting rights as a holder of a share of Common Stock of the Corporation, except as expressly provided in these paragraphs. Except as otherwise provided by law, and except as provided in these paragraphs, the Class A Preferred Stock and any other class of stock of the Corporation having voting rights shall vote together as one class.

(2) The holders of Class A Preferred Stock are entitled to receive notice of all meetings of the stockholders of the Corporation, to the same extent and in the same manner as the holders of the Common Stock of the Corporation.

(3) At any election of directors of the Corporation in which the holders of Class A Preferred Stock are entitled to vote, each holder of Class A Preferred Stock shall have the right to cumulative voting. Each holder shall be entitled to a number of votes equal to the number of votes the holder (absent this provision for cumulative voting) would be entitled to cast in an election of directors with respect to the Class A Preferred Stock owned by the holder multiplied by the number of directors to be elected by the holders of the Class A Preferred Stock. Each holder shall be entitled to cast all of these votes for a single director, or to distribute them among

the number of directors to be elected or among any two or more of them as the holder may see fit.

C. PREFERENCE ON LIQUIDATION

(1) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or of any reduction in the capital of the Corporation resulting in any distribution of assets to its stockholders, each holder of Class A Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation, whether from capital or earnings, available for distribution to the stockholders of the Corporation, before any amount is paid to the holders of the Common Stock, the sum of $1.00 per share for each share of Class A Preferred Stock held by the holder, plus an amount equal to the sum of all accumulated and unpaid dividends to the date fixed for the payment of the distribution on the shares of Class A Preferred Stock held by the holder.

(2) The purchase or redemption by the Corporation of any class of its stock in any manner permitted by law, the consolidation or merger of the Corporation with or into one or more other corporations, or the sale or transfer by the Corporation of all or substantially all of its assets shall not, for the purposes of determining preferences on liquidation, be deemed to be a liquidation, dissolution or winding up of the Corporation or a reduction of its capital. A dividend or distribution to stockholders from net profits or surplus earned after the date of any reduction in the capital of the Corporation shall not be deemed to be a distribution resulting from the reduction in capital. No holder of Class A Preferred Stock shall be entitled to receive any amounts in connection with any liquidation, dissolution or winding up of the Corporation other than the amounts provided for in these paragraphs.

D. NO PREEMPTIVE RIGHTS

No holder of Class A Preferred Stock shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the Corporation, or of any stock of the Corporation to be issued by reason of an increase of the authorized stock of the Corporation, to purchase or subscribe for any debentures, bonds, certificates of indebtedness or other securities convertible into or carrying options or warrants to purchase stock or other securities of the Corporation, to purchase or subscribe for any stock of the Corporation purchased by the Corporation, or to have any other preemptive rights now or hereafter defined by the laws of the State of Delaware.

E. DIVIDENDS

(1) The holders of Class A Preferred Stock are entitled, when and as declared by the Board of Directors of the Corporation out of the funds of the Corporation legally available for the payment of dividends, to a cash dividend in an amount to be determined, in its sole discretion, by the board of directors.

(2) Dividends on Class A Preferred Stock will be declared if, as and when the Board of Directors in its sole discretion deems advisable, and only out of the net profits or surplus of the Corporation as is fixed and determined by the Board of Directors in its sole discretion from time to time. The determination at any time of the amount of net profits or surplus available for

dividends will be binding and conclusive on the holders of the stock of the Corporation outstanding at the time.

(3) Any declared and unpaid dividends on Class A Preferred Stock will not bear interest.

(4) In addition to the preferred dividend on Class A Preferred Stock provided for hereinabove, the holders of Class A Preferred Stock are entitled to participate with the Common Stock with respect to the declaration, payment and setting apart of dividends, and each share of Class A Preferred Stock will be treated as if it were a share of Common Stock in connection with the declaration, payment and setting apart of dividends on the Common Stock of the Corporation.

F. CHANGES IN PREFERRED STOCK

(1) Except as provided below, and so long as any shares of Class A Preferred Stock are outstanding, the Corporation shall not change the rights, preferences or privileges of Class A Preferred Stock in any material aspect prejudicial to the holders of Class A Preferred Stock.

State of Delaware
Secretary of State
Division of Corporations
FILED 04:30 PM 06/14/2000
001304635 – 0683514

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

DIODES INCORPORATED

The undersigned, Carl Wertz, the Chief Financial Officer of Diodes Incorporated, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the first sentence of ARTICLE FOURTH of the Certificate of Incorporation be, and it hereby is, amended to read in its entirety as follows:

> FOURTH: The Company is authorized to issue a total of thirty-one million (31,000,000) shares of all classes of stock. Of such total number of authorized shares of stock, thirty million (30,000,000) shares are Common Stock, each of which shares of Common Stock has a par value of Sixty-Six and Two-Thirds Cents ($.66-2/3), and one million (1,000,000) shares are Preferred Stock, each of which shares of Preferred Stock has a par value of One Dollar ($1.00).

SECOND: That at a meeting of the Board of Directors of Diodes Incorporated resolutions were duly adopted declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

THIRD: That thereafter, pursuant to the resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of said amendment.

FOURTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, I have signed this Certificate this fifteenth day of June, 2000.

/s/ CARL WERTZ
Carl Wertz, Chief Financial Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:42 PM 09/02/2005
FILED 01:37 PM 09/02/2005
SRV 050725504 – 0683514 FILE

CERTIFICATE OF ELIMINATION

OF

THE CLASS A PREFERRED STOCK

OF

DIODES INCORPORATED

Diodes Incorporated, a corporation organized and existing under the laws of the State of Delaware (the “Company”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “DGCL”), hereby certifies as follows:

1. That the Certificate of Incorporation, as amended to date, of the Company authorizes 31,000,000 shares of capital stock, which consists of 30,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock.

2. That pursuant to Section 151 of the DGCL and the authority set forth in the Company’s Certificate of Incorporation, the board of directors of the Company (the “Board of Directors”), by resolution duly adopted, established a series of preferred stock, $1.00 par value per share, of the Company, designated as “Class A Preferred Stock” (the “Class A”), fixed the total number of shares of such class at 169,629, and established the powers, designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions, of such series and filed a Certificate of Designations, Preferences and Rights of Class A Preferred Stock in the office of the Secretary of State of the State of Delaware on June 30, 1995 (the “Certificate of Designation”).

3. That the Board of Directors has duly adopted the following resolutions:

RESOLVED: That as of the date hereof no shares of Class A are outstanding and no shares of Class A will be issued subject to the Certificate of Designation.

RESOLVED FURTHER: That all matters set forth in the Certificate of Designation with respect to the Class A be eliminated from the Certificate of Incorporation, as heretofore amended, of this corporation.

RESOLVED FURTHER: That all 169,629 shares of Class A shall resume the status of authorized but unissued shares of preferred stock, par value $1.00 per share, of the Company.

RESOLVED FURTHER: That the Certificate of Elimination hereby is approved.

RESOLVED FURTHER: That each officer of this corporation hereby is authorized and directed, by and on behalf of this corporation and in its name, to execute the Certificate of Elimination and to cause the Certificate of Elimination to be filed with the Secretary of State of the State of Delaware, but with such changes therein as the officer filing the same shall deem to be necessary or advisable, the filing of the Certificate of Elimination with the Secretary of State of the State of Delaware to be conclusive evidence of the approval of any such changes.

RESOLVED FURTHER: That each officer of this corporation hereby is authorized and directed, by and on behalf of this corporation and in its name, to execute and deliver such documents and to take such other actions as such officer may deem to be necessary or advisable to effect the purposes of the foregoing resolutions.

4. That no shares of Class A are outstanding, and no shares of Class A will be issued pursuant to the Certificate of Designation.

5. That all matters set forth in the Certificate of Designation with respect to Class A be, and they hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Company and that, accordingly, all 169,629 shares of Class A shall resume the status of authorized but unissued shares of preferred stock, par value $1.00 per share.

The next page is the signature page.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on this first day of September, 2005.

DIODES INCORPORATED

By: /s/ Carl C. Wertz
Name: Carl Wertz,
Title: Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:33 PM 05/19/2006
FILED 05:28 PM 05/19/2006
SRV 060481662 – 0683514 FILE

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

DIODES INCORPORATED

The undersigned, Carl Wertz, the Chief Financial Officer of Diodes Incorporated, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the first sentence of ARTICLE FOURTH of the Certificate of Incorporation be, and it hereby is amended to read in its entirety as follows:

> FOURTH: The Company is authorized to issue a total of seventy- one million (71,000,000) shares of all classes of stock. Of such total number of authorized shares of stock, seventy million (70,000,000) shares are Common Stock, each of which shares of Common Stock has a par value of Sixty-Six and Two-Thirds Cents ($.66-2/3), and one million (1,000,000) shares are Preferred Stock, Each of which shares of Preferred Stock has a par value of One Dollar ($1.00).

SECOND: That at a meeting of the Board of Directors of Diodes Incorporated resolutions were duly adopted declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

THIRD: That thereafter, pursuant to the resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of said amendment.

FOURTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, I have signed this Certificate this seventeenth day of May, 2006.

/s/ CARL WERTZ
Carl Wertz

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:30 PM 12/21/2017
FILED 07:30 PM 12/21/2017
SR 20177731857 – File Number 683514

CERTIFICATE OF OWNERSHIP
MERGING

DIODES INVESTMENT COMPANY,
a Delaware corporation

WITH AND INTO

DIODES INCORPORATED,
a Delaware corporation

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Diodes Incorporated, a corporation organized and existing under the provisions of the General Corporation Law of the State of Delaware ("Parent"),

DOES HEREBY CERTIFY:

FIRST: That this corporation was organized on the 29th day of July, 1968, pursuant to the provisions of the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns 100% of the outstanding capital stock of Diodes Investment Company, a corporation incorporated on the 1st day of April, 2008, pursuant to the provisions of General Corporation Law of the State of Delaware.

THIRD: That this corporation, by resolution of its Board of Directors (the "Board") duly adopted by unanimous written consent on the 15th day of December, 2017, determined to merge into itself said Diodes Investment Company at the Effective Time (as defined below), which resolutions are in the following words to wit:

WHEREAS, Parent is the legal and beneficial owner of all of the issued and outstanding shares of the common stock of Diodes Investment Company, a Delaware corporation ("DE Subsidiary"), constituting 100% of the outstanding shares of capital stock of DE Subsidiary.

WHEREAS, the Board has determined it is in the best interests of Parent and its stockholders to merge DE Subsidiary with and into Parent (the "DE Merger").

Whereas, Parent, as a result of the DE Merger, will possess all of the estate, property, rights, privileges and franchises of DE Subsidiary and assume all of its liabilities and obligations, including, without limitation, all of the outstanding income, franchise, payroll and property tax liabilities of DE Subsidiary.

Now, Therefore, be it Resolved, that, effective as of 11:59 PM Eastern time on Sunday, December 31, 2017, Parent merge DE Subsidiary, its wholly-owned subsidiary, with and into itself pursuant to Section 253 of the Delaware General Corporation Law and assume all of its liabilities and obligations.

Resolved Further, that the authorized officers of Parent be, and each of them hereby is, authorized and directed to make and execute a certificate of ownership setting forth a copy of the resolutions to merge DE Subsidiary into Parent and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware.

Resolved Further, that the officers of Parent be, and each of them hereby is, authorized, directed and empowered to (i) prepare, execute and deliver all documents and instruments including, without limitation, any and all other agreements, certificates or documents required or contemplated by the DE Merger; (ii) file such executed documents and instruments with the Secretary of State of Delaware as deemed necessary or appropriate in connection with the DE Merger, and (iii) take all such actions as such person or persons may deem necessary, advisable or convenient in order to carry out and perform the purposes of the foregoing recitals and resolutions.

FOURTH: The merger is to become effective as of 11:59 PM Eastern time on Sunday, December 31, 2017 (the "Effective Time").

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, said parent corporation has caused this Certificate of Ownership to be signed by an authorized officer this 21st day of December, 2017.

DIODES INCORPORATED

By: /s/ Richard D. White
Name: Richard Dallas White
Title: Chief Financial Officer and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:31 PM 12/21/2017
FILED 07:31 PM 12/21/2017
SR 20177731876 – File Number 683514

CERTIFICATE OF OWNERSHIP
MERGING

PERICOM SEMICONDUCTOR CORPORATION,
a California corporation

WITH AND INTO

DIODES INCORPORATED,
a Delaware corporation

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Diodes Incorporated, a corporation organized and existing under the provisions of the General Corporation Law of the State of Delaware ("Parent"),

DOES HEREBY CERTIFY:

FIRST: That this corporation was organized on the 29th day of July, 1968, pursuant to the provisions of the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns 100% of the outstanding capital stock of Pericom Semiconductor Corporation, a corporation incorporated on the 22nd day of June, 1990, pursuant to the provisions of the California Corporations Code.

THIRD: That this corporation, by resolution of its Board of Directors (the "Board") duly adopted by unanimous written consent on the 15th day of December, 2017, determined to merge into itself said Pericom Semiconductor Corporation at the Effective Time (as defined below), which resolutions are in the following words to wit:

Whereas, Parent is the legal and beneficial owner of all of the issued and outstanding shares of the common stock of Pericom Semiconductor Corporation, a California corporation ("CA Subsidiary"), constituting 100% of the outstanding shares of capital stock of CA Subsidiary.

Whereas, the Board has determined it is in the best interests of Parent and its stockholders to merge CA Subsidiary with and into Parent (the "CA Merger").

Whereas, Parent, as a result of the CA Merger, will possess all of the estate, property, rights, privileges and franchises of CA Subsidiary and assume all of its liabilities and obligations, including, without limitation, all of the outstanding income, franchise, payroll and property tax liabilities of CA Subsidiary.

Now, Therefore, be it Resolved, that, effective as of 11:59 PM Eastern time on Sunday, December 31, 2017, Parent merge CA Subsidiary, its wholly-owned subsidiary, with and into itself pursuant to Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law and assume all of its liabilities and obligations.

Resolved Further, that the authorized officers of Parent be, and each of them hereby is, authorized and directed to make and execute a certificate of ownership setting forth a copy of the resolutions to merge CA Subsidiary into Parent and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware.

Resolved Further, that the officers of Parent be, and each of them hereby is, authorized, directed and empowered to (i) prepare, execute and deliver all documents and instruments including, without limitation, any and all other agreements, certificates or documents required or contemplated by the CA Merger; (ii) file such executed documents and instruments with the Secretary of State of Delaware and the Secretary of State of California, as deemed necessary or appropriate in connection with the CA Merger, and (iii) take all such actions as such person or persons may deem necessary, advisable or convenient in order to carry out and perform the purposes of the foregoing recitals and resolutions.

FOURTH: The merger is to become effective as of 11:59 PM Eastern time on Sunday, December 31, 2017 (the "Effective Time").

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, said parent corporation has caused this Certificate of Ownership to be signed by an authorized officer this 21st day of December, 2017.

DIODES INCORPORATED

By: /s/ Richard D. White
Name: Richard Dallas White
Title: Chief Financial Officer and Secretary

EXHIBIT 10.80.2

Execution Version

AMENDMENT NO. 2 TO AMENDED AND RESTATED CREDIT AGREEMENT

THIS AMENDMENT NO. 2 TO AMENDED AND RESTATED CREDIT AGREEMENT dated as of August 24, 2017 (this "Agreement") is entered into among DIODES INCORPORATED, a Delaware corporation (the "Domestic Borrower"), DIODES INTERNATIONAL B.V., a *besloten vennootschap met beperkte aansprakelijkheid* organized under the laws of the Netherlands, having its statutory seat in Amsterdam, the Netherlands and registered with the trade register of the Chambers of Commerce in the Netherlands under number 34274981 (the "Foreign Borrower" and together with the Domestic Borrower, the "Borrowers" and each, individually, a "Borrower"), certain Subsidiaries of the Domestic Borrower identified on the signature pages hereto as subsidiary guarantors (the "Subsidiary Guarantors"), the Lenders identified on the signature pages hereto and BANK OF AMERICA, N.A., as Administrative Agent (in such capacity, the "Administrative Agent").

PRELIMINARY STATEMENTS

The Borrowers, Subsidiary Guarantors, the Lenders and the Administrative Agent are parties to that certain Amended and Restated Credit Agreement dated as of October 26, 2016, as amended by that certain Amendment No. 1 to Amended and Restated Credit Agreement and Limited Waiver dated as of February 13, 2017 (as further amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the "Credit Agreement").

On or about March 1, 2017, Diodes Taiwan Incorporated, a corporation organized under the laws of Taiwan ("DTI"), merged into Diodes Taiwan SARL, an entity organized under the laws of Luxembourg ("DTSARL"), with DTSARL being the surviving entity and continuing to operate in Taiwan. The Borrowers have advised that before the merger, DTSARL had no operations or operating assets; thus, the post-merger entity is the same business as DTI, now organized as an SARL under Luxembourg law.

The Borrowers have requested that the Administrative Agent and the Lenders agree to amend the Credit Agreement to allow DTSARL to utilize the exception to the Indebtedness negative covenant set forth in Section 7.02(g) previously available to DTI as a Subsidiary organized under the laws of a jurisdiction in Asia. Subject to the terms and conditions set forth herein, the Administrative Agent and each of the Lenders party hereto have agreed to grant such requests of the Borrowers.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Defined Terms. Except as otherwise provided herein, all capitalized undefined terms used in this Agreement (including, without limitation, in the introductory paragraph and the preliminary statements hereto) shall have the meanings assigned thereto in the Credit Agreement.

2. Credit Agreement Amendment.

Section 7.02(g) of the Credit Agreement is hereby amended and restated as follows:

(g) Indebtedness of Subsidiaries (inclusive of the Indebtedness of such Subsidiaries set forth on Schedule 7.02) organized under the laws of a jurisdiction in Asia and of Diodes Taiwan SARL, an entity organized under the laws of Luxembourg, in an aggregate amount not to exceed $70,000,000 at any time, all of which may be refinanced, amended or replaced from time to time; provided that the aggregate amount of such Indebtedness does not exceed $70,000,000;

3. Conditions to Effectiveness. This Agreement shall be effective upon the Administrative Agent's receipt of the following, each of which shall be originals or electronic images in a portable document format (e.g. ".pdf" or ".tif") (followed promptly by originals) unless otherwise specified, each properly executed by a Responsible Officer of the signing Loan Party, each dated the date hereof (the first date all the conditions precedent in this Section 4 are satisfied or waived in accordance with Section 11.01 of the Credit Agreement (the "Second Amendment Effective Date")) and each in form and substance reasonably satisfactory to the Administrative Agent and each of the Required Lenders:

(a)executed counterparts of this Agreement signed by the Borrowers, the Guarantors, the Administrative Agent and the Required Lenders; and

(b)such other assurances, certificates, documents, consents or opinions as the Administrative Agent, the L/C Issuer, the Swing Line Lender or the Required Lenders reasonably may require.

Without limiting the generality of the provisions of the last paragraph of Section 9.03 of the Credit Agreement, for purposes of determining compliance with the conditions specified in this Section 4, the L/C Issuer and each Lender that has signed this Agreement shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter required thereunder to be consented to or approved by or acceptable or satisfactory to a Lender unless the Administrative Agent shall have received notice from such Lender prior to the proposed Second Amendment Effective Date specifying its objection thereto.

4. Effect of this Agreement. Except as expressly provided herein, the Credit Agreement, the Collateral Agreement and the other Loan Documents shall remain unmodified and in full force and effect. Except as expressly set forth herein, this Agreement shall not be deemed (a) to be a waiver of, or consent to a modification of or amendment of, any other term or condition of the Credit Agreement, the Collateral Agreement or any other Loan Document, (b) to prejudice any other right or rights which the Administrative Agent or the Lenders may now have or may have in the future under or in connection with the Credit Agreement, the Collateral Agreement or the other Loan Documents or any of the instruments or agreements referred to therein, as the same may be amended, restated, supplemented or otherwise modified from time to time, (c) to be a commitment or any other undertaking or expression of any willingness to engage in any further discussion with the Borrowers or any other Person with respect to any waiver, amendment, modification or any other change to the Credit Agreement, the Collateral Agreement or the other Loan Documents or any rights or remedies arising in favor of the Lenders or the Administrative Agent, or any of them, under or with respect to any such documents or (d) to be a waiver of, or consent to a modification or amendment of, any other term or condition of any other agreement by and among any Loan Party, on the one hand, and the Administrative Agent or any other Lender, on the other hand. References in this Agreement to the Credit Agreement (and indirect references such as "hereunder", "hereby", "herein", and "hereof") and in any Loan Document to the Credit Agreement shall be deemed to be references to the Credit Agreement as modified hereby.

5. Representations and Warranties/No Default. By their execution hereof, each Loan Party hereby represents and warrants as follows:

(a)Such Loan Party has the right, power and authority and has taken all necessary corporate and other action to authorize the execution and delivery of, and the performance in accordance with their respective terms of the transactions consented to in, this Agreement and each other document executed in connection herewith to which it is a party.

(b)This Agreement and each other document executed in connection herewith has been duly executed and delivered by its duly authorized officers, and each such document constitutes the legal, valid and binding obligation of such Loan Party, enforceable in accordance with its terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium or similar state or federal debtor relief laws from time to time in effect which affect the enforcement of creditors' rights in general and the availability of equitable remedies.

(c)Each of the representations and warranties set forth in the Credit Agreement and the other Loan Documents is true and correct as of the date hereof, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct as of such earlier date, and except that the representations and warranties contained in subsections (a) and (b) of Section 5.05 of the Credit Agreement shall be deemed to refer to the most recent statements furnished pursuant to subsections (a) and (b), respectively, of Section 6.01 of the Credit Agreement.

(d)No Default or Event of Default has occurred or is continuing (after giving effect to this Agreement) nor would any Default or Event of Default result after giving effect to this Agreement and the transactions contemplated hereby.

(e)No Loan Party is an EEA Financial Institution.

6. Reaffirmations. (a) Each Loan Party agrees that the transactions contemplated by this Agreement shall not limit or diminish the obligations of such Person under, or release such Person from any obligations under, the Credit Agreement (including the Guaranty), the Collateral Agreement and each other Loan Document to which it is a party, (b) each Loan Party confirms, ratifies and reaffirms its obligations under the Credit Agreement (including the Guaranty), the Collateral Agreement and each other Loan Document to which it is a party, and (c) each Loan Party agrees that, except as otherwise expressly agreed in this Agreement, the Credit Agreement (including the Guaranty), the Collateral Agreement and each other Loan Document to which it is a party remain in full force and effect and are hereby ratified and confirmed.

7. Confirmation as to Dutch Collateral Documents. Reference is made to (i) that certain Deed of Pledge of Shares dated October 20, 2016, among the Domestic Borrower, Pericom Semiconductor Corporation and Diodes Investment Company, as pledgors, Bank of America, N.A. as pledgee and Diodes Holding B.V., a *besloten vennootschap met beperkte aansprakelijkheid* (private limited company) incorporated under the laws of the Netherlands, having its statutory seat in Amsterdam, the Netherlands, and registered with the trade register of the Chambers of Commerce in the Netherlands under number 6523060 ("Dutch NewCo"), as company (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "NewCo Dutch Share Pledge"), (ii) that certain Deed of Pledge of Shares dated July 21, 2016, among Dutch NewCo, as pledgor, the Administrative Agent as pledgee and the Foreign Borrower as company (the "Foreign Borrower Dutch Share Pledge"), (iii) that certain omnibus pledge agreement dated 8 January 2013, between the Foreign Borrower as pledgor and Bank of America, N.A. as pledgee (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Foreign Borrower Omnibus Pledge Agreement") and (iv) that certain omnibus pledge agreement dated July 18, 2016, between Dutch NewCo as pledgor and Bank of America, N.A. as pledgee (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Dutch NewCo Omnibus Pledge Agreement", together with the Foreign Borrower Omnibus Pledge Agreement, the Foreign Borrower Dutch Share Pledge and the NewCo Dutch Share Pledge, the "Dutch Collateral Documents"). Each party to the Dutch Collateral Documents hereby confirms that:

(a)the Credit Agreement (as amended by this Agreement), and the other Loan Documents will remain in full force and effect and any reference in the Loan Documents to the Credit Agreement or to any provision of the Credit Agreement will be construed as a reference to the Credit Agreement, or that provision, as amended by this Agreement;

(b)notwithstanding the amendments made to the Credit Agreement pursuant to this Agreement, the Dutch Collateral Documents and the security interests created thereunder will remain in full force and effect and will continue to secure all liabilities which are expressed to be secured by them and the rights of the Loan Parties under such security interest will not be affected by this Agreement;

(c)any amount owed by any Borrower under this Agreement and the Credit Agreement (as amended by this Agreement) is part of (i) the definition of Secured Obligations (as included/defined in the Dutch Collateral Documents) and (ii) each Loan Party's Parallel Debts (as included/defined in the Credit Agreement); and

(d)at the time of the entering into the Dutch Collateral Documents, it was their intention that the security rights created pursuant to the Dutch Collateral Documents would secure the Foreign Obligations as they may be amended, restated, supplemented or otherwise modified from time to time, including amendments to the Credit Agreement and the Loan Documents such as the amendments to be effected by this Agreement.

8. Miscellaneous

(a)Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK. Without limiting the general applicability of the foregoing and the terms of the other Loan Documents to this Agreement and the parties hereto, the terms of Section 11.14 and Section 11.15 of the Credit Agreement are incorporated herein by reference, *mutatis mutandis*.

(b)Loan Document. This Agreement shall constitute a "Loan Document" under and as defined in the Credit Agreement.

(c)Counterparts; Electronic Execution. This Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by telecopy or other electronic imaging means shall be effective as delivery of a manually executed counterpart of this Agreement.

(d)Severability. If any provision of this Agreement is determined to be illegal, invalid or unenforceable, such provision shall be fully severable and the remaining provisions shall remain in full force and effect and shall be construed without giving effect to the illegal, invalid or unenforceable provisions.

(e)Entirety. This Agreement, the other Loan Documents and the other documents relating to the Obligations represent the entire agreement of the parties hereto and thereto, and supersede all prior agreements and understandings, oral or written, if any, including any commitment letters or correspondence relating to the Loan Documents, any other documents relating to the Obligations, or the transactions contemplated herein and therein.

(f)Netherlands Law. If the Foreign Borrower and/or Dutch NewCo is represented by an attorney in connection with the signing and/or execution of this Agreement or any other agreement, deed or document referred to in or made pursuant to this Agreement, it is hereby expressly acknowledged and accepted by the other parties to this Agreement that the existence or extent of the attorney's authority and the effects of the attorney's exercise or purported exercise of his or her authority shall be governed by the laws of the Netherlands.

[Remainder of page intentionally blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

DOMESTIC BORROWER:

DIODES INCORPORATED

By: /s/ Richard D. White

Name: Richard D. White

Title: Chief Financial Officer

FOREIGN BORROWER:

DIODES INTERNATIONAL B.V.

By: /s/ Richard D. White

Name: Richard D. White

Title: Managing Director A

By: /s/ B. B. Faber

Name: B. B. Faber

Title: Managing Director B

SUBSIDIARY GUARANTORS:

DIODES INVESTMENT COMPANY

By: /s/ Richard D. White

Name: Richard D. White

Title: Chief Financial Officer

DIODES FABTECH INC.

By: /s/ Richard D. White

Name: Richard D. White

Title: Director

DIODES HOLDINGS UK LIMITED

By: /s/ Richard D. White

Name: Richard D. White

Title: Director

DIODES ZETEX LIMITED

By: /s/ Richard D. White

Name: Richard D. White

Title: Director

PERICOM SEMICONDUCTOR CORPORATION

By: /s/ Richard D. White

Name: Richard D. White

Title: Chief Financial Officer and Secretary

DIODES HOLDING B.V.

By: /s/ Richard D. White

Name: Richard D. White

Title: Managing Director A

By: /s/ B. B. Faber

Name: B. B. Faber

Title: Managing Director

BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ Mollie S. Canup

Name: Mollie S. Canup

Title: Vice President

BANK OF AMERICA, N.A.,
as a Lender, L/C Issuer and Swing Line Lender

By: /s/ Jennifer Yan

Name: Jennifer Yan

Title: Senior Vice President

COMPASS BANK,
as a Lender

By: /s/ Jay S. Tweed

Name: Jay S. Tweed

Title: SVP

CITIBANK, N.A.,
as a Lender

By: /s/ D. Sowards

Name: Debbie Sowards

Title: Senior Vice President

BMO HARRIS BANK N.A.,
as a Lender

By: /s/ Josh Hovermale

Name: Josh Hovermale

Title: Director

REGIONS BANK,
as a Lender

By: /s/ Mohamed Saadalla

Name: Mohamed Saadalla

Title: Vice President

SILICON VALLEY BANK,
as a Lender

By: /s/ Robert Clouse

Name: Robert Clouse

Title: Director

CAPITAL ONE, N.A.,
as a Lender

By: /s/ Richard O’Neill

Name: Richard O’Neill

Title: Managing Director

COMERICA BANK,
as a Lender

By: /s/ John Smithson

Name: John Smithson

Title: Vice President

MUFG UNION BANK, N.A.,
as a Lender

By: /s/ Lillian Kim

Name: Lillian Kim

Title: Director

WELLS FARGO BANK, N.A.,
as a Lender

By: /s/ Mitsoo Iravani

Name: Mitsoo Iravani

Title: Sr. Vice Presdent

Exhibit 21

SUBSIDIARIES OF THE REGISTRANT

Subsidiary Name	Incorporated Location	Holding Company (1) or Subsidiary (2)	Percentage Owned
BCD (Shanghai) Micro-Electronics Limited	China	2	100%
BCD Semiconductor Limited (Hong Kong)	Hong Kong	1	100%
BCD Semiconductor Manufacturing Limited	Cayman Islands	2	100%
Diodes (Shanghai) Investment Company Limited	China	1	100%
Diodes FabTech Inc.	Delaware	2	100%
Diodes Holding B.V	Netherlands	1	100%
Diodes Holdings UK Limited	United Kingdom	1	100%
Diodes Hong Kong Holding Company Limited	Hong Kong	1	100%
Diodes Hong Kong Limited	Hong Kong	2	100%
Diodes International B.V.	Netherlands	1	100%
Diodes Kaihong Shanghai Limited	China	2	100%
Diodes Korea Inc	Korea	2	100%
Diodes Taiwan S.a.r.l	Luxembourg	1	100%
Diodes Taiwan S.a.r.l. Taiwan Branch	Taiwan	2	100%
Diodes Technology (Chengdu) Company Limited	China	2	98.02%
Diodes Zetex GmbH	Germany	2	100%
Diodes Zetex Limited	United Kingdom	2	100%
Diodes Zetex Neuhaus GmbH	Germany	2	100%
Diodes Zetex Semiconductors Limited	United Kingdom	2	100%
Eris Technology Co	Taiwan	2	51%
Pericom Asia Limited	Hong Kong	2	100%
Pericom Global Limited	Cayman Islands	2	100%
Pericom International Limited	Cayman Islands	2	100%
Pericom Semiconductor (HK) Limited	Hong Kong	2	100%
Pericom Technology (Yangzhou) Corporation	China	2	100%
Pericom Technology Inc.	British Virgin Islands	2	100%
Pericom Technology Inc.	Hong Kong	2	100%
Pericom Technology Inc.	China	2	100%
PSE Technology (Shandong) Corporation	China	2	100%
PSE Technology Corporation	Taiwan	2	100%
Shanghai Kaihong Electronic Co., Ltd.	China	2	95%
Shanghai Kaihong Technology Company Limited	China	2	95%
Shanghai SIM-BCD Semiconductor Manufacturing Co. Ltd.	China	2	100%
TF Semiconductor Solutions, Inc	Delaware	2	58%
Zetex (Chengdu) Electronics Company Limited	China	2	95%

Exhibit 23.1

Consent Of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements of Diodes Incorporated of our report dated February 19, 2018, related to the consolidated financial statements of Diodes Incorporated and Subsidiaries (the “Company”) and the effectiveness of internal control over financial reporting of the Company appearing in this Annual Report on Form 10-K for the year ended December 31, 2017:

- Registration Statements on Form S-8 (No. 333-106775, No. 333-124809 and No. 333-189299) pertaining to the 2001 Omnibus Equity Incentive Plan of Diodes Incorporated;
- Registration Statements on Form S-8 (No. 333-189298, No. 333-212327 and No. 333-220019) pertaining to the Diodes Incorporated 2013 Equity Incentive Plan.

/s/ Moss Adams LLP

Los Angeles, California
February 19, 2018

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, **Keh-Shew Lu**, certify that:

1. I have reviewed this Annual Report on Form 10-K of Diodes Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ Keh-Shew Lu
Keh-Shew Lu
Chief Executive Officer
Date: February 19, 2018

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, **Richard D. White**, certify that:

1.I have reviewed this Annual Report on Form 10-K of Diodes Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Richard D. White
Richard D. White
Chief Financial Officer
Date: February 19, 2018

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. 1350 ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Annual Report on Form 10-K for the twelve-month period ended December 31, 2017 of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in such report.

/s/ Keh-Shew Lu

Keh-Shew Lu
Chief Executive Officer
Date: February 19, 2018

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be retained by Diodes Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. 1350 ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Annual Report on Form 10-K for the twelve-month period ended December 31, 2017 of Diodes Incorporated (the “Company”) fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in such report.

/s/ Richard D. White
Richard D. White
Chief Financial Officer
Date: February 19, 2018

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be retained by Diodes Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.