FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

d Address of					_											· · · · · · · · · · · · · · · · · · ·		
1. Name and Address of Reporting Person*  Holland Julie					2. Issuer Name and Ticker or Trading Symbol DIODES INC /DEL/ [ DIOD ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title Other (specify below) below)  VP Corporate Operations				
(Last) (First) (Middle) 4949 HEDGCOXE ROAD SUITE 200					3. Date of Earliest Transaction (Month/Day/Year) 02/21/2019													
ТХ		75024 (Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				
	Tal	ole I - No	n-Deriv	ative	Sec	uritie	s Acq	uired,	Disp	osed o	f, or	Bene	ficia	lly Owne	ed			
Date						2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)						d Secur Benef Owne	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount			Price	Trans	action(s)		(Instr. 4)	
Diodes Incorporated Common Stock <sup>(1)</sup>				02/21/2019						17,000	<sup>7</sup> ,000 <i>A</i>		\$0.0	00 <sup>(2)</sup> 73,949		D		
Diodes Incorporated Common Stock - Performance Stock Units <sup>(3)</sup>				02/21/2019						17,000	00 A		\$0.00		1,316	D		
Diodes Incorporated Common Stock				02/22/2019				S <sup>(6)</sup> 2,829			D	\$40.	.89 7	1,120	D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		n Date,	4. Transaction Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/Da	n Dateay/Yea	ear)	Amoun or Numbe of		unt ber	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fi DGCOXE 1 00  Ty (St Security (Inst accorporated	(First) DGCOXE ROAD 00  TX  (State)  Tale Security (Instr. 3)  Corporated Common Stock Corporated Common Stock Corporated Common Stock Conversion or Exercise Price of Derivative  3. Transaction Date (Month/Day/Year)	(First) (Middle) DGCOXE ROAD 00  TX 75024  (State) (Zip)  Table I - No Security (Instr. 3)  Corporated Common Stock  Corporated Common Stock - nace Stock Units(3)  Corporated Common Stock  Table II -  2. Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	(First) (Middle)  DGCOXE ROAD  00  TX 75024  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Transa Date (Month/L  scorporated Common Stock - nace Stock Units (3)  scorporated Common Stock  Table II - Derivat (e.g., pt. 1)  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  DGCOXE ROAD  00  4. If  TX 75024  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Corporated Common Stock - (Month/Day/Year)  Corporated Common Stock - (e.g., puts, c)  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Transaction Date (Conversion or Exercise Price of Derivative (Month/Day/Year)  San Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. D  02/21/2019  4. If  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transactor (Month/Day/Year)	(First) (Middle)  DGCOXE ROAD  00  TX 75024  (State) (Zip)  Table I - Non-Derivative Sec Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Corporated Common Stock - nce Stock Units(3)  Corporated Common Stock  Table II - Derivative Security (e.g., puts, calls, (Month/Day/Year)  2. 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Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Date of Earlies (02/21/2019)  4. If Amendment,  2. Transaction Date (Month/Day/Year)  3. Date of Earlies (02/21/2019)  4. If Amendment,  2. Transaction Date (Month/Day/Year)  3. Date of Earlies (02/21/2019)  4. If Amendment,  2. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrance)  3. Date of Earlies (02/21/2019)  4. If Amendment,  4. Transaction Date (e.g., puts, calls, warrance)  3. Transaction Date (e.g., puts, calls, warrance)  4. Transaction Date (e.g., puts, calls, warrance)  3. Transaction Date (e.g., puts, calls, warrance)  4. Transaction Date (e.g., puts, calls, warrance)  3. Date of Earlies (e.g., puts, calls, warrance)	(First) (Middle)  DGCOXE ROAD  00  TX 75024  (State) (Zip)  Table I - Non-Derivative Securities According (Month/Day/Year)  Corporated Common Stock  accorporated Common Stock - nee Stock Units(3)  Corporated Common Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  DGCOXE ROAD  00  TX 75024  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) (Month/Day/Year)  Corporated Common Stock  Corporated Common Stock - nee Stock Units(3)  Corporated Common Stock  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option:  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)  A. 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(A) (Instr. 3)  Code (Instr. 3)  Date (Month/Day/Year)  Conversion or Exercise Privation Date (Instr. 3)  Code (Instr. 3)  Code (Instr. 3)  Date (Month/Day/Year)  Code (Instr. 3)  Date (Instr. 3)	(First) (Middle)  DGCOXE ROAD  00  TX 75024  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (G.g., puts, calls, warrants, options, convertibe Security  Table II - Derivative Securities Acquired (Month/Day/Year)  Date (Month/Day/Year)  Corporated Common Stock - nce Stock Units(3)  Corporated Common Stock  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  A 17,000  A(4)(5) 17,000  A(4)(5) 17,000  A(4)(5) 17,000  Corporated Common Stock  Date (e.g., puts, calls, warrants, options, convertibe Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Exercisable and Execution Date, (Instr. 3, 4 and 5)  Date Expiration	(First) (Middle) DGCOXE ROAD  00  TX 75024  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3)  2. 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If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, (Month/Day/Year)  (Month/Day/Year)  Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 ard 5)  (Corporated Common Stock - nee Stock Units <sup>(3)</sup> Corporated Common Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 ard 5)  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 ard 5)  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 ard 5)  Table II - Derivative Securities Acquired, Disposed Of, Or Beneficially (A) or Disposed Of, Or Beneficially (E.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed Of, Or Beneficially (E.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired (Disposed Of, Or Beneficially (Month/Day/Year) (M	(First) (Middle) DGCOXE ROAD  00  TX  75024  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Corporated Common Stock - nee Stock Units(3)  Table II - Derivative Securities Acquired Common Stock  02/21/2019  A 17,000 A \$0.00(2)  Table II - Derivative Securities Acquired Common Stock - nee Stock Units(3)  Table II - Derivative Securities Acquired (A) or Date (Price of Derivative Securities)  Table II - Derivative Securities Acquired (A) or Date (Price of Derivative Securities Securities Acquired (A) or Date (Price of Derivative Securities (A) or Date (Price of Date (Price of Derivative Securities (A) or Date (Price of Date (	(First) (Middle) DGCOXE ROAD 00  TX 75024  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Disposed Of (D) (Instr. 3, 4 and 5)  Cooperated Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Code V Amount (A) or Price (Instr. 3, 4 and 5)  Code V Amount (A) or Price (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Securit	Corporated Common Stock - nee Stock Units <sup>(a)</sup>   Director   Dire	

## **Explanation of Responses:**

- 1. Restricted stock units vest in four equal installments beginning 02/21/2020.
- 2. Granted under Rule 16b-3 Plan.
- 3. Each PSU represents a contingent right granted under the companys 2013 Equity Incentive Plan, a Rule 16b-3 Plan, to receive 1 share of Diodes Incorporated Common Stock.
- 4. The PSUs vest in February 2022 upon the achievement of the 3-year financial performance measure of cumulative non-GAAP operating income for 2019 through 2021 of \$568.7 million (Target
- 5. This number represents the target number of PSUs (Target Award) that will vest if the Target Performance is achieved. There is a threshold that provides for payment of 50% of the Target Award upon 80% achievement of the Target Performance and a maximum that provides for payment of 200% of the Target Award upon 120% achievement of the Target Performances. Between 80% and 100% and between 100% and 120% achievement of Target Performance, the Target Award will be decreased or increased on a pro rata basis, with no payout below 80% achievement and payout limited to 200% of the Target Award if the Target Performance exceeds 120%.
- 6. A portion of the vested restricted stock unit shares was automatically sold to cover income tax.

## Remarks:

Richard D. White as Power of **Attorney for Julie Holland** 

02/25/2019

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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