

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934**

May 29, 2013
Date of Report (Date of earliest event reported)

DIODES INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

002-25577
**(Commission
File Number)**

95-2039518
**(IRS Employer
Identification No.)**

4949 Hedgcoxe Road, Suite 200
Plano, Texas

(Address of principal executive offices)

75024
(Zip Code)

(972) 987-3900

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

Results of the Annual Meeting

Diodes Incorporated (“the Company”) submitted to a vote of its security holders at its 2013 annual meeting of stockholders on May 29, 2013 for the following matters: (1) the election of seven persons to the Board of Directors, each to serve until the next annual meeting of stockholders and until their respective successors have been elected and qualified; (2) the approval of the Company’s executive compensation; (3) the approval of the Company’s 2013 Equity Incentive Plan; and (4) the ratification of the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013.

1. Election of Directors

The final results of the number of votes cast for and withheld, as well as the number of broker non-votes, as to each nominee for the Board of Directors of the Company are as follows:

C.H. Chen	For:	33,553,513
	Withheld:	7,801,390
	Broker Non-Votes:	3,277,495
Michael R. Giordano	For:	40,520,277
	Withheld:	834,626
	Broker Non-Votes:	3,277,495
L.P. Hsu	For:	39,951,053
	Withheld:	1,403,850
	Broker Non-Votes:	3,277,495
Keh-Shew Lu	For:	39,732,309
	Withheld:	1,622,594
	Broker Non-Votes:	3,277,495
Raymond Soong	For:	33,037,283
	Withheld:	8,317,620
	Broker Non-Votes:	3,277,495
John M. Stich	For:	39,081,934
	Withheld:	2,272,969
	Broker Non-Votes:	3,277,495
Michael K.C. Tsai	For:	38,512,060
	Withheld:	2,842,843
	Broker Non-Votes:	3,277,495

2. Approval of Executive Compensation

The final results of the number of votes cast for and against, as well as the number of abstentions and broker non-votes, as to the approval of executive compensation are as follows:

For:	32,584,049
Against:	6,647,746
Abstain:	2,123,108
Broker Non-Votes:	3,277,495

3. Approval of the 2013 Equity Incentive Plan

The final results of the number of votes cast for and against, as well as the number of abstentions and broker non-votes, as to the approval of the 2013 Equity Incentive Plan are as follows:

For:	30,208,419
Against:	11,106,381
Abstain:	40,103
Broker Non-Votes:	3,277,495

4. Ratification of Appointment of Independent Registered Public Accounting Firm

The final results of the number of votes cast for and against, as well as the number of abstentions and broker non-votes, as to the ratification of the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013 are as follows:

For:	44,020,566
Against:	545,196
Abstain:	66,636
Broker Non-Votes:	0

Item 7.01 Regulation FD Disclosure.

On May 29, 2013, the Company held its 2013 annual meeting of stockholders. A copy of the presentation slides for the 2013 annual meeting of stockholders is furnished herewith as Exhibit 99.1 to this Report.

The information in this Item 7.01, including Exhibit 99.1, will not be treated as filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section. This information will not be incorporated by reference into a filing under the Securities Act of 1933, or into another filing under the Exchange Act, unless that filing expressly refers to specific information in this Report. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information in this Item 7.01 is material information that is not otherwise publicly available.

In the foregoing presentation, the Company utilized financial measures and terms not calculated in accordance with generally accepted accounting principles in the United States ("GAAP") in order to provide stockholders with an alternative method for assessing its operating results in a manner that enables stockholders to more thoroughly evaluate its current performance as compared to past performance. The Company also believes these non-GAAP measures provide stockholders with a more informed baseline for modeling its future financial performance. The Company's management uses these non-GAAP measures for the same purposes. The Company believes that its stockholders should have access to the same set of tools that it uses in analyzing its results. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. See Item 2.02 of the Company's Form 8-K, filed on May 14, 2013, for definitions of the non-GAAP financial measures, together with an explanation of why management uses these measures and why management believes that these non-GAAP financial measures are useful to stockholders, and tables that reconcile the non-GAAP financial measures utilized to GAAP financial measures.

Cautionary Information Regarding Forward-Looking Statements

Except for the historical and factual information contained in the accompanying slides attached as Exhibit 99.1 to this Report, the matters set forth therein are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including, but are not limited to, such factors as may be detailed from time to time in the Company's filings with the United States Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of the presentation slides. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Presentation slides for the 2013 annual meeting of stockholders

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 3, 2013

DIODES INCORPORATED

By /s/ Richard D. White

RICHARD D. WHITE
Chief Financial Officer

Index to Exhibits

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Investor Relations Presentation

May, 2013

Safe Harbor Statement

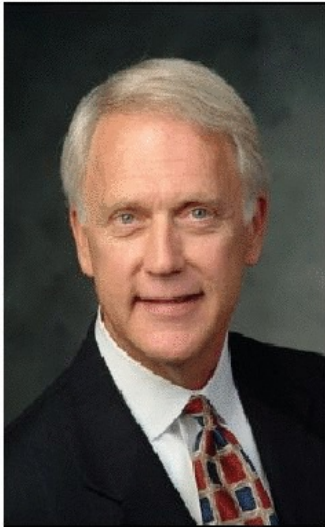
Any statements set forth herein that are not historical facts are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements include, but are not limited to, statements regarding Diodes Incorporated's 2Q 2013 business outlook update, which includes the following: a summary of the guidance for GAAP and non-GAAP financial measures as follows on revenue of \$206 million to \$218 million for both GAAP and non-GAAP; sequential growth of 16% to 23% for both GAAP and non-GAAP; gross margin (% of revenue) of 25.0% to 29.0% for GAAP and 27.0% to 31.0% for non-GAAP; operating expense (% of revenue) of 22.6% to 24.6% for GAAP and 20.3% to 22.3% for non-GAAP; tax rate of 14% to 20% for both GAAP and non-GAAP; and shares used to calculate GAAP and non-GAAP are anticipated to be approximately 47.4 million and other statements identified by words such as "estimates," "expects," "projects," "plans," "will" and similar expressions.

Potential risks and uncertainties include, but are not limited to, such factors as: the possibility that the transaction may not be consummated, including as a result of any of the conditions precedent; the risk that BCD's business will not be integrated successfully into the Company's; the risk that the expected benefits of the acquisition may not be realized, including the realization of the accretive effect of the acquisition; the risk that BCD's standards, procedures and controls will not be brought into conformance with the Company's operation; difficulties coordinating the Company's and BCD's new product and process development, hiring additional management and other critical personnel, and increasing the scope, geographic diversity and complexity of the Company's operations; difficulties in consolidating facilities and transferring processes and know-how; difficulties in reducing the costs of BCD's business; the diversion of our management's attention from the management of our business; Diodes' business and growth strategy; the introduction and market reception to new product announcements; fluctuations in product demand and supply; prospects for the global economy; continued introduction of new products; Diodes' ability to maintain customer and vendor relationships; technological advancements; impact of competitive products and pricing; growth in targeted markets; successful integration of acquired companies and/or assets; Diodes' ability to successfully make additional acquisitions; risks of domestic and foreign operations, including excessive operation costs, labor shortages, high tax rates and joint venture prospects; unfavorable currency exchange rates; availability of tax credits; Diodes' ability to maintain its current growth strategy or continue to maintain its current performance and loadings in manufacturing facilities; our future guidance may be incorrect; the global economic weakness may be more severe or last longer than Diodes currently anticipate; and other information detailed from time to time in filings with the United States Securities and Exchange Commission.

This presentation also contains non-GAAP measures. See the Company's press releases on May 9, 2013 titled, "Diodes Incorporated Reports First Quarter 2013 Financial Results" for detailed information related to the Company's non-GAAP measures and a reconciliation of GAAP net income (loss) to non-GAAP net income (loss).



Management Representative



Rick White

CFO, Secretary, and Treasurer

CFO	Since 2009
SR VP, Finance	3 years
Texas Instruments	25 years

Experience:

- Partner, Tatum Partners
- CFO, Optisoft
- Vice President, TI Worldwide, Memory

Education:

- MBA, Finance, University of Michigan
- Bachelor's Degree, Electrical Engineering, Oklahoma State University



Company Representative

Laura Mehrl

Director of Investor Relations

Since May 2010

Experience:

- Director of Investor Relations, Diodes Incorporated, Plano, Texas
- Senior Business Development Manager, STMicroelectronics, Carrollton, Texas
- Sales Director for Analog Devices Inc., Shanghai, China
- Product Marketing Manager at Texas Instruments (TI), Dallas, Texas
- Senior Engineer at Lattice Semiconductor Inc., Hillsboro, Oregon
- Wafer fab design engineer and product engineer at TI, Lubbock, Texas

Education:

- MBA with concentration in International Marketing, Texas Tech University
- BS in Electrical and Computer Engineering, University of Iowa



About Diodes Incorporated

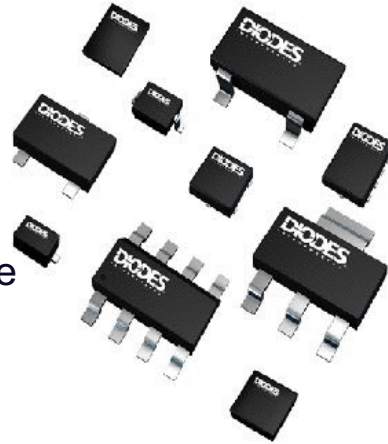
A leading global manufacturer and supplier of high-quality **application specific, standard products** within the broad discrete, logic and analog markets, serving the **computing, consumer, industrial,** communications and automotive segments.



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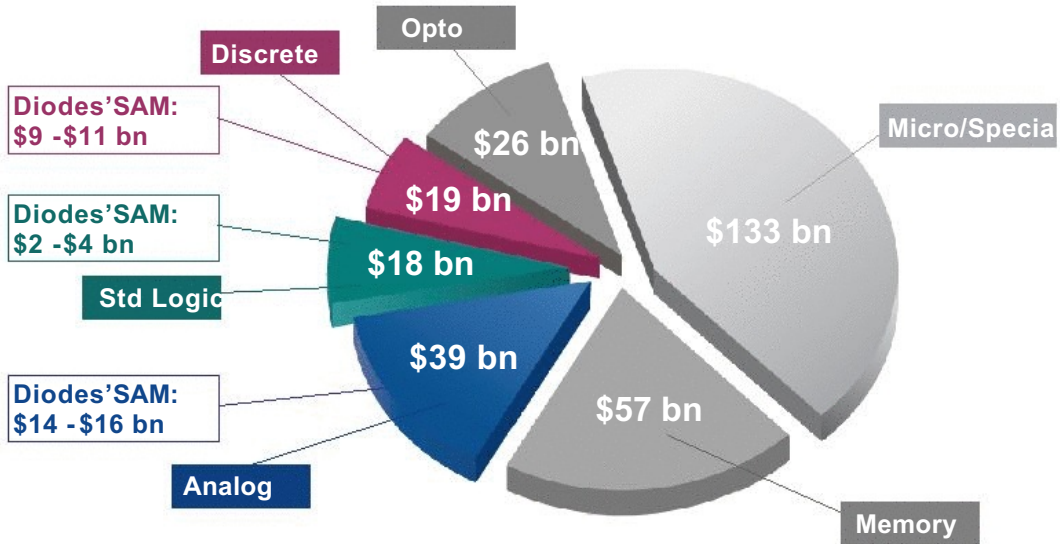
Business Objective

To consistently achieve above-market **profitable growth**, utilizing our innovative and cost-effective **packaging** technology, suited for **high volume, high growth** markets by leveraging process expertise and design excellence to deliver high quality semiconductor products.



Significant Market Opportunity

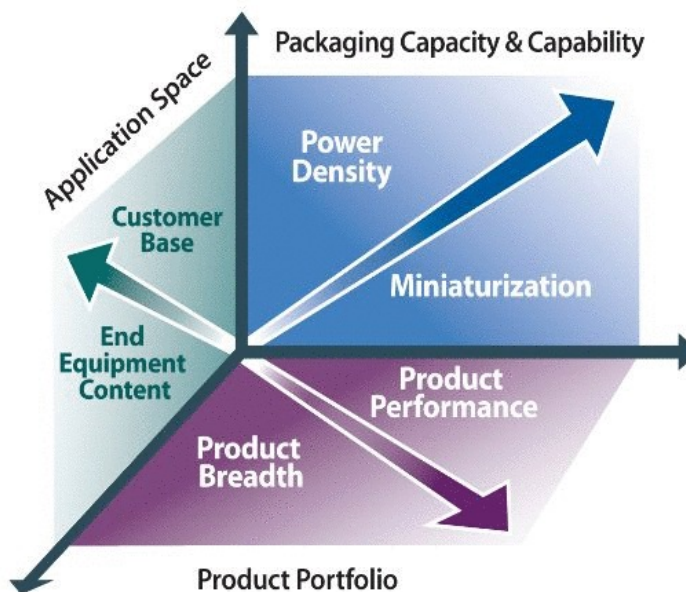
2012 Total Semiconductor Market (\$292 bn)



Diodes Growth Strategy

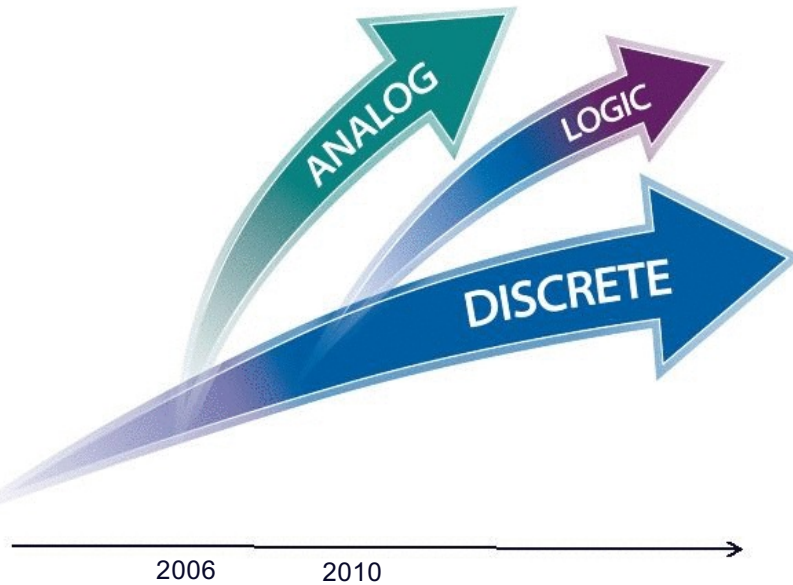
Many Paths for Growth:

- **Product Portfolio**
 - Product arena
 - Product line expansion
 - Performance enhancement
- **Application Space**
 - Targeted end equipment
 - Broad customer base
 - Increased product coverage
- **Packaging Breadth**
 - Broad packaging portfolio
 - Increased power density
 - Small form factor



Product Portfolio Progression

- **Discrete**
 - Diodes
 - MOSFETs
 - Rectifiers
 - Transistors
 - Protection Devices
- **Analog**
 - Power Management
 - Power Switches
 - Standard Linear
 - Sensors
 - LED Drivers
- **Logic**
 - Low Voltage CMOS
 - High Speed CMOS
 - Advanced Ultra-Low Power CMOS



Performance Enhancement



Diodes' product upgrade has expanded our SAM.



Efficiency, Functionality and Control for Smartphones

▪ LCD Backlighting

LED Drivers
Boost Converters
Schottky Diodes

▪ LED Flash Module

Camera Flash Drivers
ZXMN series MOSFETs

▪ LCD / OLED Display Bias

LCD Bias ICs
OLED Bias ICs
Schottky Diodes

▪ Battery Power Management

USB Power Switches
Current Monitors
Charger ICs
Low-Saturation Bipolar Transistors
ZXMP series MOSFETs



▪ GPS Antenna Detection

Current Monitors

▪ RF Power Amplifier

Low Dropout Regulators

▪ System Voltage Conversion

Low Dropout Regulators
DC-DC Converters
Schottky Diodes
Low-Saturation Bipolar Transistors

▪ Flip / Slide / Holster Detection

Hall Effect Sensors
Hall Effect Drivers

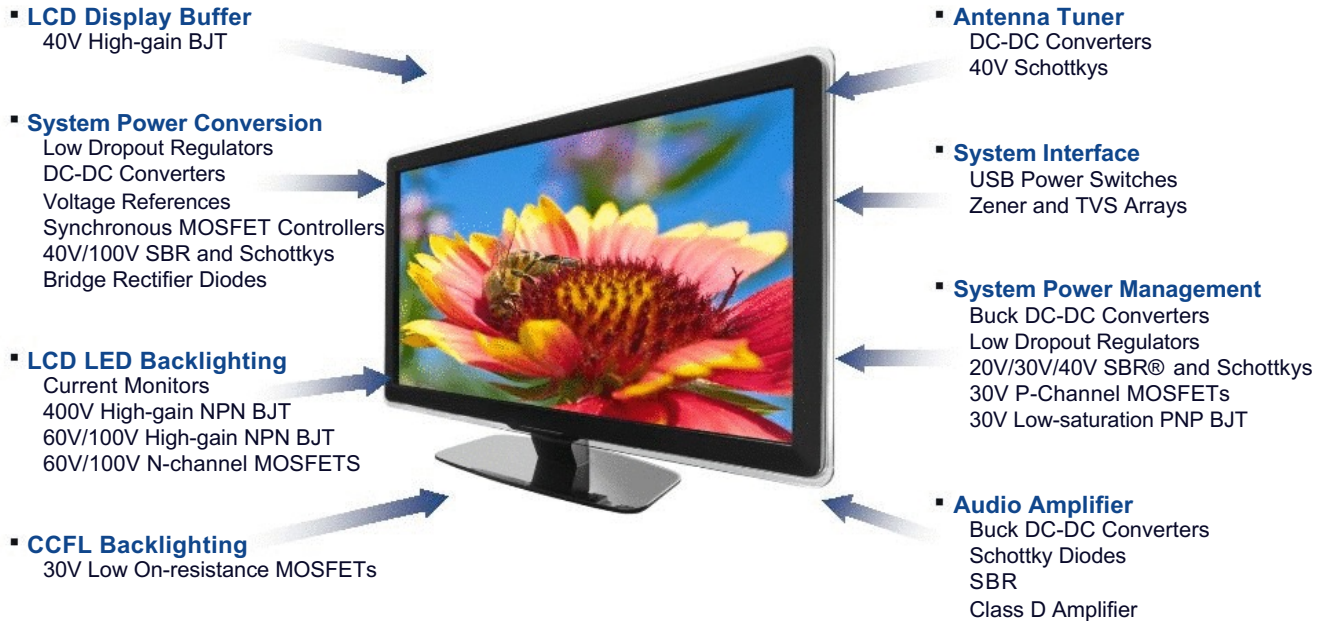
▪ Keypad Backlighting

LED Drivers
Boost Converters
Schottky Diodes

▪ Audio Amplifier

Class D Amplifier

Strong Relationships Drive LCD/LED TV Product Roadmaps



Product Breadth and Performance for Computing Platforms

▪ LCD / LED Backlighting

LED Drivers
Boost Converters
Schottky Diodes

▪ System Voltage Conversion

Low Dropout Regulators
DC-DC Converters
Schottky Diodes
Low-Saturation BJT

▪ Battery Power Management

Current Monitors
Load Switches
Low-Saturation BJT
ZXMP series MOSFETs

▪ Open / Close Detection

Hall Effect Sensors
Hall Effect Drivers



▪ Audio Amplifier

Buck DC-DC Converters
Schottky Diodes
Super Barrier Rectifiers
Class D Amplifier

▪ Wireless Connectivity

DC-DC Converters
Low Dropout Regulators

▪ System Power Management

Buck DC-DC Converters
Low Dropout Regulators
Super Barrier Rectifiers
Schottky Diodes
P-Channel MOSFETs
Low-Saturation BJT

▪ System Interface

USB Power Switches
Zener and TVS Arrays

Packaging Focus: Miniaturization and Power Efficiency

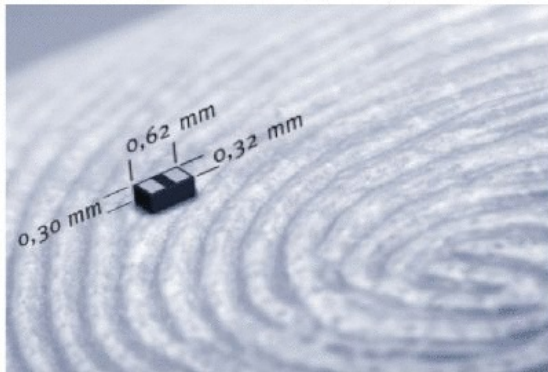
DFN0603-2 	SOD123/323 	TSOT23-3/5/6 	SOIC-8/10 	PM-III 	PD-123/323 	SOLAR PowerDI-5SP 	DFN0808-4 0.35mm Thickness
DFN0806-3 	SOD-323F 	SOT25/353 	MSOP8/10 	SIP-3/4 	PD-5 	DFN1114-3 Pyramid Stack 	SLP3010N9
DFN1006-2 	SOT23F 	SOT26/363 	TSSOP8 	SOT223 	Power DI 3333 	WL-CSP 	DFN4030C-12
0.4mm DFN 	SOT23/523 SC59 	SOT666 	QSOP16/20L 	TO220/263/ ITO220S 	Power DI 5060 	DFN5060-4 Bridge 	QFN 32 pin
QFN 3~16 pin 	SOT143/SC82 	SOT953/963 	TSSOP14/16 SOIC14/16 	TO252 	Power DI 3030 Non-expose Pad 	Power DI 4040 Copper + Clip 	E-CSP Flip chip/Wafer Mold



Packaging Focus: Miniaturization and Power Efficiency

Miniaturization

DFN 0603-2 Possibly the smallest Discrete semiconductor package.



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Power Efficiency

Compared to a TO252, the PowerDI®5 package delivers twice the power density from a 55% smaller footprint.



Efficient Manufacturing + Superior Processes

Packaging

- Shanghai-based packaging with capacity approximately 30 billion units
- Flexible and optimized manufacturing process = low packaging cost
- Additional packaging facilities in Neuhaus Germany and joint venture in Chengdu, China



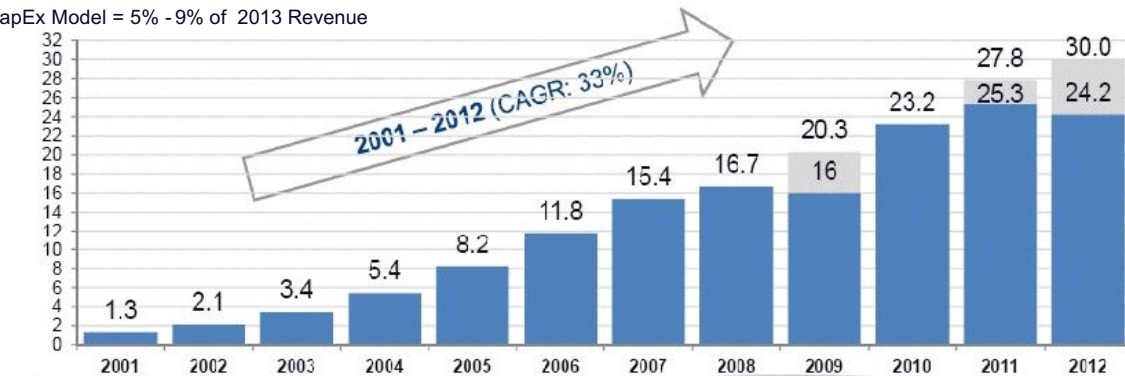
Wafer Fabs

- Two discrete fabs, two analog fabs in Kansas City, Missouri (5" and 6"), Oldham, United Kingdom (6"), and Shanghai (6") respectively
- Bipolar, BiCMOS, CMOS and BCD process
- Strong engineering capabilities



Economies of Scale: Production Units in Shanghai (bn)

CapEx Model = 5% - 9% of 2013 Revenue



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Collaborative Customer Relationships

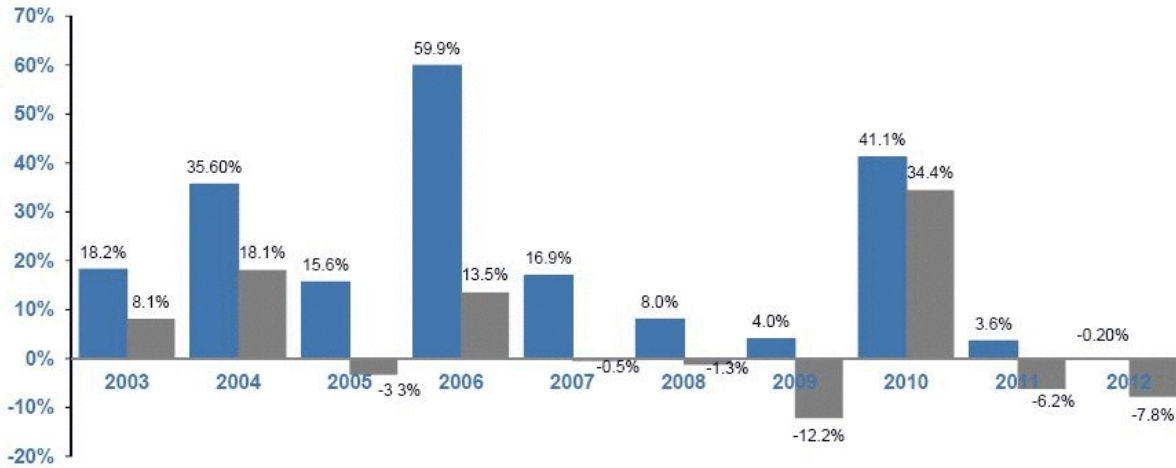


Outperforming the Industry

Annual Revenue Growth Rates

2003 to 2012 Growth

Diodes Inc.: 19%
SAM Industry: 4.3%



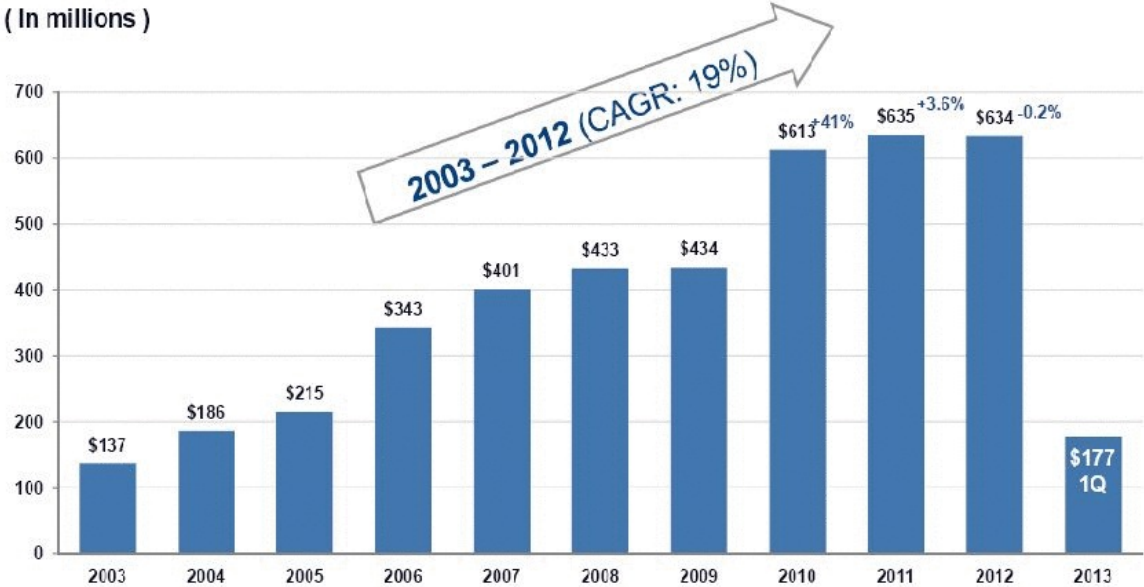
Industry (Discrete + Analog + Logic)

*Acquisition Years



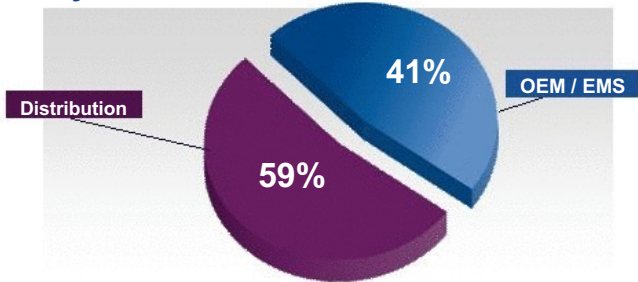
Revenue Growth

(In millions)

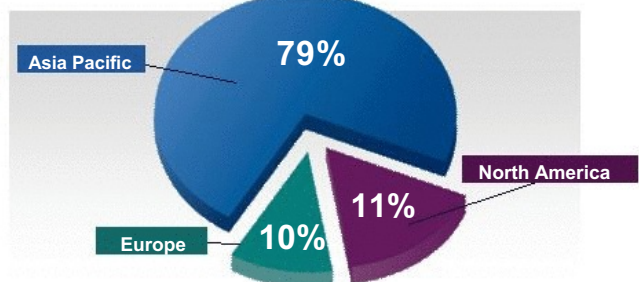


Revenue Profile – 1Q2013

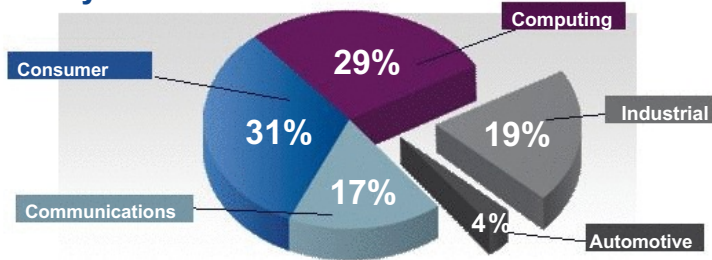
By Channel



By Region



By End Market



First Quarter 2013 Financial Performance

In millions, except per share	1Q12	4Q12	1Q13	Q/Q	Y/Y
Revenue	\$144.7	\$163.3	\$177.0	\$13.7	\$32.2
Revenue Growth				8.4%	22.3%
Gross Margin % (GAAP)	23.3%	26.5%	26.1%	-40bp	280bp
Gross Margin % (non-GAAP)	23.3%	26.5%	27.1%	60bp	380bp
Operating Profit (GAAP)	\$33.7	\$43.2	\$46.2	\$3.0	\$12.5
Net Income (GAAP)	\$4.9	\$4.1	-\$1.9	-\$6.0	-\$6.8
Net Income (non-GAAP)	\$4.1	\$6.2	\$7.5	\$1.3	\$3.4
EPS (GAAP)	\$0.10	\$0.09	-\$0.04	-\$0.13	-\$0.14
EPS (non-GAAP)	\$0.09	\$0.13	\$0.16	\$0.03	\$0.07
Cash Flow from Operations	\$13.4	\$16.4	\$31.3	\$14.9	\$17.9
EBITDA (non-GAAP)	\$21.2	\$24.1	\$23.1	-\$1.0	\$1.9



Balance Sheet

In millions	Dec 31, 2011 (adjusted)	Dec 31, 2012	Mar 31, 2013
Cash	\$130	\$157	\$200
Inventory	\$140	\$153	\$182
Current Assets	\$427	\$491	\$612
Total Assets	\$793	\$920	\$1145
Other Long-term Debt	\$ 3	\$ 44	\$ 214
Total Liabilities	\$144	\$200	\$432
Total Equity	\$649	\$720	\$712



2Q 2013 Business Outlook

A summary of the guidance for GAAP and non-GAAP financial measures as follows :

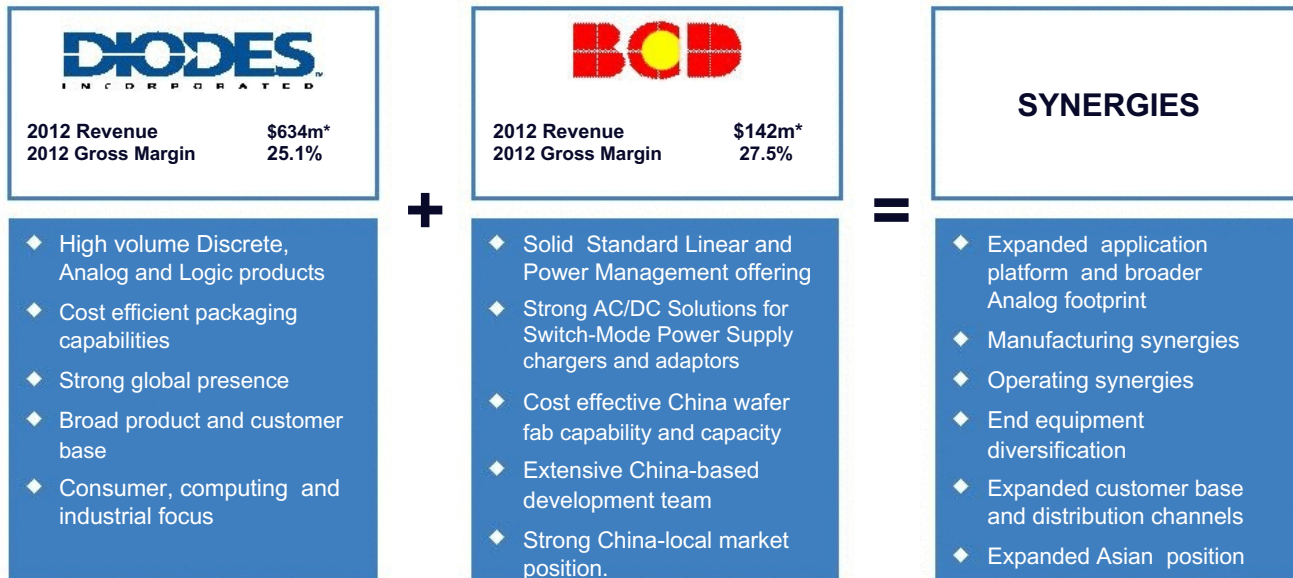
	GAAP	Non-GAAP
Revenue \$(millions)	\$206 to \$218	\$206 to \$218
Sequential growth (%)	16% to 23%	16% to 23%
Gross Margin (% of Revenue)	25.0% to 29.0%	27.0% to 31.0%
Operating Expense (% of Revenue)	22.6% to 24.6%	20.3% to 22.3%
Tax Rate (%)	14% to 20%	14% to 20%
Shares (million)	47.4	47.4

Strategy: Profitable Growth



A Winning Combination

A Strong Global Partnership



* 2012 Pro Forma Financials = 3Q 2012 YTD plus mid-point of 4Q 2012 guidance



BCD Fits Diodes' M&A Strategy

MUST HAVE's	Degree of FIT
Synergistic with Diodes packaging capabilities and capacity	1
Accretive in 1 year	1
PLUS FACTORS	
Enter new product area	1
Increase existing product portfolio	1
Gain access to process and/or packaging technology	2
Strengthen regional sales potential	1

1=Very synergistic, 2=Synergistic, 3=Fairly Synergistic



Diodes Strategy: Profitable Growth



BCD is another key milestone





SmartMoney
THE WALL STREET JOURNAL



Thank you

**Diodes was named one of
the 10 Best Stocks of the
Past 20 Years – March 2012**

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