
**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 26, 2011
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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Executive Compensation

On May 26, 2011, the Compensation Committee of the Board of Directors of Diodes Incorporated (the “Company”), in connection with its annual review of executive compensation, (i) determined the 2011 base salaries of the Company’s principal executive officer, principal financial officer and three other most highly compensated executive officers during 2010 (collectively, the “NEOs”) and (ii) granted non-qualified stock options (“NQSOs”) and restricted stock units (“RSUs”) to such NEOs as follows:

Name and Position	Base Salary	NQSOs (1)	RSUs (1)
Dr. Keh-Shew Lu President and Chief Executive Officer	\$ 409,000	196,000	—
Richard D. White Chief Financial Officer, Secretary and Treasurer	\$ 211,000	38,500	8,000
Mark A. King Senior Vice President, Sales and Marketing	\$ 245,000	38,500	8,000
Joseph Liu Senior Vice President, Operations	\$ 253,000	17,000	4,600
Edmund Tang Vice President, Corporate Administration	\$ 205,000	35,300	8,000

- (1) The NQSOs and RSUs were granted on May 26, 2011. Such NQSOs are first exercisable, and such RSUs will vest, in four equal annual installments, commencing on the first anniversary of the date of grant. The exercise price of the NQSOs is \$29.21, which is the closing price of the Company’s common stock on May 26, 2011.

Board Compensation

On May 26, 2011, the Compensation Committee of the Board of Directors of the Company, in connection with its annual review of Board compensation, determined that (i) the annual cash retainer for each non-employee director would be \$80,000; (ii) the additional 2011 annual cash retainer for the chairman and all other members of the Audit Committee would be \$20,000 and \$10,000, respectively; and (iii) the annual awards of RSUs to the Chairman of the Board, the Vice Chairman of the Board and all other non-employee directors would be 21,500, 14,700 and 4,300 shares, respectively. The RSUs were granted on May 26, 2011 and will vest in four equal annual installments, commencing on the first anniversary of the date of grant. There will be no other payments for any director activities, except for reimbursement for all costs and expenses incurred for attendance at Board of Directors’ meetings. The Board of Directors of the Company, however, may modify such compensation for each director in the future.

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

Results of the Annual Meeting

The Company submitted to a vote of its security holders at its 2011 annual meeting of stockholders (the “Annual Meeting”) on May 26, 2011 the following matters: (1) the election of seven persons to the Board of Directors of the Company, each to serve until the next annual meeting of stockholders and until their respective successors have been elected and qualified; (2) an advisory vote on executive compensation; (3) an advisory vote on the frequency of the advisory vote on executive compensation; 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, 2011.

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, Director	For: Withheld: Broker Non-Votes:	34,657,068 5,446,163 3,509,565
Michael R. Giordano, Director	For: Withheld: Broker Non-Votes:	39,111,326 991,905 3,509,565
L.P. Hsu, Director	For: Withheld: Broker Non-Votes:	39,341,179 762,052 3,509,565
Keh-Shew Lu, Director	For: Withheld: Broker Non-Votes:	36,077,888 4,025,343 3,509,565
Raymond Soong, Director	For: Withheld: Broker Non-Votes:	34,373,973 5,729,258 3,509,565
John M. Stich, Director	For: Withheld: Broker Non-Votes:	39,096,576 1,006,655 3,509,565
Michael K.C. Tsai, Director	For: Withheld: Broker Non-Votes:	39,277,924 825,307 3,509,565

2. Advisory Vote on 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 advisory vote on executive compensation are as follows:

For:	37,329,372
Against:	1,094,609
Abstain:	1,679,250
Broker Non-Votes:	3,509,565

3. Frequency of Advisory Vote on Executive Compensation

The final results of the number of votes cast for one year, two years and three years, as well as the number of abstentions, as to the advisory vote on the frequency of the advisory vote on executive compensation are as follows:

One Year:	20,746,254
Two Years:	305,390
Three Years:	17,419,587
Abstain:	1,632,000

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, 2011 are as follows:

For:	42,948,778
Against:	548,002
Abstain:	116,016
Broker Non-Votes:	0

Frequency of Advisory Vote on Executive Compensation

In the vote on the frequency of the advisory vote on executive compensation, the frequency receiving the greatest number of votes was one year. In light of this vote, the Board of Directors of the Company will consider the stockholder advisory vote on this proposal and make a determination regarding the frequency of the advisory vote on executive compensation within 150 calendar days of the Annual Meeting.

Item 7.01 Regulation FD Disclosure.

On May 26, 2011, the Company held its Annual Meeting. A copy of the presentation slides for the Annual Meeting is attached 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 presentations, 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 purpose. The Company believes that its stockholders should have access to, and that it is obligated to provide, 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 Exhibit 99.1 to the Company's Form 8-K, filed on May 13, 2011, 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 exhibits 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 Annual Meeting

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 1, 2011

DIODES INCORPORATED

By /s/ Richard D. White
RICHARD D. WHITE
Chief Financial Officer



Diodes Incorporated Annual Meeting of Stockholders
Frisco, TX
May 26, 2011



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.

Potential risks and uncertainties include, but are not limited to, such factors as 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 labor shortages; 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; 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 release on May 9, 2011 titled "Diodes Incorporated Reports Second Quarter 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).



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, communications, industrial and automotive** segments.



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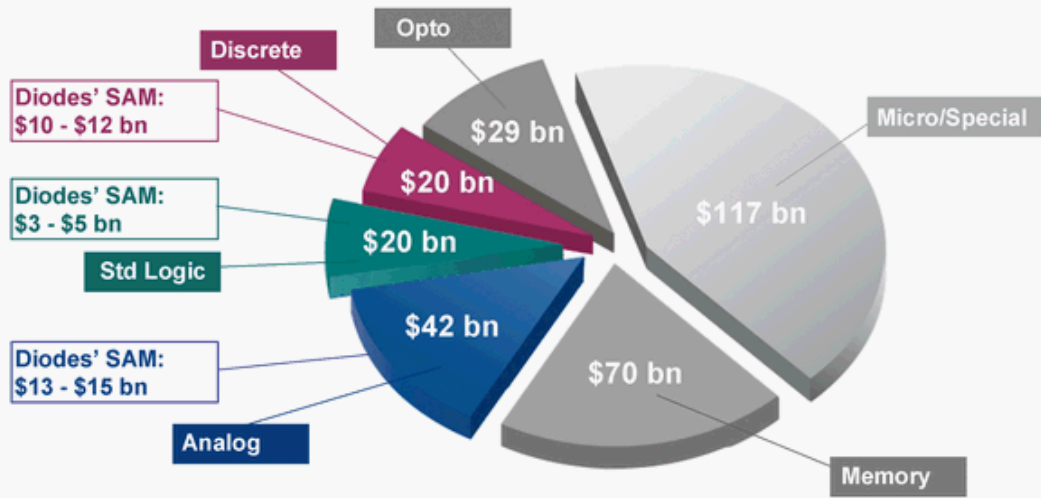
Business Objective

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

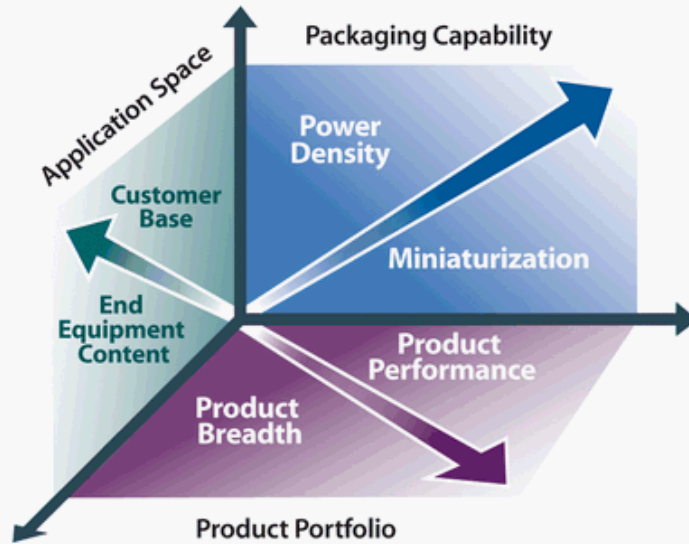
2010 Total Semiconductor Market (\$298 bn)



Diodes Growth Strategy

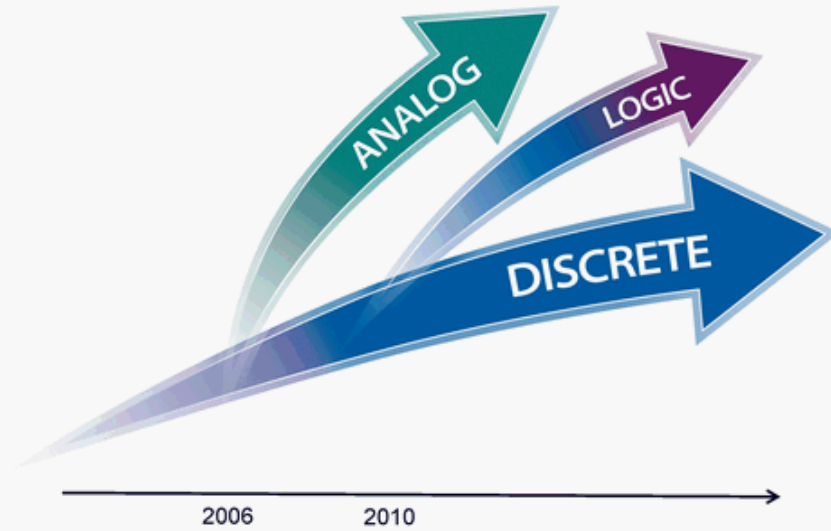
Many Paths for Growth:

- Product portfolio
 - Product arena
 - Product line expansion
 - Performance enhancement
- Application space
 - Targeted end equipments
 - Broad customer base
 - Increased product coverage
- Packaging breadth
 - Broad packaging portfolio
 - Increased power density
 - Small form factor



Product Portfolio Progression

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



Performance Enhancement



Diodes' product upgrade has expanded our SAM

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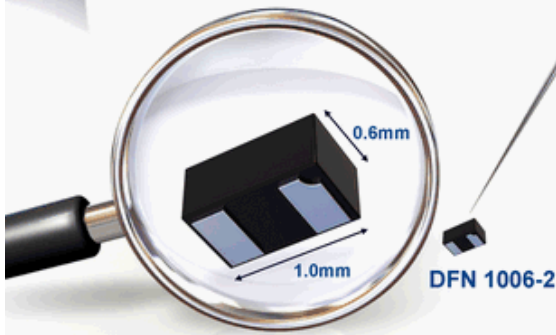
Efficiency, Functionality, and Control for Smart Phones

- 
- **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 Detection**
Hall Effect Sensors
Hall Effect Drivers
 - **Keypad Backlighting**
LED Drivers
Boost Converters
Schottky Diodes

Packaging Focus: Miniaturization and Power Efficiency

Miniaturization

DFN 1006-2 Possibly the smallest Discrete semiconductor package.



Power Efficiency

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



Efficient Manufacturing + Superior Processes

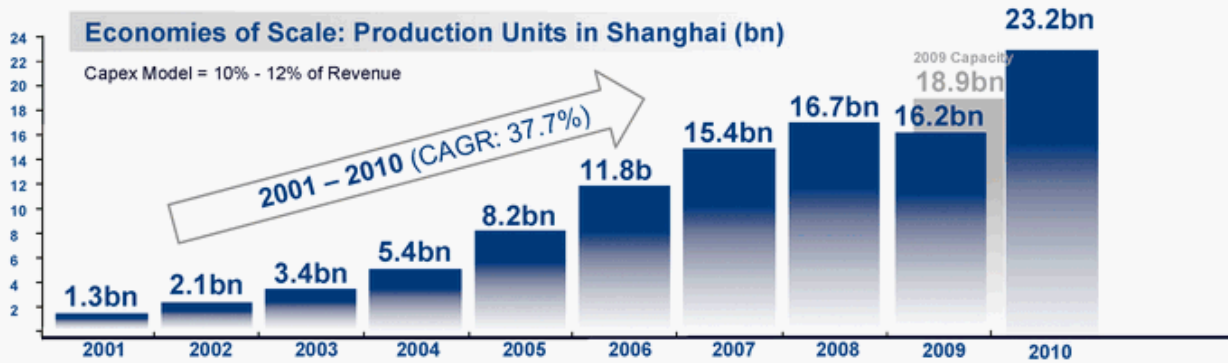
Packaging

- Shanghai-based packaging with capacity greater than 23 billion units
- Flexible and optimized manufacturing process = low packaging cost
- Additional packaging facilities in Neuhaus, Germany and JV in Chengdu, China



Wafer Fabs

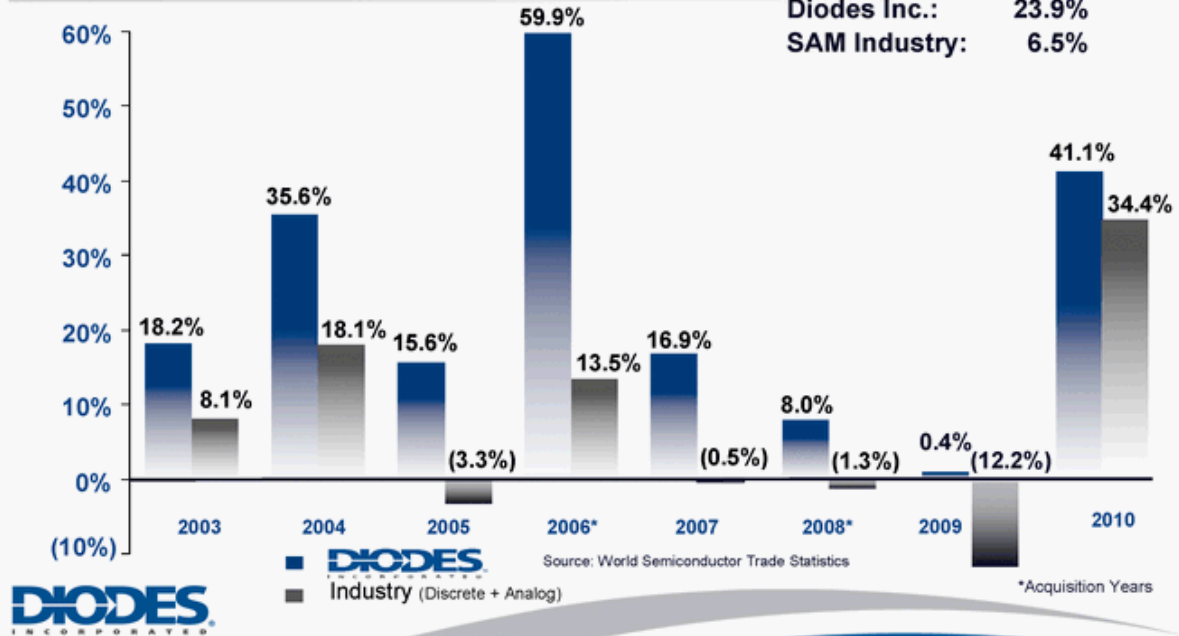
- Bipolar process technology for discrete and ICs
- High volume 5" and 6" wafer fab in Kansas City, Missouri for discretes
- 6" Wafer fab in Oldham, United Kingdom
- Strong engineering capabilities



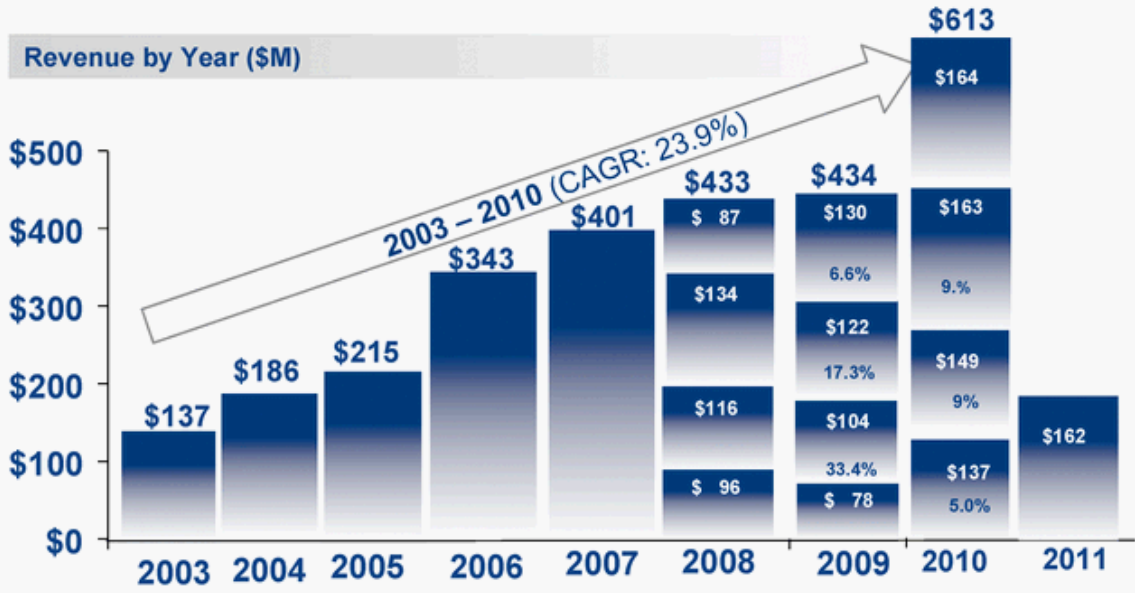
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Outperforming the Industry

Annual Revenue Growth Rates

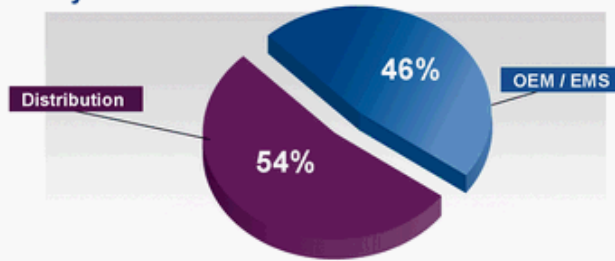


Revenue Growth

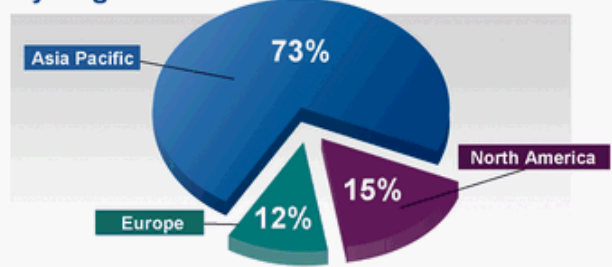


Revenue Profile – 2010

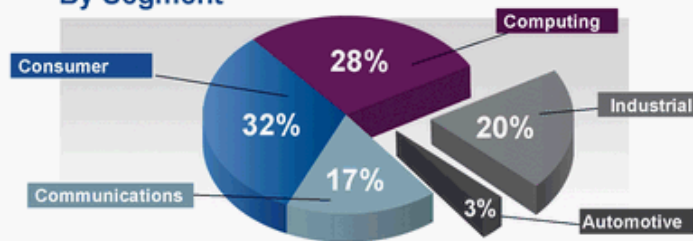
By Channel



By Region



By Segment



First Quarter 2011 Financial Performance

(In millions except per share)

	1Q10	4Q10	1Q11	Y/Y	Q/Q
Revenue	\$136.8	\$163.8	\$161.6	\$24.8	(\$2.2)
Revenue Growth	5%	0.4%	(1%)	18.0%	(1%)
Gross Profit	\$47.8	\$62.6	\$57.4	\$9.6	(\$5.2)
Gross Margin %	34.9%	38.3%	35.5%	60 bp	(280 bp)
Operating Profit	\$18.9	\$32	\$28.3	\$9.4	(\$3.7)
Net Income	\$15.0	\$24.0	\$19.7	\$4.7	(\$4.3)
Earning per Share	\$0.33	\$0.52	\$0.42	\$0.09	(\$0.10)
Cash Flow from Operations	\$23.9	\$28	\$15.7	(\$8.2)	(\$12.3)
EBITDA(Non-GAAP)	\$32.9	\$46.3	\$41.1	\$8.2	(\$5.2)



Balance Sheet

In millions	Dec 31, 2009 (adjusted)	Dec 31, 2010	March 31, 2011
Cash	\$242	\$271	\$279
Short-term Investment	\$297	\$ -	\$ -
Inventory	\$ 90	\$121	\$123
Current Assets	\$747	\$541	\$569
Long-term Investment	\$ -	\$ -	\$ -
Total Assets	\$1,018	\$847	\$882
Convertible Notes ST/LT	\$121	\$128	\$130
Other Long-term Debt	\$ 3	\$ 3	\$ 3
Total Liabilities	\$567	\$294	\$291
Total Equity	\$451	\$553	\$591

Strategy: Profitable Growth





Thank you

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