SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person[*] Zhao Jin (Last)　(First)　(Middle) 4949 HEDGCOXE ROAD SUITE 200 (Street) PLANO　TX　75024 (City)　(State)　(Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/02/2021	3. Issuer Name **and** Ticker or Trading Symbol DIODES INC /DEL/ [DIOD]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
☐ Director　☐ 10% Owner X Officer (give title below)　☐ Other (specify below) VP, Worldwide Analog Products	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Diodes Incorporated Common Stock	15,241	D	
Diodes Incorporated Common Stock - Performance Stock Units	4,000[(1)]	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. The PSUs vest in February 2024 upon the achievement of the 3-year financial performance measure of cumulative non-GAAP operating income for 2021 through 2023 of $535.9 million (Target Performance).

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

Brett R. Whitmire as Power of Attorney for Jin Zhao	03/03/2021
** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

        The undersigned, JIN ZHAO, does hereby constitute and appoint
BRETT R. WHITMIRE, of 5324 Seascape Lane, Plano, TX 75093, as his Attorney in
Fact to act for and in the name, place, and stead of JIN ZHAO, to make,
execute, and deliver any and all documents or instruments, and do and perform
any and
all things and actions, which JIN ZHAO might have done if personally
present, which may be necessary or advisable in connection with the following:
        To execute, deliver, and file all such documents and things, including, without

limitation, reports and filings with the United States Securities and Exchange
Commission, Internal Revenue Service, and Nasdaq Stock Exchange, as may be
required
to be executed, delivered, and filed by JIN ZHAO in connection with the
beneficial ownership by JIN ZHAO of securities of Diodes Incorporated.
        The undersigned further grants to the attorney in fact full authority to act in
any
manner both proper and necessary to the exercise of the foregoing powers,
including the
full power of substitution or revocation, and ratifies every act that he may
lawfully do or
purport to do, or may have done or purported to have done, in connection with
any of the
foregoing.

Executed on MARCH 1, 2021

/s/Jin Zhao