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**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**

**March 23, 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**  
(I.R.S. Employer  
Identification No.)

**15660 Dallas Parkway, Suite 850  
Dallas, Texas**  
(Address of principal executive offices)

**75248**  
(Zip Code)

**(972) 385-2810**  
(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 7.01. Regulation FD Disclosure.**

On March 23, 2011, the Company representative attended Sidoti 15th Annual Emerging Growth Institutional Investor Forum and held a presentation meeting. A copy of the presentation slides 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 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 our operating results in a manner that enables stockholders to more thoroughly evaluate our current performance as compared to past performance. We also believe these non-GAAP measures provide stockholders with a more informed baseline for modeling the Company's future financial performance. Our management uses these non-GAAP measures for the same purpose. We believe that our stockholders should have access to, and that we are obligated to provide, the same set of tools that we use in analyzing our 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 February 15, 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. In addition, in Exhibit 99.1 to the Company's Form 8-K, filed on February 15, 2011, we have provided tables to 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 Diodes' business and growth strategy; the introduction and market reception to new product announcements; fluctuations in product demand and supply; prospects of 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 and Diodes' 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, costs 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 Diodes' 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 Sidoti 15th Annual Emerging Growth Institutional Investor Forum in New York, New York on March 23, 2011

**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: March 23, 2011

DIODES INCORPORATED

By /s/ Richard D. White

RICHARD D. WHITE

Chief Financial Officer



**Sidoti Fifteenth Annual Emerging Growth  
Institutional Investor Forum**

**New York, NY**

March 23, 2011



## Safe Harbor Statement

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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' first quarter of 2011 business outlook, including revenue is expected to be flat to down five percentage points compared to fourth quarter 2010; gross margin is expected to be 36.5 percent, plus or minus one percentage point; operating expenses are anticipated to be comparable to fourth quarter levels on a percent of revenue basis; income tax rate is expected to range between 17 and 23 percent; and shares used to calculate GAAP EPS for the first quarter are anticipated to be approximately 46.3 million.

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 of 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 and Diodes' 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, costs 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 February 9, 2011 titled "Diodes Incorporated Reports Fiscal 2010 and Fourth 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).



## Management Representative



### Dr. Keh-Shew Lu

President and CEO

President and CEO Since 2005  
Director – Diodes 9 years  
Texas Instruments 27 years

#### Experience:

- Senior Vice President of TI Worldwide Analog and Logic
- Senior Vice President of TI Worldwide Memory
- President of Texas Instruments – Asia

#### Education:

- Master's Degree and Doctorate in Electrical Engineering  
Texas Tech University
- Bachelor's Degree in Engineering  
National Cheng Kung University - Taiwan



## Company Representative

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### Laura Mehrl

Director of Investor Relations

Since May 2010

**Experience:**

- Director of Investor Relations, Diodes Incorporated, Dallas, 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, communications, industrial and automotive** segments.

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INCORPORATED





## Business Objective

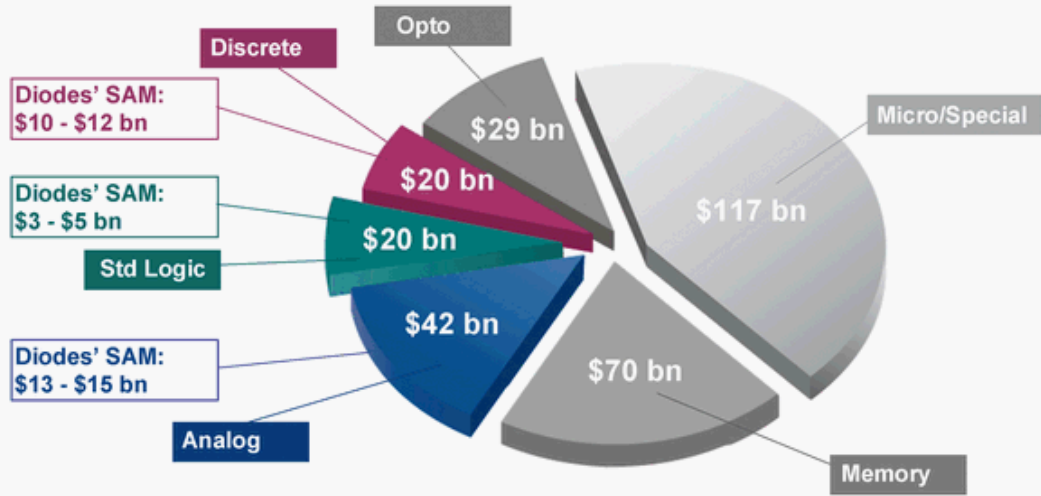
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To consistently achieve above-market **profitable growth**, utilizing our innovative and cost-effective **packaging** technology, suited for **high volume, high growth** markets by leveraging process expertise and design excellence to deliver high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



# Significant Market Opportunity

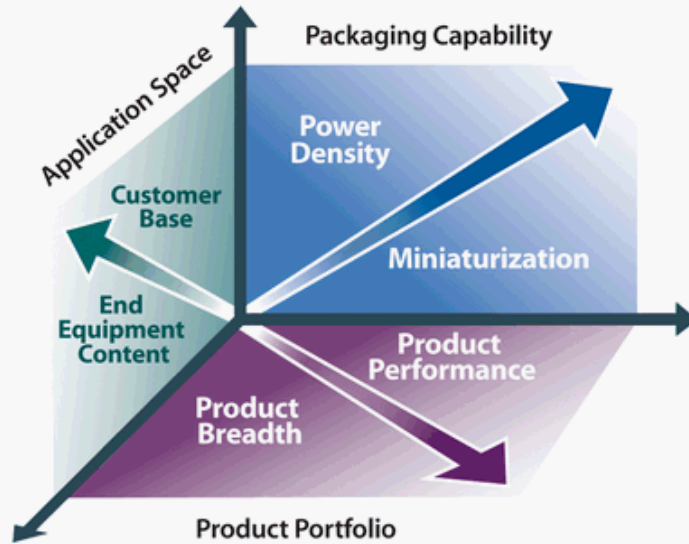
2010 Total Semiconductor Market (\$298 bn)



# Diodes Growth Strategy

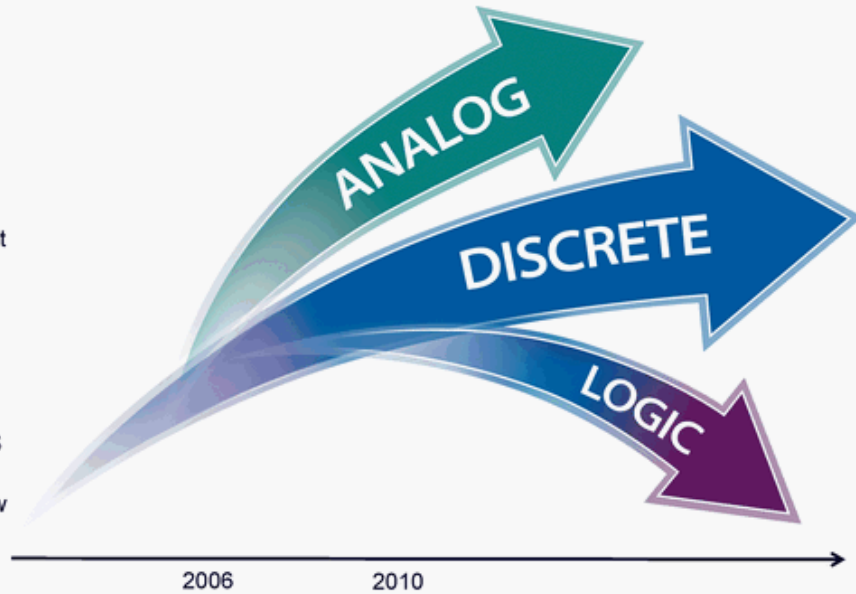
## Many Paths for Growth:

- 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

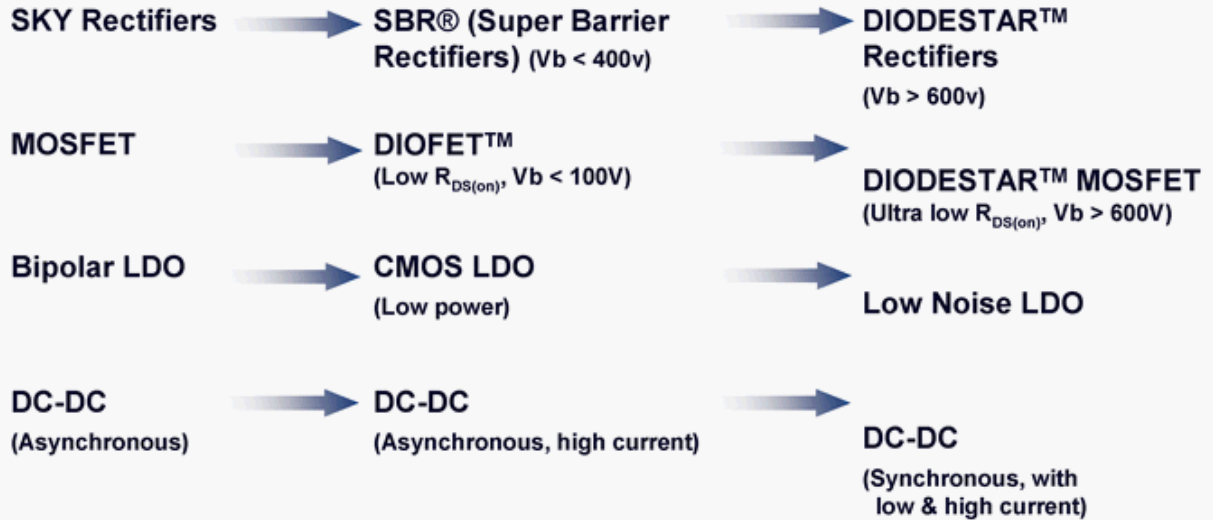


## Product Portfolio Progression

- Discrete
  - Diodes
  - MOSFET
  - Rectifiers
  - Transistor
  - Protection Devices
- Analog
  - Power Management
  - 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

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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

## 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

### ▪ 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

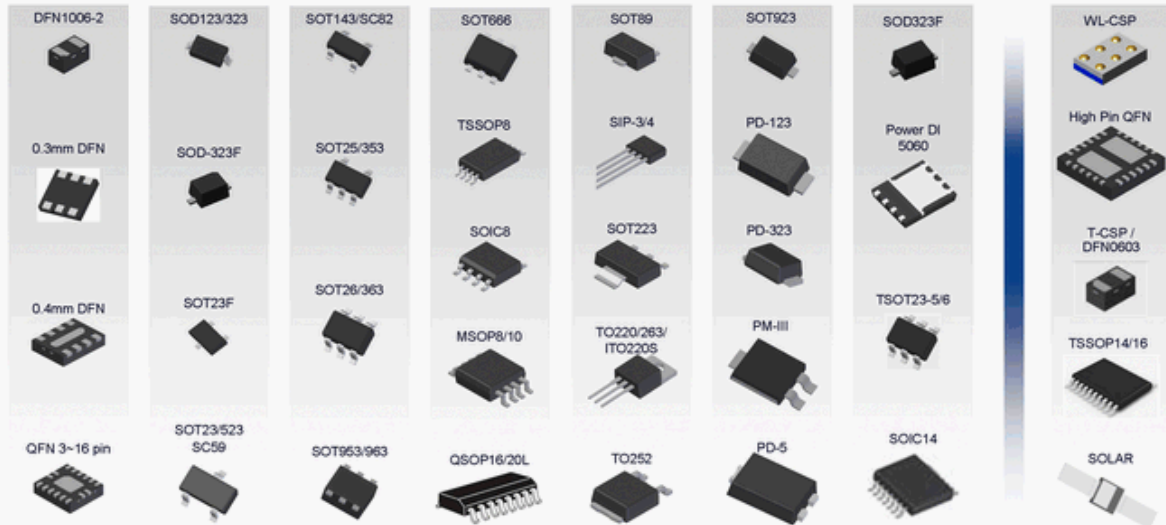
### ▪ System Interface

USB Power Switches  
Zener and TVS Arrays





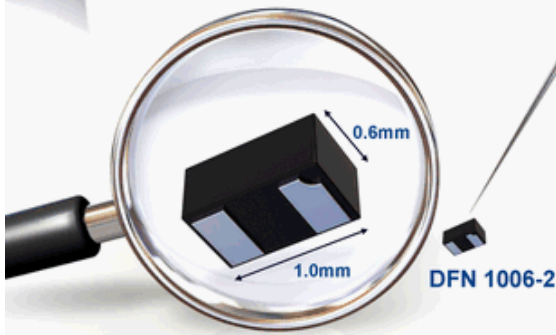
## Packaging Focus: Miniaturization and Power Efficiency



## 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

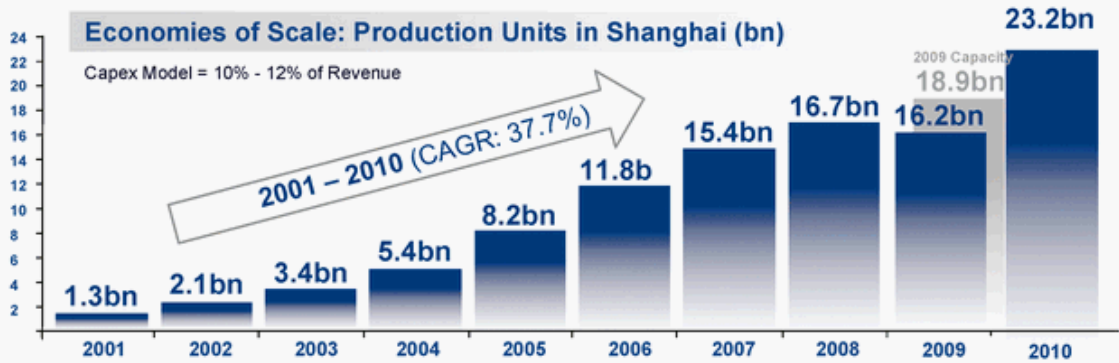
### Packaging

- 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



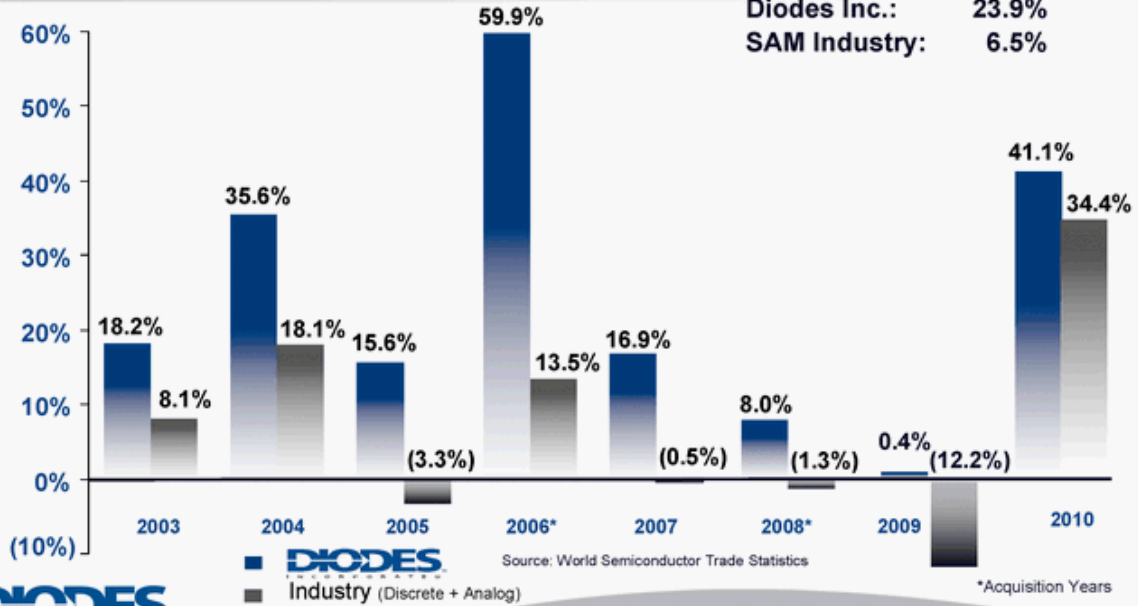
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# Collaborative Customer Relationships



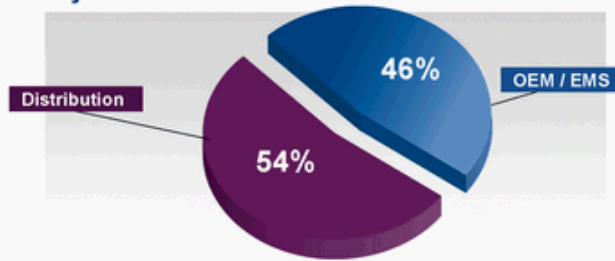
## Outperforming the Industry

### Annual Revenue Growth Rates

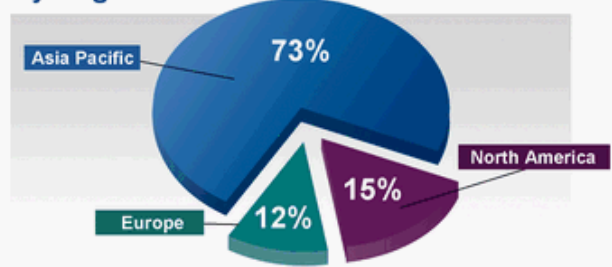


# Revenue Profile – 2010

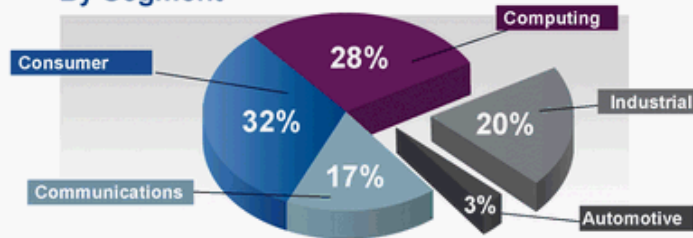
By Channel



By Region



By Segment



## Year 2010 Highlights

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- Revenue increased to a record \$612.9 million, an increase of 41.1 percent over the \$434.4 million in 2009.
- Gross profit increased \$103.7 million to a record \$224.9 million, an increase of 85.6 percent compared to 2009.
- Gross margin increased 880 basis point to 36.7 percent.
- GAAP net income was a record \$76.7 million, or \$1.68 per diluted share, up from 2009 GAAP net income of \$7.5 million, or \$0.17 per diluted share.
- Non-GAAP adjusted net income was a record \$82.9, or \$1.82 per diluted share, up from 2009 adjusted net income of \$24.1 million, or \$0.55 per diluted share.
- Achieved \$110.8 million cash flow from operations, \$28.9 million net cash flow and \$29.2 million free cash flow.





## Fourth Quarter 2010 Financial Performance

(In millions except per share)

	4Q09	3Q10	4Q10	Y/Y	Q/Q
Revenue	\$130.3	\$163.1	\$163.8	\$33.5	\$0.7
Revenue Growth	7%	9%	0.4%	25.7%	0.4%
Gross Profit	\$41.8	\$61.0	\$62.6	\$20.8	\$1.6
Gross Margin %	32.1%	37.4%	38.3%	620 bp	90 bp
Operating Profit	\$14	\$30	\$32	\$18	\$2
Net Income	\$14.2	\$21.2	\$24.0	\$9.8	\$2.8
Earning per Share	\$0.32	\$0.46	\$0.52	\$0.20	\$0.06
Cash Flow from Operations	\$22	\$43	\$28	\$6	(\$15)
EBITDA(Non-GAAP)	\$25.3	\$42.3	\$46.3	\$21.0	\$4.0





## Balance Sheet

In millions	Dec 31, 2008 (adjusted)	Dec 31, 2009	Dec 31, 2010
Cash	\$104	\$242	\$271
Short-term Investment	\$ -	\$297	\$ -
Inventory	\$ 99	\$ 90	\$121
<b>Current Assets</b>	<b>\$297</b>	<b>\$751</b>	<b>\$541</b>
Long-term Investment	\$321	\$ -	\$ -
<b>Total Assets</b>	<b>\$891</b>	<b>\$1,022</b>	<b>\$847</b>
Convertible Notes ST/LT	\$155	\$121	\$128
Other Long-term Debt	\$217	\$ 3	\$ 3
<b>Total Liabilities</b>	<b>\$491</b>	<b>\$571</b>	<b>\$294</b>
<b>Total Equity</b>	<b>\$400</b>	<b>\$451</b>	<b>\$553</b>

## 1Q 2011 Business Outlook

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- Revenue is expected to be flat to down five percentage points compared to fourth quarter 2010.
- Gross margin is expected to be 36.5 percent, plus or minus one percentage point.
- Operating expenses are anticipated to be comparable to fourth quarter levels on a percent of revenue basis.
- Income tax rate is expected to range between 17 and 23 percent.
- Shares used to calculate GAAP EPS for the first quarter are anticipated to be approximately 46.3 million.

# Strategy: Profitable Growth





**Thank you**

**Company Contact:**  
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