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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): January 22, 2025**

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**DIODES INCORPORATED**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

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

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

**4949 Hedcoxe Road, Suite 200**  
**Plano, Texas**  
(Address of Principal Executive Offices)

**75024**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 972 987-3900**

(Former Name or Former Address, if Changed Since Last Report)

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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))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.66 2/3	DIOD	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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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.**

On January 22, 2025 the Board of Directors (the “Board”) of Diodes Incorporated (the “Company”) appointed Dr. Huey-Jen Jenny Su to the Board effective February 3, 2025.

Dr. Su is an Honorary Professor of Environmental Health at the National Cheng Kung University in Taiwan. Her previous research efforts primarily focused on the topic of air pollution related health effects, with a particular emphasis on the rising global concerns with airborne microbial hazards. She was also an expert member of the committee that prepared the World Health Organization’s report concerning guidelines for biological agents in the indoor environment.

Following Dr. Su’s appointment, the Board will be comprised of eight directors, four of whom are female. Dr. Su is not being assigned to any committees of the Board until she is elected to the Board at the Company’s shareholder meeting, currently scheduled to be held in May 2025. After Dr. Su is elected to the Board by the stockholders, she will be assigned to work on one or more committees. From the time of her appointment to the Board, until she is elected to the Board by the stockholders, Dr. Su’s compensation will be \$7,000. In addition, Dr. Su is entitled to the standard compensatory agreement and arrangements for non-employee directors described under the caption “Corporate Governance and Compensation of Directors” in the Company’s proxy statement for its 2024 annual meeting of stockholders.

Dr. Su qualifies as an independent director under the corporate governance standards of Nasdaq and the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Dr. Su was not appointed to the Board pursuant to any arrangement or understanding with any other person and has no family relationships with any director or executive officer of the Company. There are no transactions in which Dr. Su has an interest requiring disclosure under Item 404(a) of Regulation S-K.

On January 22, 2025, Ms. Christina Wen-Chi Sung notified the Company of her decision not to stand for re-election to the Board and to retire from the Board when her current term expires at the Company’s 2025 Annual Meeting of Stockholders.

**Item 7.01 Regulation FD Disclosure.**

On January 24, 2025, the Company issued a press release announcing the election of Dr. Huey-Jen Su to its Board. A copy of the press release is furnished as Exhibit 99.1.

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 Form 8-K. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a representation that the information in this Item 7.01 is material information that is not otherwise publicly available.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release dated January 24, 2025.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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 thereunto duly authorized.

DIODES INCORPORATED

Date: January 24, 2025

By: /s/Brett R. Whitmire  
Brett R. Whitmire  
Chief Financial Officer

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### **Diodes Incorporated Nominates Dr. Huey-Jen Jenny Su to the Board**

**Plano, Texas – January 24, 2025** -- Diodes Incorporated (Diodes) (Nasdaq: DIOD) today announced the nomination of Dr. Huey-Jen Jenny Su to its Board of Directors effective February 3, 2025. Dr. Su has a long, distinguished career as a pioneer and award recipient in environmental and occupational health research.

Dr. Su currently serves as an Honorary Professor of Environmental Health at the National Cheng Kung University (NCKU) in Taiwan. In 2015, Dr. Su became the first female President in the 85-year history of NCKU. Her research efforts have primarily focused on the topic of air pollution related health effects, with a particular emphasis on the rising global awareness of airborne microbial hazards. She also served as an expert member of the committee that prepared the World Health Organization's report concerning guidelines for biological agents in indoor environments.

In 2022, Dr. Su was awarded the Outstanding Professional Global Corporate Sustainability Award (GCSA), and in 2017, was honored by her alma mater with the Harvard T. H. Chan School of Public Health's Leadership Award in Public Health Practice. Moreover, Dr. Su was cited for her outstanding leadership among the top 100 award-winning researchers, innovators and leaders in the 2018 edition of the *Asian Scientist Magazine*. She also received the 2017 Outstanding Research Award from the Ministry of Science and Technology in Taiwan and was featured as one of the 10 "Science Stars of East Asia" for her indoor air pollution research by the leading journal *Nature*.

Dr. Keh-Shew Lu, Diodes' Chairman and CEO, stated, "As part of our continued commitment to board depth and diversity, I am delighted that Dr. Su was nominated and approved by our Governance and Stockholder Relations Committee and our Board of Directors." Her extensive background in environmental and occupational health initiatives aligns well to Diodes emphasis on corporate sustainability and fostering a safer, healthier workplace. She is both an accomplished professional and charitable contributor to her community, making her a valuable addition to our Board."

Following Dr. Su's appointment, the Board will be comprised of eight directors, four of whom are female. Dr. Su is not being assigned to any committees of the Board until she is elected to the Board at the Company's shareholder meeting, currently scheduled to be held in May 2025.

#### **About Diodes Incorporated**

Diodes Incorporated (Nasdaq: DIOD), a Standard and Poor's SmallCap 600 and Russell 3000 Index company, delivers high-quality semiconductor products to the world's leading companies in the automotive, industrial, computing, consumer electronics, and communications markets. We leverage our expanded product portfolio of analog and discrete power solutions combined with leading-edge packaging technology to meet customers' needs. Our broad range of application-specific products and solutions-focused sales, coupled with global operations including engineering, testing, manufacturing, and customer service, enable us to be a premier provider for high-volume, high-growth markets. For more information, visit [www.diodes.com](http://www.diodes.com).

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