

DIODES INC /DEL/  
Form 8-K  
May 23, 2018  
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

Date of Report (Date of earliest event reported): May 22, 2018

DIODES INCORPORATED

(Exact name of Registrant as Specified in Its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 002-25577                   | 95-2039518                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

4949 Hedgcoxe Road, Suite 200,

|  |            |
|--|------------|
| Plano, TX                                | 75024      |
| (Address of Principal Executive Offices) | (Zip Code) |

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

Not Applicable

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

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 (see General Instructions A.2. below):

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))

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 5.07 Submission of Matters to a Vote of Security Holders.  
Results of the Annual Meeting

Diodes Incorporated (the “Company”) submitted the following matters to a vote of its security holders at its 2018 annual meeting of stockholders on May 22, 2018, each of which is described in more detail in the Company’s proxy statement filed with the Securities and Exchange Commission on April 6, 2018: (1) the election of seven persons to the Board of Directors of the Company (the “Board”), each to serve until the next annual meeting of stockholders and until their respective successors have been elected and qualified; (2) the approval, on an advisory basis, of the Company’s executive compensation; and (3) 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, 2018.

The results set forth below represent the final voting results as certified by the Inspector of Elections.

1. Election of Directors

The stockholders elected the following seven directors: C.H. Chen, Michael R. Giordano, Keh-Shew Lu, Peter M. Menard, Raymond Soong, Christina Wen-Chi Sung and Michael K.C. Tsai. 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 are as follows:

|                        |                   |              |
|------------------------|-------------------|--------------|
| C.H. Chen              | For:              | 40,674,454.5 |
|                        | Withheld:         | 2,757,104.0  |
|                        | Broker Non-Votes: | 3,670,469.0  |
| Michael R. Giordano    | For:              | 41,909,056.5 |
|                        | Withheld:         | 1,522,502.0  |
|                        | Broker Non-Votes: | 3,670,469.0  |
| Keh-Shew Lu            | For:              | 42,622,125.5 |
|                        | Withheld:         | 809,433.0    |
|                        | Broker Non-Votes: | 3,670,469.0  |
| Peter M. Menard        | For:              | 43,318,046.5 |
|                        | Withheld:         | 113,512.0    |
|                        | Broker Non-Votes: | 3,670,469.0  |
| Raymond Soong          | For:              | 37,679,899.5 |
|                        | Withheld:         | 5,751,659.0  |
|                        | Broker Non-Votes: | 3,670,469.0  |
| Christina Wen-Chi Sung | For:              | 43,167,868.5 |
|                        | Withheld:         | 263,690.0    |
|                        | Broker Non-Votes: | 3,670,469.0  |
| Michael K.C. Tsai      | For:              | 42,795,894.5 |
|                        | Withheld:         | 635,664.0    |
|                        | Broker Non-Votes: | 3,670,469.0  |



## 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 the compensation of the Company's named executive officers on an advisory basis are as follows:

|                   |              |
|-------------------|--------------|
| For:              | 42,651,909.5 |
| Against:          | 749,064.0    |
| Abstain:          | 30,585.0     |
| Broker Non-Votes: | 3,670,469.0  |

## 3. 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, 2018 are as follows:

|                   |              |
|-------------------|--------------|
| For:              | 46,815,848.5 |
| Against:          | 279,470.0    |
| Abstain:          | 6,709.0      |
| Broker Non-Votes: | 0            |

## 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: May 23, 2018

DIODES  
INCORPORATED

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