

DIALOG SEMICONDUCTOR PLC

Form 20-F/A

August 20, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 20, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

AMENDMENT No. 2 TO FORM 20-F

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended DECEMBER 31, 2003

COMMISSION FILE NUMBER 5-59311

DIALOG SEMICONDUCTOR PLC

(Exact name of Registrant as specified in its charter)

NOT APPLICABLE	ENGLAND AND WALES
(Translation of Registrant's Name Into English)	(Jurisdiction of Incorporation of Organization)

Neue Strasse 95
D-73230 Kirchheim/Teck-Nabern, Germany
(Address of Principal Executive Offices)

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

NONE

Securities registered or to be registered pursuant to Section 12(g) of the Act:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE OF WHICH REGISTERED
ORDINARY SHARES OF £0.10 PER SHARE REPRESENTED BY AMERICAN DEPOSITARY SHARES	NASDAQ NATIONAL MARKET
ORDINARY SHARES	FRANKFURT STOCK EXCHANGE

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

NONE

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

ORDINARY SHARES 4,068,930

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

This Amendment No. 2 is being filed to provide information required by ITEM 6 and ITEM 16D.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

C. Board Practices

EXEMPTIONS FROM LISTING STANDARDS

We rely on an exemption from the quorum requirement as set forth under Nasdaq Marketplace Rule 4350(f). This exemption was granted to Dialog on 1 August 2000. In lieu of following this quorum requirement, Dialog's articles of association provides for quorum for any general meeting that is no less than two persons present in person or by proxy entitled to vote on the business to be transacted, which is in accordance with law, rule, regulation, and generally accepted business practices in Dialog's home country of England and Wales.

Item 16D. Exemptions from the Listing Standards for Audit Committees

We rely on an exemption from the listing standard for audit committees as set forth under Nasdaq Marketplace Rule 4350(d)(2). This exemption was granted to Dialog on 1 August 2000. We do not believe that our reliance on this exemption would materially adversely affect the ability of our audit committee to act independently and to satisfy other requirements of Rule 10A-3 of the U.S. Securities Exchange Act of 1934. In lieu of following this requirement on audit committee composition, Dialog's audit committee consists of two independent members in accordance with law, rule, regulation, and generally accepted business practices in Dialog's home country of England and Wales.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F, and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

DIALOG SEMICONDUCTOR PLC

Date: August 20, 2004

By: /s/ Roland Pudelko

Roland Pudelko

Executive Director, Chief Executive Officer and President