

DIODES INC /DEL/  
Form 8-K  
October 02, 2009

**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  
September 28, 2009**

**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 North Dallas Parkway, Suite 850  
Dallas, TX**

(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 1.01. Entry into a Material Definitive Agreement.**

On September 28, 2009, Diodes Incorporated (the Company) entered into a privately negotiated Exchange Agreement (the Exchange Agreement) pursuant to which the Company issued 976,424 shares of its common stock, par value \$0.66 2/3 per share, in exchange for \$19.8 million aggregate principal amount of the Company's 2.25% Convertible Senior Notes due 2026 (Notes) held by an institutional holder (the Holder). In accordance with the Exchange Agreement, the Company paid the Holder \$219,446.81 in cash, representing all accrued but unpaid interest on the Notes.

The shares of the Company's common stock were issued in exchange for the Notes pursuant to an exemption from registration under the Securities Act of 1933, as amended (the Securities Act), set forth in Section 3(a)(9) of the Securities Act for securities exchanged by the issuer and an existing security holder where no commission or other remuneration is paid or given directly or indirectly by the issuer for soliciting such exchange.

The foregoing summary is qualified in its entirety by reference to the copy of the Exchange Agreement, which is being filed as Exhibit 10.1 of this Current Report on Form 8-K.

**Item 3.02. Unregistered Sales of Equity Securities.**

The information set forth under Item 1.01 of this Current Report on form 8-K is incorporated by reference in response to this Item 3.02.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

**Number**

**Description**

10.1\* Exchange Agreement dated September 28, 2009, between the Company and an institutional holder

\* Confidential treatment has been requested with respect to the omitted portions of this Exhibit, which portions have been filed separately with the Securities and Exchange Commission.

**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: October 2, 2009

DIODES INCORPORATED

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