

Yang Emily
Form 4
February 25, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Yang Emily

(Last) (First) (Middle)

4949 HEDGCOXE ROAD, SUITE 200

(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIODES INC /DEL/ [DIOD]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

VP Worldwide Sales/Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Diodes Incorporated Common Stock ⁽¹⁾ | 02/21/2019 | | A | | \$ 0 ₍₂₎ 49,343 | D | |
| Diodes Incorporated Common Stock - Performance Stock Units ⁽³⁾ | 02/21/2019 | | A ⁽⁴⁾⁽⁵⁾ | | \$ 0 23,000 | D | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Yang Emily 4949 HEDGCOXE ROAD SUITE 200 PLANO, TX 75024 | | | VP Worldwide Sales/Marketing | |

Signatures

Richard D. White as Power of Attorney for Emily Yang

02/25/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock units vest in four equal installments beginning 02/21/2020.
- (2) Granted under Rule 16b-3 Plan.
- (3) Each PSU represents a contingent right granted under the companys 2013 Equity Incentive Plan, a Rule 16b-3 Plan, to receive 1 share of Diodes Incorporated Common Stock.
- (4) The PSUs vest in February 2022 upon the achievement of the 3-year financial performance measure of cumulative non-GAAP operating income for 2019 through 2021 of \$568.7 million (Target Performance).

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- This number represents the target number of PSUs (Target Award) that will vest if the Target Performance is achieved. There is a threshold that provides for payment of 50% of the Target Award upon 80% achievement of the Target Performance and a maximum that
- (5) provides for payment of 200% of the Target Award upon 120% achievement of the Target Performances. Between 80% and 100% and between 100% and 120% achievement of Target Performance, the Target Award will be decreased or increased on a pro rata basis, with no payout below 80% achievement and payout limited to 200% of the Target Award if the Target Performance exceeds 120%.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.