DIODES INC /DEL/

Form 4

February 23, 2017

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address	of Reporting	Person
Holland Julie		

2. Issuer Name and Ticker or Trading Symbol

Issuer

DIODES INC /DEL/ [DIOD]

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

4949 HEDGCOXE ROAD, SUITE

02/21/2017

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

5. Relationship of Reporting Person(s) to

200

(Street)

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

VP WW Analog Products 6. Individual or Joint/Group Filing(Check

Applicable Line)

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

PLANO, TX 75024

(City)	(State) (Z	ip) Table I	- Non-Der	ivative Securities Acqui	red, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Dat	e 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	or(A) or Disposed of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	Form:	Beneficial

(Instr. 3) (Month/Day/Year)

Code (Instr. 8) (Instr. 3, 4 and 5)

(A)

Price

Beneficially Form: Owned Direct (D) Following Reported (I)

or Indirect (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Diodes

Incorporated 02/21/2017 Common

Amount (D)

11,316 A

61,657

D

Stock (1)

Diodes Incorporated

Common 02/21/2017 Stock -

11.316 A (4)(5)

Α

\$0 11,316

D

Performance Stock Units (3)

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

of

Ownership

(Instr. 4)

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ.			
									mount		
						Date	Expiration	Or T:41- N			
						Exercisable	Date		umber		
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			Si	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Holland Julie 4949 HEDGCOXE ROAD **SUITE 200** PLANO, TX 75024

VP WW Analog Products

Signatures

Richard D. White as Power of Attorney for Julie Holland

02/23/2017

Date

**Signature of Reporting Person

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 02/21/2018.
- (2) Granted under Rule 16b-3 Plan.
- Each PSU represents a contingent right granted under the companys 2013 Equity Incentive Plan, a Rule 16b-3 Plan, to receive 1 share of (3)Diodes Incorporated Common Stock.
- The PSUs vest in February 2020 upon the achievement of the 3-year financial performance measure of cumulative non-GAAP operating income for 2017 through 2019 of \$204.6 million (Target Performance).
- (5) 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

Reporting Owners 2

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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.