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Form 4 February 25, 2	019										
								OMB API	PROVAL		
FORM	4 UNITED ST		URITIES AND ashington, D.		ANGI	E COM		OMB Number:	3235-0287		
Check this			8,					Expires:	January 31,		
if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							Estimated average burden hours per response 0.			
obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(a)	of the Public	Utility Holding Investment Co	g Compar	ny Act	t of 193					
(Print or Type Re	sponses)										
1. Name and Add Holland Julie	dress of Reporting Pe	Symbo	uer Name and Tic I VES INC /DEL		ing	5. Ro Issue			n(s) to		
(Last)	(First) (Mid		3. Date of Earliest Transaction (Chec						k all applicable)		
4949 HEDGC 200	COXE ROAD, SU		/Day/Year) /2019			X_ below	· ·	le 10% 0 below) rate Operation	(specify		
	(Street)		nendment, Date C Ionth/Day/Year)	original		Appl _X_	dividual or Join icable Line) Form filed by One Form filed by Mor	e Reporting Pers	son		
PLANO, TX						Perso			, in the second s		
(City)	(State) (Z	ip) Ta	ble I - Non-Deriv	ative Secu	rities A	Acquired	, Disposed of, o	or Beneficially	Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	on Date, if Transaction (A) or Disposed of (E Code (Instr. 3, 4 and 5)		of (D)) Securities Owners Beneficially Form: Owned Direct (Following or Indir Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Diodes Incorporated Common Stock (1)	02/21/2019		A	17,000	A		73,949	D			
Diodes Incorporated Common Stock - Performance Stock Units (3)	02/21/2019		A <u>(4)(5)</u>	17,000	A	\$ 0	41,316	D			
_	02/22/2019		S <u>(6)</u>	2,829	D		71,120	D			

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Diodes	\$
Incorporated	40.89
Common	
Stock	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				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			
Holland Julie 4949 HEDGCOXE ROAD SUITE 200 PLANO, TX 75024			VP Corporate Operations				
Signatures							
Richard D. White as Power of Holland	for Julie	02/25/2019					
**Signature of Reporting	ng 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).

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%.
- (6) A portion of the vested restricted stock unit shares was automatically sold to cover income tax.

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.