

DIODES INC /DEL/
Form DEFA14A
April 05, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

DIODES INCORPORATED

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

DIODES INCORPORATED

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to be held on May 16, 2017**

You are receiving this communication because you hold shares in Diodes Incorporated. This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy materials online, go to www.proxydocs.com/diod. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper form. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2017 Annual Meeting and need YOUR participation.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive the proxy materials in time for this year's annual meeting, please make this request on or before May 5, 2017 to facilitate timely delivery.

For a Convenient Way to VIEW Proxy Materials

and

VOTE Online go to: www.proxydocs.com/diod

Proxy Materials Available to View or Receive:

1. Notice and Proxy Statement 2. Annual Report

Printed materials may be requested by one of the following methods:

INTERNET
www.investorelections.com/diod

TELEPHONE
(866) 648-8133

***E-MAIL**
paper@investorelections.com

**You must use the 12 digit control number
located in the shaded gray box below.**

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

ACCOUNT NO.

SHARES

Diodes Incorporated Notice of Annual Meeting

Date: Tuesday, May 16, 2017
Time: 10:00 a.m., Central Time
Place: 4949 Hedgcoxe Road
Plano, Texas 75024

The purpose of the Annual Meeting is to take action on the following proposals:

The Board of Directors recommends that you vote FOR the following:

1. Election of
Directors

| | | | | |
|------------------|------------------------|---------------------|------------------------------|-------------------------|
| Nominees: | 01 C.H. Chen | 03 Keh-Shew Lu | 05 John M. Stich | 07 Michael K.C. Tsai |
| | 02 Michael R. Giordano | 04 Raymond Soong | 06 Christina Wen-chi Sung | |

The Board of Directors recommends that you vote FOR the following proposals 2, 3 and 5 and for 1 Year on Proposal 4:

2. **Approval of Amendment and restatement of the 2013 Equity Incentive Plan.** To approve an amendment and restatement of the 2013 Equity Incentive Plan and to re-approve the material terms of the performance goals of the

2013 Equity Incentive Plan.

3. **Approval of Executive Compensation.** To approve, on an advisory basis, the Company's executive compensation.
4. **Frequency of Advisory Vote on Executive Compensation.** To consider an advisory vote on the frequency of the advisory vote on executive compensation.
5. **Ratification of Appointment of Independent Registered Public Accounting Firm.** To ratify the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017.

To transact such other business as may properly come before the annual meeting of the stockholders of Diodes Incorporated or any adjournment or postponement thereof. For information on the requirements for attending the Annual Meeting in person and voting your shares, please see the information on pages 2 to 3 of the Proxy Statement. You must bring this communication and a photo identification with you if you plan to attend in person.