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DIODES INC /DEL/
Form 8-K
March 03, 2008

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

Date of Report (Date of earliest event reported): February 28, 2008

DIODES INCORPORATED
(Exact name of registrant as specified in its charter)

| | | |
|---|------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 1-5740 (Commission File Number) | 95-2039518 (I.R.S. Employer Identification No.) |
|---|------------------------------------|---|

| | |
|--|---------------------|
| 15660 North Dallas Parkway Suite 850 Dallas, Texas (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 5.02. Departure of Directors or Principal Officers; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

Executive Bonuses

Pursuant to the 2001 Omnibus Equity Incentive Plan, certain

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executive officers may earn a cash bonus if the Company achieves specific performance goals and objectives established by the Compensation Committee of the Board of Directors (the "Committee") at the beginning of each fiscal year. For fiscal 2007, the aggregate amount of the executive bonus pool depends upon the amount by which (i) the Company's revenue growth in 2007 exceeds that of the Company's industry (for 2007, the percentage increase was based on a weighted average in which the market for discrete products accounted for 80% and the market for analog products accounted for 20%) and (ii) the Company's net income for 2007 exceeds that of the prior year indexed to the industry revenue growth. At the end of the fiscal year, the Committee allocates the bonus pool among the executive officers based on the contribution made by each officer to the achievement of the Company's performance. For fiscal 2007, the executive bonus pool was \$3,306,000, of which the Committee awarded \$3,062,500.

The Committee has awarded the following cash bonuses to executive officers for services rendered in fiscal 2007:

| Name | Position | Amount |
|------------------|--|--------------|
| Keh-Shew Lu | President and Chief Executive Officer | \$ 953,892 |
| Joseph Liu | Senior Vice President - Operations | 431,762 |
| Mark A. King | Senior Vice President - Sales and Marketing | 351,434 |
| Carl C. Wertz | Chief Financial Officer, Secretary and Treasurer | 251,024 |
| Richard D. White | Senior Vice President - Finance | 331,352 |
| Steven Ho | Asia President and Vice President - Asia Sales and Marketing | 271,106 |
| Edmund Tang | Vice President - Corporate Administration | 271,106 |
| Francis Tang | Vice President - Product Development | 200,819 |
| | | ----- |
| | | \$ 3,062,500 |
| | | ===== |

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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 thereunto duly authorized.

DIODES INCORPORATED

Date: February 29, 2008

By /s/ Carl C. Wertz

 Carl C. Wertz,
 Chief Financial Officer

