

DIODES INC /DEL/
Form 8-K
December 28, 2012

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): December 27, 2012

DIODES INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

002-25577
(Commission
File Number)

95-2039518
(I.R.S. Employer
Identification No.)

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4949 Hedgcoxe Road, Suite 200

Dallas, Texas
(Address of principal executive offices)
(972) 987-3900

75024
(Zip Code)

(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))

Item 7.01. Regulation FD Disclosure

During the conference call on December 27, 2012 to discuss Diodes Incorporated (the Company) s announcement that the Company has entered into the Agreement and Plan of Merger with BCD Semiconductor Manufacturing Limited (BCD), Dr. Keh-Shew Lu, President and Chief Executive Officer of the Company, as well as Richard D. White, Chief Financial Officer, Mark King, Senior Vice President of Sales and Marketing, Laura Mehrl, Director of Investor Relations, and Mr. Chieh Chang, Chief Executive Officer of BCD, made additional comments during a question and answer session. A copy of the question and answer transcript is attached as Exhibit 99.1 to this Report.

The information in this Item 7.01, including Exhibit 99.1, will not be treated as filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section. This information will not be incorporated by reference into a filing under the Securities Act of 1933, or into another filing under the Exchange Act, unless that filing expressly refers to specific information in this Report. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information in this Item 7.01 is material information that is not otherwise publicly available.

Cautionary Information Regarding Forward-Looking Statements

Except for the historical and factual information contained in the question and answer transcript attached as Exhibit 99.1, the matters set forth in the question and answer transcript (including statements as to: the expected benefits of the acquisition, including the acquisition being immediately accretive; the efficiencies, cost savings, revenues, and enhanced product offerings, market position, and design and manufacturing capabilities of the Company after the acquisition; and other statements identified by words such as estimates, expects, projects, plans, will, similar expressions) are forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including: the possibility that the transaction may not be consummated, including as a result of any of the conditions precedent; the risk that BCD s business will not be integrated successfully into the Company s ; the risk that the expected benefits of the acquisition may not be realized, including the realization of the accretive effect of the acquisition; the risk that BCD s standards, procedures and controls will not be brought into conformance within the Company s operation; difficulties coordinating the Company s and BCD s new product and process development, hiring additional management and other critical personnel, and increasing the scope, geographic diversity and complexity of the Company s operations; difficulties in consolidating facilities and transferring processes and know-how; difficulties in reducing the costs of BCD s business; the diversion of our management s attention from the management of our business; and the impact of competition and other risk factors relating to our industry and business as detailed from time to time in the Company s reports filed with the SEC. You should not place undue reliance on these forward-looking statements, which speak only as of the date of the question and answer transcript. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Description
99.1	Question and answer transcript dated December 27, 2012

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: December 28, 2012

By /s/ Richard D. White
Richard D. White,
Chief Financial Officer

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