DIODES INC /DEL/ Form 8-K July 28, 2005

> 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

> July 28, 2005 Date of Report (Date of earliest event reported)

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

Delaware1-574095-2039518(State or other(Commission File Number)(I.R.S. Employerjurisdiction ofIdentification Number)incorporation)Identification Number)

3050 East Hillcrest Drive<br/>Westlake Village, California91362(Address of principal executive offices)(Zip Code)

(805) 446-4800
(Registrant's telephone number, including area code)

Item 2.02 Results of Operations and Financial Condition

On July 28, 2005, Diodes Incorporated issued a press release announcing second quarter 2005 earnings. A copy of the press release is attached as Exhibit 99.1.

During the investor conference call on July 28, 2005, Carl Wertz, the Company's Chief Financial Officer made the following additional comment:

a. In regards to the Company's third quarter revenue guidance of "modest sequential revenue growth", the assumed definition of "modest" is in the 1%-5% range.

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1984, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 - Press Release dated July 28, 2005

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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 hereunto duly authorized.

Dated: July 28, 2005

DIODES INCORPORATED

By /s/ Carl C. Wertz CARL C. WERTZ Chief Financial Officer

EXHIBIT INDEX

Exhibit Number Description

99.1 Press Release dated July 28, 2005