

DIODES INC /DEL/  
Form 8-K  
February 14, 2017  
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 13, 2017

DIODES INCORPORATED

(Exact name of Registrant as Specified in Its Charter)

Delaware                              002-25577      95-2039518  
(State or Other Jurisdiction      (Commission      (IRS Employer  
of Incorporation)                      File Number)      Identification No.)

4949 Hedgcoxe Road, Suite 200,

Plano, TX    75024  
(Address of Principal Executive Offices)      (Zip Code)

Registrant's Telephone Number, Including Area Code: (972) 987-3900

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instructions A.2. below):

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 1.01 Entry into a Material Definitive Agreement.

On February 13, 2017, Diodes Incorporated (the “Company”), Diodes International B.V. (the “Foreign Borrower” and, collectively with the Company, the “Borrowers”), and certain subsidiaries of the Company as guarantors, entered into an Amendment No. 1 to Amended and Restated Credit Agreement and Limited Waiver (the “Amendment”) with Bank of America, N.A., as Administrative Agent, and the lenders party to the Amendment (collectively, the “Lenders”), that among other things, does the following: (a) expands the definition of cash equivalents to include certain cash equivalent investments made by foreign subsidiaries of the Company and held in foreign jurisdictions, and modifies the requirements for cash equivalent investments in money market investment programs, all as is more fully described in the Amendment; and (b) waives any Events of Default that have occurred prior to the date of the Amendment as a result of investments made by foreign subsidiaries of the Company in foreign financial products that were not permitted investments prior to giving effect to the Amendment, as is more fully described in the Amendment.

The foregoing summary does not purport to be a complete summary of the Amendment and is qualified in its entirety by reference to the Amendment, a copy of which is filed herewith as Exhibit 10.1 and is incorporated by reference herein.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure set forth above in Item 1.01 hereby is incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

10.1 Amendment No. 1 to Amended and Restated Credit Agreement and Limited Waiver, dated February 13, 2017, by and among Diodes Incorporated, Diodes International B.V., Diodes Holding B.V., Diodes Investment Company, Diodes FabTech Inc., Diodes Holdings UK Limited, Diodes Zetex Limited, Pericom Semiconductor Corporation, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other Lenders party thereto.

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.

DIODES  
INCORPORATED

Dated: February 14, 2017    By /s/ Richard D. White  
RICHARD D. WHITE  
Chief Financial Officer

---

EXHIBIT INDEX

Exhibit

Number Description

- 10.1 Amendment No. 1 to Amended and Restated Credit Agreement and Limited Waiver, dated February 13, 2017, by and among Diodes Incorporated, Diodes International B.V., Diodes Holding B.V., Diodes Investment Company, Diodes FabTech Inc., Diodes Holdings UK Limited, Diodes Zetex Limited, Pericom Semiconductor Corporation, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other Lenders party thereto.