

GIORDANO MICHAEL R
Form 4
December 16, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GIORDANO MICHAEL R

(Last) (First) (Middle)

15660 N. DALLAS
PARKWAY, SUITE 850

(Street)

DALLAS, TX 75248

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIODES INC /DEL/ [DIOD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Diodes Inc. Common Stock	12/15/2009		S(1)	3,281 D	\$ 20.28	82,043	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIORDANO MICHAEL R 15660 N. DALLAS PARKWAY SUITE 850 DALLAS, TX 75248				

Signatures

Richard D. White as Power of Attorney for Michael Giordano 12/16/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Sale pursuant to previously filed 10b5-1 Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. **THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [] ----- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.54%**

----- 14 TYPE OF REPORTING PERSON (See Instructions) IN -----

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INTRODUCTION This Amendment No. 5 (this "Amendment") relates to the Schedule 13D filed on behalf of K Capital Offshore Master Fund (U.S. Dollar), L.P., Special K Capital Offshore Master Fund (U.S. Dollar), L.P., K Capital Partners, LLC ("K Capital"), Harwich Capital Partners, LLC and Abner Kurtin (collectively, the "Reporting Persons") with the Securities and Exchange Commission on February 25, 2005, as amended by Amendment No. 1 filed on March 11, 2005, Amendment No. 2 filed on April 11, 2005, Amendment No. 3 filed on April 25, 2005 and Amendment No. 4 filed on October 27, 2005 (the "Schedule 13D"), relating to shares of common stock, par value \$2.50 per share ("Common Stock"), of OfficeMax Incorporated (the "Company"). Items 4 and 7 of the Schedule 13D are amended and supplemented as follows: Item 4. Purpose of Transaction. All of the shares of Common Stock

reported herein were acquired for investment purposes. The Reporting Persons review on a continuing basis the investment in the Company. Based upon such review, the Reporting Persons believe that the market price of the Common Stock does not fully reflect its intrinsic value and that extraordinary corporate action, such as a break up or sale of the Company may be required to realize that intrinsic value. The Reporting Persons have previously communicated with the Board of Directors of the Company (the "Board") indicating their view that the Common Stock of the Company is undervalued, and that the Company should seek to break up the company and sell one or more of its components in order to maximize the value of such Common Stock. The Reporting Persons may seek further communications with the Company, other industry observers and participants and other stockholders regarding the value of the Common Stock and possible strategic transactions, and may take other actions to insure that strategic alternatives are considered. This may lead to consideration of transactions of the type described in subparagraphs (a) through (j) of Item 4 of the Instructions to Schedule 13D. On November 14, 2005, K Capital, on behalf of the Reporting Persons, delivered a letter to the Board. A copy of the letter was also issued as a press release on November 14, 2005. The letter expressed the Reporting Person's dissatisfaction with the Company's financial and operating performance and the Board's refusal to listen to its shareholders, accept responsibility for the destruction of value and hold management accountable. In addition, the Reporting Persons called for the Board and management to (i) present a detailed turnaround plan with sufficient support for the rationale, cost, benefits, risks and time requirements for each significant program as well as various benchmarks so that shareholders will have the ability to assess the Company's actual performance versus the plan; (ii) create a committee of independent Board members to assess the strategic value of the Company and to hire a separate financial advisor to work with the committee to provide additional credibility; (iii) declassify the Board so that all directors stand for election at the 2007 annual meeting, remove the poison pill and provide shareholders with the ability to call special meetings and (iv) commit to holding its 2006 and 2007 annual meetings of shareholders on time and to take no further actions to frustrate -----

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shareholders' legitimate rights to implement change. A copy of the letter is attached hereto as Exhibit 1. The Reporting Persons may acquire, or cause to be acquired, additional securities of the Company, in the open market or otherwise, or dispose of, or cause to be disposed, such securities, in the open market or otherwise, at any time. In connection with the Company's upcoming 2006 Annual Meeting, the Reporting Persons may file a proxy statement with the Securities and Exchange Commission to solicit the Company's stockholders with respect to the election of directors and/or one or more stockholder proposals. HOWEVER, IT SHOULD BE EMPHASIZED THAT K CAPITAL HAS NOT MADE ANY DECISION AT THIS TIME WHETHER TO SOLICIT PROXIES FOR THE ELECTION OF DIRECTORS OR FOR THE ADOPTION OF ONE OR MORE STOCKHOLDER PROPOSALS. OFFICEMAX STOCKHOLDERS ARE STRONGLY ADVISED TO READ THE PROXY STATEMENT WHEN AND IF IT IS AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Item 7. Material to be Filed as Exhibits. EXHIBIT 1: Letter sent by K Capital Partners, LLC to the Board of Directors of OfficeMax Incorporated on November 14, 2005. EXHIBIT 2: Press Release, dated November 14, 2005 EXHIBIT 3: Joint Filing Agreement, dated November 14, 2005. ----- CUSIP No. 67622P101 SCHEDULE 13D Page 9 -----

----- SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Dated: November 14, 2005
K CAPITAL PARTNERS, LLC By: Harwich Capital Partners, LLC, managing member By: /s/ Robert T. Needham
----- Name: Robert T. Needham Title: Chief Administrative Officer HARWICH CAPITAL PARTNERS, LLC By: /s/ Robert T. Needham ----- Name: Robert T. Needham Title: Chief Administrative Officer K CAPITAL OFFSHORE MASTER FUND (U.S. DOLLAR), L.P. By: K Capital Partners, LLC, general partner By: Harwich Capital Partners, LLC, managing member By: /s/ Robert T. Needham
----- Name: Robert T. Needham Title: Chief Administrative Officer SPECIAL K CAPITAL OFFSHORE MASTER FUND (U.S. DOLLAR), L.P. By: K Capital Partners, LLC, general partner By: Harwich Capital Partners, LLC, managing member By: /s/ Robert T. Needham ----- Name: Robert T. Needham Title: Chief Administrative Officer ABNER KURTIN /s/ Abner Kurtin ----- Abner Kurtin