| SEC | Form 4 |  |
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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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|                       | s of Reporting Person   | *     | 2. Issuer Name and Ticker or Trading Symbol GENTHERM Inc THRM | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                                   |                       |  |  |
|-----------------------|-------------------------|-------|---|---|-----------------------------------|-----------------------|--|--|
| <u>COKER DANIEL R</u> |                         |       |   | X   | Director                          | 10% Owner             |  |  |
| (Last)                | (Last) (First) (Middle) |       | 3. Date of Earliest Transaction (Month/Day/Year)              | X   | Officer (give title below)        | Other (specify below) |  |  |
| 21680 HAGGERTY ROAD   |                         |       | 02/22/2017  | PRESIDENT & CEO   |                                   |                       |  |  |
| SUITE 101             |                         |       |   |   |                                   |                       |  |  |
| (Street)              |                         |       | 4. If Amendment, Date of Original Filed (Month/Day/Year)      | 6. Indiv<br>Line)   | idual or Joint/Group Filing       | (Check Applicable     |  |  |
| NORTHVILLE            | MI                      | 48167 |   | X   | Form filed by One Repo            | orting Person         |  |  |
| -                     |                         |       |   |   | Form filed by More than<br>Person | One Reporting         |  |  |
| (City)                | (State)                 | (Zip) |   |   |                                   |                       |  |  |

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

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |   |   | 4. Securities A<br>Disposed Of (I |               |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|---|---|-----------------------------------|---------------|--------|---|---|---|
|                                 |  |   |   | v | Amount                            | (A) or<br>(D) | Price  | Transaction(s)<br>(Instr. 3 and 4)  |   | (1130.4)  |
| Common Stock                    | 02/22/2017                                 |   | A |   | 25 <b>,0</b> 00 <sup>(1)</sup>    | A             | \$0.00 | 75,376  | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | Derivative |     | 6. Date Exerci<br>Expiration Dat<br>(Month/Day/Ye | e                  | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|------------|-----|---|--------------------|---|-------------------------------------|---|--|--|--|
|   |   |  |   | Code                         | v | (A)        | (D) | Date<br>Exercisable                               | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |   | Transaction(s)<br>(Instr. 4)   |  |  |
| Option to<br>Purchase<br>Common<br>Stock            | \$38.05   | 02/22/2017                                 |   | A                            |   | 100,000    |     | 02/22/2018 <sup>(2)</sup>                         | 02/22/2024         | Common<br>Stock   | 100,000                             | \$0.00  | 100,000 <sup>(3)</sup>   | D  |  |

#### Explanation of Responses:

1. The shares represent Restricted Common Stock issued under the 2013 Equity Incentive Plan that have been granted to the Reporting Person. The shares vest in four portions; 6,250 on February 22, 2018, 6,250 on February 22, 2019, 6,250 on February 22, 2020, and 6,250 on February 22, 2021.

2. Purchase option shares become exercisable in five installments; 20,000 shares on February 22, 2018, 20,000 shares on February 22, 2019, 20,000 shares on February 22, 2020, 20,000 shares on February 22, 2021 and 20,000 shares on February 22, 2022.

3. The amount represents the total number of derivative securities Benefically Owned of the class shown (i.e. the same exercise price and expiration date). The Reporting Person owns a total of 340,000 Options to Purchase Common Stock of varying classes (i.e. varying exercise prices and expiration dates).

#### **Remarks:**

<u>/s/ Daniel R. Coker</u>

02/23/2017

\*\* Signature of Reporting Person

rson Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.