

**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): May 20, 2021**

**GENTHERM INCORPORATED**

(Exact name of registrant as specified in its charter)

**Michigan**  
(State or other jurisdiction  
of incorporation)

**0-21810**  
(Commission  
File Number)

**95-4318554**  
(IRS Employer  
Identification No.)

**21680 Haggerty Road, Northville, MI**  
(Address of principal executive offices)

**48167**  
(Zip Code)

**Registrant's telephone number, including area code: (248) 504-0500**

**Former name or former address, if changed since last report: N/A**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, no par value</b>	<b>THRM</b>	<b>Nasdaq</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the annual meeting of shareholders of Gentherm Incorporated (the “Company”) held on May 20, 2021, the Company’s shareholders: elected nine directors, each to serve for a one-year term until the 2022 annual meeting of shareholders or until a successor has been duly elected and qualified, or until such director’s earlier resignation, retirement or other termination of service; ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2021; and approved (on an advisory basis) the compensation of the Company’s named executive officers.

The final results of the voting are shown below.

**Proposal No. 1 – Election of directors**

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Sophie Desormière	30,472,260	224,587	744,648
Phillip M. Eyler	30,687,396	9,451	744,648
Yvonne Hao	30,450,096	246,751	744,648
David Heinzman	30,686,998	9,849	744,648
Ronald Hundzinski	30,679,453	17,394	744,648
Charles Kummeth	30,146,543	550,304	744,648
Betsy Meter	30,685,349	11,498	744,648
Byron Shaw II	30,487,163	209,684	744,648
John Stacey	30,253,871	442,976	744,648

**Proposal No. 2 – Ratification of appointment of Ernst & Young LLP as independent registered public accounting firm for the year ended December 31, 2021**

<b>For</b>	<b>Against</b>	<b>Abstain</b>
31,408,363	31,570	1,562

**Proposal No. 3 – Approval (on an advisory basis) of named executive officer compensation**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
28,571,028	2,080,921	44,898	744,648

**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.

**GENTHERM INCORPORATED**

By: /s/ Wayne Kauffman

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Wayne Kauffman

Senior Vice President, General Counsel and Secretary

Date: May 24, 2021