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

FORM SD
Specialized Disclosure Report

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
(I.R.S. Employer
Identification No.)

21680 Haggerty Road, Ste. 101, Northville, MI
(Address of principal executive offices)

48167
(Zip Code)

Kenneth J. Phillips, Vice-President and General Counsel, (248) 504-0500
(Name and telephone number, including area code, of the person to contact in connection with this report)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2013.

Section 1 – Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

Gentherm Incorporated (“we” or the “Company”) conducted, in good faith, a reasonable country of origin inquiry (“RCOI”) on the source of its Conflict Minerals (defined herein) for the reporting period from January 1 to December 31, 2013. The RCOI was designed to determine whether tantalum, tin, tungsten, and gold (collectively, the “Conflict Minerals”) necessary to the functionality or production of a product manufactured by us, or contracted by us to be manufactured, originated from the Democratic Republic of the Congo or an adjoining country or are from recycled or scrap sources.

We conducted our RCOI with our direct suppliers using the Conflict Minerals Reporting Template, a supply chain survey tool provided by the Conflict-Free Sourcing Initiative. We relied primarily on responses received from our direct suppliers to identify sources of Conflict Minerals. We received responses to our inquiries from many, but not all, of our suppliers. Based upon the responses received, as required by Section 1502 of the Dodd–Frank Wall Street Reform and Consumer Protection Act, and the rules and regulations promulgated thereunder, the Company conducted additional due diligence into the source and origin of applicable Conflict Minerals, which is described in the Conflict Minerals Report attached hereto as Exhibit 1.02 and incorporated by reference into this Specialized Disclosure Form (“Form SD”).

In accordance with Rule 13p-1 under the Securities Exchange Act of 1934, the Company has filed this Form SD, which includes the Conflict Minerals Report. Both reports are available under “SEC Filings” on our website, <http://www.Gentherm.com>. This Form SD, including Exhibit 1.01 attached hereto, contains references to our website; however, the information on our website is not incorporated by reference into this Form SD or Exhibit 1.02.

Item 1.02 Exhibit

The Conflict Minerals Report as required by Item 1.01 of Form SD is filed herewith as Exhibit 1.02.

Section 2 – Exhibits

Item 2.01 Exhibits

Exhibit 1.02 Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form SD.

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 duly authorized undersigned.

GENTHERM INCORPORATED

By: /s/ Kenneth J. Phillips
Kenneth J. Phillips
Vice-President and General Counsel

Date: June 2, 2014

Exhibit Index

1.02 Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form SD.

Conflict Minerals Report of Gentherm Incorporated

This Conflict Minerals Report (this “Report”) of Gentherm Incorporated (“we” or the “Company”) covers the reporting period from January 1 to December 31, 2013, except for any Conflict Minerals that were located outside of our supply chain prior to January 31, 2013. This Report was prepared in accordance with Rule 13p-1 under the Securities Exchange Act of 1934.

Business Overview

The Company is a global technology and industry leader in the design, development, and manufacturing of innovative thermal management technologies. Our primary products, which provide thermal conditioning of seats, can be found on the vehicles of nearly all major automotive manufacturers. We also use similar technologies to create new products that provide thermal comfort.

Due Diligence Framework and Overview

We undertook due diligence on the source and chain of custody of the Conflict Minerals we use when producing our products. We designed our due diligence to conform to an internationally recognized due diligence framework, the Organization for Economic Co-operation and Development (OECD) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, Second Edition and related supplements (“OECD Framework”).

The OECD Framework divides the entire mineral supply chain into upstream and downstream entities. An upstream entity is within the minerals supply chain from the mine to the smelter or refiner and includes miners, local traders, exporters from the country of mineral origin, international concentrate traders, mineral reprocessors, smelters and refiners. A downstream entity is within the minerals supply chain from when the mineral leaves the smelter or refiner to when it arrives at the retailer and includes metal traders and exchanges, component manufacturers, product manufacturers, original equipment manufacturers, and retailers.

The Company is a downstream entity and is typically several tiers removed from the smelter or refiner and mineral origin. We have limited visibility beyond our direct suppliers to entities within the supply chain. Therefore, we rely principally on our direct suppliers to provide us with sourcing information.

We conduct a portion of our due diligence using tools and relying on information provided by the Conflict-Free Sourcing Initiative, an industry group that works to address Conflict Minerals issues within supply chains. One tool we use is the Conflict Minerals Reporting Template (“CMRT”), which facilitates the collection of information on the source of Conflict Minerals. We also rely on information from the Conflict-Free Smelter Program, a voluntary initiative in which an independent third party audits the procurement activities of a smelter or refiner to determine, with reasonable confidence, that the minerals it processes originated from conflict-free sources.

Due Diligence Process

The OECD Framework provides a five-step framework for risk-based due diligence in the mineral supply chain. Using this framework, we list below the actions we took to exercise due diligence on the source of Conflict Minerals we used when producing our products.

Step 1 - Establish strong company management systems

- Developed a Corporate Conflict Minerals Policy and included it in the About Us section on our corporate web site: <http://www.gentherm.com>.
- Assembled a cross-functional internal team to implement our Conflict Minerals Policy.
- Established a Conflict Minerals Management System and related internal controls.
- Subscribed to a Conflict Minerals Reporting Platform (“CMRP”), an on-demand software solution which enables the Company to collect, manage, aggregate and report conflict minerals information, and meet the requirements of our customers and the regulatory authorities.
- Adopted CMRT as our primary means of collecting data from suppliers.

Step 2 - Identify and assess risks in the supply chain

- Updated the Company’s ‘Sourcing of Raw Material Suppliers’ Procedural Instructions to include provisions that require all new suppliers to submit a report using CMRT.

- Conducted a supply chain survey of our direct suppliers using CMRP and the CMRT to identify the smelters or refiners that provide us with Conflict Minerals. Reviewed and obtained additional information on responses that were incomplete, unclear, or inconsistent.

Step 3 - Design and implement a strategy to respond to identified risks

- Implemented follow up procedures to address suppliers who did not respond to initial requests. Procedures included at least two follow up email requests.
- Direct phone calls were made to any supplier that did not respond to follow up email requests.
- Reviewed submitted CMRT's for completeness and reasonableness of responses.
- Performed additional due diligence on a sample of direct suppliers to evaluate the general integrity of the responses received from all direct suppliers.

Step 4 - Carry out independent third-party audits of suppliers due diligence practices

- Updated the Company's Supplier Audit Checklists so that, if an audit is undertaken, the audit includes procedures to review the applicable supplier's due diligence process related to conflict minerals compliance reporting.

Step 5 - Report annually on supply chain due diligence

- Published our supply chain due diligence within our 2013 Form SD and Conflict Minerals Report on our website, <http://www.gentherm.com>.

Due Diligence Results

The Company did not receive responses from all of its suppliers and, in some cases, responses were incomplete or did not appear to be accurate; consequently, we were unable to determine the country of origin of Conflict Minerals for substantially all of our products. See the description further below concerning steps the Company intends to take to enhance its due diligence process.

Products

The Company's products that it manufactured in 2013 or contracted to manufacture in 2013 that contain any Conflict Minerals are listed below.

- Seat Comfort
- Climate Control Seats
- Heated Seats
- Heated and Cooled Cup Holder
- Thermal Storage Bin
- Heated Steering Wheel
- Heated Door and Armrest
- Electronic Control Units
- Automotive Cable Systems
- Air Moving Devices
- Heated and Cooled Mattress
- Other Applications of Thermoelectric Devices

Due Diligence Enhancements

We plan to undertake the following steps during the next compliance periods to (1) determine the country of origin of the Conflict Minerals and the facilities used to mine and refine the Conflict Minerals used in, and necessary to, the functionality or production of our products and (2) further mitigate the risks that necessary Conflict Minerals contained in the Company's products finance or benefit armed groups in the Democratic Republic of the Congo or an adjoining country:

- Engage an external organization to conduct a review of our conflict mineral compliance process and make recommendations for improvements.
- Perform selected on-site conflict minerals due diligence reviews of suppliers.
- Strengthen engagement with our direct suppliers with additional training and periodic communications.
- Increase our efforts to identify the number of smelters and refiners within our supply chain by evaluating the information received from our direct suppliers and comparing them with revised information published by the Conflict-Free Sourcing Initiative.
- Consider transitioning business to direct suppliers that use smelters designated as conflict-free.