

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

to  
FORM S-3  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933  
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Amerigon Incorporated  
(Exact Name of Registrant as Specified in Its Charter)

California (State of Incorporation)	3711 (Primary Standard Industrial Classification Code Number)	95-4318554 (I.R.S. Employer Identification Number)
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5462 Irwindale Avenue  
Irwindale, California 91706  
(626) 815-7400  
(Address, including zip code, and telephone number, including area code, of  
registrants' principal executive offices)

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Oscar B. Marx, III  
Amerigon Incorporated  
5462 Irwindale Avenue  
Irwindale, California 91706  
(626) 815-7400  
(Name, address, including zip code, and telephone number, including area  
code, of agent for service)

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Copies to:  
John A. Laco, Esq.  
O'Melveny & Myers LLP  
400 South Hope Street  
Los Angeles, California 90071  
(213) 430-6000  
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Approximate date of commencement of proposed sale to the public: Not  
applicable.[\_]

If the only securities being registered on this form are being offered  
pursuant to dividend or interest reinvestment plans, please check the  
following box.[\_]

If any of the securities being registered on this form are to be  
offered on a delayed or continuous basis pursuant to Rule 415 under the  
Securities Act of 1933, other than securities offered only in connection  
with dividend or interest reinvestment plans, check the following box.[\_]

If this form is filed to register additional securities for an  
offering pursuant to Rule 462(b) under the Securities Act, please check the  
following box and list the Securities Act registration statement number of  
the earlier effective registration statement for the same offering.[\_]

If this form is a post-effective amendment filed pursuant to Rule  
462(c) under the Securities Act, check the following box and list the  
Securities Act registration statement number of the earlier effective  
registration statement for the same offering.[\_]

If delivery of the prospectus is expected to be made pursuant to Rule  
434, please check the following box.[\_]

EXPLANATORY NOTE

Pursuant to this Registration Statement on Form S-3 (File  
No. 333-17401) (the "Registration Statement"), the Registrant  
originally registered 5,474,000 shares of the Registrant's Common  
Stock issuable upon exercise of the Registrant's Class A  
Warrants. This Registration Statement was originally filed on  
Form S-2, but was subsequently converted into Form S-3 by Post-  
Effective Amendment No. 1 to this Registration Statement. On  
February 12, 2002, all of the Registrant's Class A Warrants  
expired pursuant to the terms of the Warrant Agreement governing  
the Class A Warrants. No Class A Warrant was exercised for  
Common Stock prior to the expiration date of the Class A  
Warrants. The Registrant is filing this Post-Effective Amendment  
No. 2 to this Registration Statement to deregister and remove

from registration those shares of Common Stock previously registered under this Registration Statement. This Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such shares of Common Stock.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 2 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irwindale, State of California, on August 13, 2002.

AMERIGON INCORPORATED

/s/ Oscar B. Marx III  
By: -----  
Oscar B. Marx III  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Oscar B. Marx III ----- Oscar B. Marx III	Chief Executive Officer and Director (Principal Executive Officer)	August 13, 2002
/s/ Sandra L. Grouf ----- Sandra L. Grouf	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	August 13, 2002
/s/ Lon E. Bell ----- Lon E. Bell, Ph.D	Director	August 13, 2002

/s/ Francois J. Castaing ----- Francois J. Castaing	Director	August 13, 2002
/s/ John W. Clark ----- John W. Clark	Director	August 13, 2002
/s/ Paul Oster ----- Paul Oster	Director	August 13, 2002
/s/ James J. Paulsen ----- James J. Paulsen	Director	August 13, 2002