

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 22, 2000

AMERIGON INCORPORATED
(Exact name of registrant as specified in its charter)

California (State or other jurisdiction of incorporation or organization)	0-21810 (Commission File Number)	95-4318554 (I.R.S. Employer Identification No.)
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5462 Irwindale Avenue
Irwindale, California 91706
(626) 815-7400
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Item 5. Other Events.

On May 22, 2000, Amerigon Incorporated issued a notice to its shareholders, as required by The Nasdaq Stock Market, of its intention to sell up to 2.5 million shares of its Class A Common Stock in a private placement. The shares offered in the private placement are being offered only to institutional or other investors who are "accredited investors" as defined by the federal securities laws and the offering price per share will be determined by negotiation between the investors and the company. The full text of the notice is set forth in Exhibit 99.1 attached hereto.

Item 7. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Notice to Shareholders regarding intent by Amerigon Incorporated to sell shares in private placement offering.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERIGON INCORPORATED

By: /s/ Richard A. Weisbart
Richard A. Weisbart
Chief Executive Officer

Date: May 22, 2000

May 22, 2000

To My Fellow Shareholders:

As we indicated in our 1999 Annual Report, we would be seeking significant additional capital resources to fund the Company's operations. I am pleased to now notify you, as required by The Nasdaq Stock Market, of our intention to sell up to 2.5 million shares of our Class A Common Stock in a private placement to fund the development of future products and expand our marketing efforts. The shares offered in the private placement are being offered only to institutional or other investors who are "accredited investors" as defined by the federal securities laws and the offering price per share will be determined by negotiation between the investors and us. Because the shares have not been registered under the Securities Act of 1933, we expect the gross offering price per share to be 20% to 40% below the last sale price recorded for our Class A Common Stock today on the Nasdaq SmallCap Market. However, because of the inherent uncertainty of the outcome of our price negotiations with the investors, the ultimate offering price per share may be outside of that range. The shares purchased by an investor in the private placement may not be offered or sold in the United States by the investor absent registration or an applicable exemption from registration requirements.

I look forward to communicating with you further from time to time in the future.

Sincerely,

Richard A. Weisbart
President and Chief Executive Officer