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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 10, 2012**

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**AMERIGON 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)

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

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 follow 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 250.13e-4(c))
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**Section 1-4. Not applicable.**

**Section 5. Corporate Governance and Management**

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

At the annual meeting of shareholders of Amerigon Incorporated (the “Company”) held on May 10, 2012, shareholders: (1) elected eight director nominees to serve one-year terms; (2) ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2012; (3) approved, on an advisory basis, the compensation of the Company’s named executive officers as set forth in the Company’s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (the “Commission”) on April 13, 2012; and (4) approved an amendment to the Amerigon Incorporated 2011 Equity Incentive Plan for the purposes of (i) increasing the maximum number of shares of common stock that may be issued pursuant to awards granted under the plan by 2,000,000 (from 850,000 to 2,850,000) and (ii) increasing the number of shares of common stock that may be issued pursuant to “full value awards” granted under the plan by 200,000 (from 50,000 to 250,000). The results of the voting are shown below.

***Proposal 1 – Election of Directors***

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Francois J. Castaing	20,043,667	3,633,513	2,808,560
Daniel R. Coker	23,329,276	347,904	2,808,560
Sophie Desormière	23,643,380	33,800	2,808,560
John M. Devine	20,249,867	3,427,313	2,808,560
James D. Donlon, III	23,635,405	41,775	2,808,560
Maurice E.P. Gunderson	23,377,586	299,594	2,808,560
Oscar B. Marx, III	10,862,034	12,815,146	2,808,560
Carlos Mazzorin	23,581,246	95,934	2,808,560

***Proposal 2 – Ratification of Selection of Independent Registered Public Accounting Firm***

<u>For</u>	<u>Against</u>	<u>Abstain</u>
25,116,446	1,326,274	43,020

**Proposal 3 – Advisory Vote on Compensation of the Named Executive Officers**

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
23,315,795	330,542	30,843	2,808,560

**Proposal 4 – Amendment to Amerigon Incorporated 2011 Equity Incentive Plan**

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
18,777,033	4,868,279	31,868	2,808,560

**Sections 6-8. Not applicable.**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Number</u>	<u>Description</u>
10.1	Amerigon Incorporated 2011 Equity Incentive Plan (incorporated herein by reference to Appendix A to the Company's Proxy Statement on Schedule 14A, filed with the Commission on May 20, 2011).
10.2	First Amendment to the Amerigon Incorporated 2011 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3.8 to the Company's Annual Report on Form 10-K filed March 15, 2012).
10.3	Second Amendment to the Amerigon Incorporated 2011 Equity Incentive Plan.



EXHIBIT INDEX

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10.3	Second Amendment to the Amerigon Incorporated 2011 Equity Incentive Plan.

**Second Amendment to  
Amerigon Incorporated  
2011 Equity Incentive Plan**

The Amerigon Incorporated 2011 Equity Incentive Plan (the "Plan") is hereby amended as follows:

1. **Increase in Maximum Number of Shares Subject to the Plan.** The maximum number of shares of stock which may be issued pursuant to Awards granted under the Plan or with respect to which Awards may be granted under the Plan is increased by 2,000,000, from 850,000 shares of Common Stock of the Corporation to 2,850,000 shares of Common Stock of the Corporation (subject to adjustments as provided in Paragraph 5 of the Plan).
2. **Increase in Number of Shares of Common Stock that may be Issued Pursuant to Full Value Awards.** The maximum number of shares of stock that may be issued pursuant to Awards in the form of restricted stock, restricted stock units, Performance Shares or other stock-based awards granted under the Plan is increased by 200,000, from 50,000 shares of Common Stock of the Corporation to 250,000 shares of Common Stock of the Corporation (subject to adjustments as provided in Paragraph 5 of the Plan).

The section headings contained in this Amendment are inserted for convenience only and will not affect in any way the meaning or interpretation of this Amendment.