
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): March 23, 2012

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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Item 8.01 Other Events.

On March 23, 2012, Amerigon Incorporated (“Amerigon”) closed its previously announced offering of 5,290,000 newly issued shares of its common stock pursuant to an underwriting agreement (the “Underwriting Agreement”) with Roth Capital Partners, LLC as the sole book-running manager and Craig-Hallum Capital Group LLC as co-manager (together, the “Underwriters”). This amount of newly issued shares included 690,000 shares of common stock issued in connection with the Underwriters’ exercise of their 30-day over-allotment option pursuant to the Underwriting Agreement.

Amerigon received net proceeds from this offering of approximately \$75.5 million, after deducting underwriting discounts and other estimated offering expenses.

Copies of the final prospectus supplement, dated March 20, 2012, relating to the common stock may be obtained by contacting Amerigon at Amerigon Incorporated, Attention: Barry G. Steele, 21680 Haggerty Rd., Ste. 101, Northville, MI 48167, (248) 504-0500.

On March 23, 2012, Amerigon issued a press release announcing the closing of the offering. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information set forth in this Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or other jurisdiction.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Press Release, dated March 23, 2012, entitled "Amerigon Announces Exercise of Over-Allotment Option Due to Strong Demand and Closing of Common Stock Offering."

* Filed herewith

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.

AMERIGON INCORPORATED

Date: March 23, 2012

By: _____ /s/ BARRY G. STEELE
Barry G. Steele,
Chief Financial Officer

EXHIBIT INDEX

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* Filed herewith



NEWS RELEASE for March 23, 2012

Contact: Allen & Caron Inc
Jill Bertotti (investors)
jill@allencaron.com
Len Hall (media)
len@allencaron.com

**AMERIGON ANNOUNCES EXERCISE OF OVER-ALLOTMENT OPTION DUE TO
STRONG DEMAND AND CLOSING OF COMMON STOCK OFFERING**

NORTHVILLE, MICHIGAN (March 23, 2012) . . . Amerigon Incorporated (NASDAQ-GS: ARGN) (“Amerigon” or the “Company”) today announced the completion of its previously announced public offering of 4,600,000 shares of its common stock. Amerigon also completed the sale of 690,000 additional shares of its common stock pursuant to the full exercise of the over-allotment option granted to the underwriters of the public offering. The shares were sold at a price to the public of \$15.25 per share. As a result of the sale of the shares of common stock in the public offering and pursuant to the over-allotment option, Amerigon received gross proceeds of \$80.7 million. Net proceeds to Amerigon from the sale of the shares including the over-allotment option were \$75.5 million after deduction of underwriting discounts and other estimated offering expenses payable by the Company.

Roth Capital Partners served as the sole book-running manager and Craig-Hallum Capital Group served as co-manager in the offering.

The Company intends to use the net proceeds from this offering to make future redemption installment payments on, and pay dividends on, its outstanding Series C 8% convertible preferred stock and, to the extent not used for such purposes, to prepay its outstanding debt obligations.

Copies of the final prospectus supplement and accompanying base prospectus relating to this offering may be obtained from Roth Capital Partners, LLC, 888 San Clemente, Newport Beach, CA 92660, (800) 678-9147 or email: rothecm@roth.com or by accessing the U.S. Securities and Exchange Commission’s (“SEC”) website, www.sec.gov.

This offering was made pursuant to a prospectus supplement to the Company’s prospectus filed with the SEC as part of the Company’s “shelf” registration statement on Form S-3 (File No. 333-176887) that was declared effective by the SEC on September 28, 2011.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or other jurisdiction.

About Amerigon

Amerigon (NASDAQ-GS: ARGN) is a global developer and marketer of innovative thermal management technologies for a broad range of heating and cooling and temperature control applications. Automotive products based on Amerigon technologies include actively heated and cooled seat systems and cup holders, heated and ventilated seat systems, thermal storage bins, heated seat and steering wheel systems, cable systems and other electronic devices. Its advanced technology team is developing more efficient materials for thermoelectrics and systems for waste heat recovery and electrical power generation for the automotive market that also have far-reaching applications for consumer products as well as industrial and technology markets. Amerigon has more than 5,000 employees in facilities in the United States, Germany, Mexico, China, Canada, Japan, England, Korea and the Ukraine. For more information, go to www.amerigon.com.

Certain matters discussed in this release are forward-looking statements that involve risks and uncertainties, and actual results may be different. Important factors that could cause the Company's actual results to differ materially from its expectations in this release are risks that sales may not significantly increase, additional financing, if necessary, may not be available, new competitors may arise and adverse conditions in the automotive industry may negatively affect its results. The liquidity and trading price of its common stock may be negatively affected by these and other factors. Please also refer to Amerigon's Securities and Exchange Commission (SEC) filings and reports, including, but not limited to, its Form 10-K for the year ended December 31, 2011; all of which are available free of charge on the SEC's website at www.sec.gov. Amerigon expressly disclaims any intent or obligation to update any forward-looking statements.

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