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

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**AMERIGON INCORPORATED**

(Exact name of registrant as specified in its charter)

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**Michigan**  
(State or other jurisdiction of  
incorporation or organization)

**95-4318554**  
(I.R.S. Employer  
Identification No.)

**21680 Haggerty Rd., Ste. 101, Northville, MI**  
(Address of Principal Executive Offices)

**48167**  
(Zip Code)

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**AMERIGON INCORPORATED 2006 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

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**Daniel R. Coker, President and CEO**  
**21680 Haggerty Rd., Ste. 101**  
**Northville, MI 48167**  
(Name and address of agent for service)

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**(248) 504-0500**  
(Telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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## **EXPLANATORY STATEMENT – DEREGISTRATION OF A PORTION OF SHARES**

Effective as of March 30, 2011, Amerigon Incorporated (the “Registrant”) amended the Amerigon Incorporated 2006 Equity Incentive Plan (the “Plan”) to decrease the number of shares of its common stock (“Shares”) that are available for issuance under the Plan by 1,400,000 (the “Amendment”). Accordingly, the purpose of this Post-Effective Amendment No. 1 to the Registrant’s Registration Statement on Form S-8 (Commission File No. 333-164990), which was originally filed on February 19, 2010 (the “2010 Registration Statement”), is to reduce the number of Shares previously registered for issuance under the Plan pursuant to the 2010 Registration Statement from 1,800,000 to 400,000. As a result, the 2010 Registration Statement now covers a maximum of 400,000 Shares issuable under the Plan. Registrant’s Registration Statement on Form S-8 (Commission File No. 333-139868), which was originally filed on January 9, 2007 (the “2007 Registration Statement”), pursuant to which 1,800,000 Shares were registered for issuance under the Plan, is not being amended hereby. As a result of the Amendment, a total of 2,200,000 Shares are issuable under the Plan, of which 1,800,000 Shares are registered for issuance under the 2007 Registration Statement and 400,000 Shares are registered for issuance under the 2010 Registration Statement.

Except to the extent specified above, the 2010 Registration Statement as previously filed is not amended or otherwise affected by this Post-Effective Amendment No. 1 thereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1. to Registration Statement on Form S-8 (Commission File No. 333-164990) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northville, State of Michigan, on March 30, 2011.

**AMERIGON INCORPORATED**

By: /s/ Barry G. Steele  
Barry G. Steele,  
Its: Vice-President of Finance,  
Chief Financial Officer,  
Treasurer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DANIEL R. COKER</u> Daniel R. Coker	Director, President and Chief Executive Officer (Principal Executive Officer)	March 30, 2011
<u>/s/ BARRY G. STEELE</u> Barry G. Steele	Vice President of Finance, Chief Financial, Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	March 30, 2011
<u>/s/ *</u> Oscar B. Marx III	Director, Chairman of the Board	March 30, 2011
<u>/s/ *</u> Lon E. Bell	Director	March 30, 2011
<u>/s/ *</u> Francois J. Castaing	Director	March 30, 2011
<u>/s/ *</u> John M. Devine	Director	March 30, 2011
<u>/s/ *</u> Maurice E.P. Gunderson	Director	March 30, 2011
<u>/s/ *</u> James J. Paulsen	Director	March 30, 2011

\*By: /s/ Barry G. Steele  
Barry G. Steele, Attorney-in-Fact pursuant to the  
applicable power of attorney set forth on the  
signature pages to Registration Statement on Form  
S-8 (File No. 333-164990)

**INDEX TO EXHIBITS**

Exhibit  
Number

Description

4.1 Fourth Amendment to the Amerigon Incorporated 2006 Equity Incentive Plan

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**FOURTH AMENDMENT TO THE  
AMERIGON INCORPORATED 2006 EQUITY INCENTIVE PLAN**

Section 5 of the Plan is hereby amended to read in its entirety as follows:

5. Maximum Number of Shares Subject to 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 shall not exceed in the aggregate 3,600,000 shares of Common Stock of the Corporation (subject to adjustments as provided in this Paragraph 5) (the "Share Limit"). Notwithstanding the foregoing, (i) from and after April 1, 2009, 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 shall not exceed 150,000 shares of Common Stock of the Corporation (subject to adjustments as provided in this Paragraph 5) (the "Full Value Share Limit"), and (ii) from and after March 30, 2011, the maximum number of shares of stock that may be issued pursuant to Awards granted under the Plan after March 30, 2011 shall not exceed in the aggregate 159,751 shares of Common Stock of the Corporation plus the amount of any Forfeited Shares that become available for reissuance after March 30, 2011, whether or not such Forfeited Shares were issued before, on or after March 30, 2011 (the "Post-2010 Share Limit") (it being acknowledged that, as of the date of this Fourth Amendment to the Amerigon Incorporated 2006 Equity Incentive Plan, Awards granted under the Plan prior to March 30, 2011 totaled 2,040,249 and the sum of this amount and the Post-2010 Share Limit is 2,200,000). Any shares that are delivered by the Corporation, and any awards or grants that are made by, or become obligations of, the Corporation through the assumption by the Corporation or a Subsidiary of, or in substitution for, outstanding awards or grants previously made by an acquired company, shall not be counted against the number of shares available under the Plan. If any shares covered by an Award or to which an Award relates are forfeited, or if an Award otherwise terminates without the delivery of shares or of other consideration, then the shares covered by such Award, or to which such Award relates, or the number of shares otherwise counted against the aggregate number of shares available under the Plan with respect to such Award, to the extent of any such forfeiture or termination ("Forfeited Shares"), shall again be, or shall become, available for granting Awards under the Plan.

The maximum number of shares with respect to which Awards may be granted to any Participant during the term of the Plan shall not exceed the Share Limit, the Full Value Share Limit and the Post-2010 Share Limit, as applicable. All shares with respect to which an Award is granted shall be counted for purposes of this per-person share limitation, regardless of whether the Participant did not realize the benefit of the Award as a result of forfeiture, cancellation, expiration, termination or other event.

The number of shares with respect to each outstanding Award, the option price with respect to outstanding stock options, the grant value with respect to outstanding stock appreciation rights, the aggregate number of shares available at any time under the Plan, the maximum number of shares with respect to which Awards may be made to an individual Participant during the term of the Plan and the number of shares automatically awarded to outside directors as described in Paragraph 9 shall be subject to such adjustment as the Committee, in its Discretion, deems appropriate to reflect such events as stock dividends, stock splits, recapitalizations, mergers, consolidations or reorganizations of or by the Corporation; provided, however, that (i) no fractional shares shall be issued pursuant to the Plan, (ii) no Awards may be granted under the Plan with respect to fractional shares, (iii) any fractional shares resulting from such adjustments shall be eliminated from any outstanding Award, and (iv) the Committee shall not make any adjustments to such shares that would cause the amount of shares issued to exceed the Post-2010 Share Limit.