

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

California 95-4318554
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

5462 Irwindale Avenue
Irwindale, California 91706
(Address of principal executive offices)

Amerigon Incorporated 1997 Stock Incentive Plan
(Full title of the plan)

Richard A. Weisbart
Amerigon Incorporated
5462 Irwindale Avenue
Irwindale, California 91706
(626) 815-7400
(Name, address, and telephone number, including area code, of
agent for service)

COPY TO:
John A. Laco, Esq.
O'Melveny & Myers LLP
400 South Hope Street
Los Angeles, California 90071-2889
(213) 430-6000

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Class A Common Stock, no par value	1,150,000 shares(1)	\$2.90(2)	\$3,335,000(2)	\$883.75(2)

- (1) This Registration Statement covers, in addition to the number of shares of Common Stock stated above, options and other rights to purchase or acquire the shares of Common Stock covered by the Prospectus and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights, which by reason of certain events specified in the Amerigon Incorporated 1997 Stock Incentive Plan, as amended (the "Plan") may become subject to the Plan.
- (2) Pursuant to Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on May 21, 2001, as reported on the Nasdaq SmallCap Market.

The Exhibit Index for this Registration Statement is at page 4.

PART I

INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

The documents containing the information specified in

Part I of Form S-8 (plan information and registrant information) will be sent or given to optionees as specified by Rule 428(b)(1) of the Securities Act. Such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents, which include the statement of availability required by Item 2 of Form S-8, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8 (Part II hereof), taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

Amerigon Incorporated (the "Registrant") filed a Registration Statement relating to the Plan on Form S-8 with the Commission on January 9, 1998 (Registration Number 333-44007). The contents of which are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits

See the attached Exhibit Index at page 4.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irwindale, State of California, on May 23, 2001.

AMERIGON INCORPORATED

By: /s/ Richard A. Weisbart

Richard A. Weisbart
President, Chief Executive Officer
and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, each person whose signature appears below constitutes and appoints Richard A. Weisbart, Dan Coker, Sandra Grouf and Craig P. Newell, his or her true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the Registration Statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 dates indicated.

Signature -----	Title -----	Date ----
/s/ Richard A. Weisbart ----- Richard A. Weisbart	President, Chief Executive Officer, Chief Financial Officer and Director (Principal Executive and Financial Officer)	May 23, 2001
/s/ Craig P. Newell ----- Craig P. Newell	Vice President, Finance (Principal Accounting Officer)	May 23, 2001
/s/ Oscar B. Marx, III ----- Oscar B. Marx, III	Chairman of the Board	May 23, 2001
/s/ Lon E. Bell ----- Lon E. Bell, Ph.D	Vice Chairman of the Board	May 23, 2001

/s/ John W. Clark
----- Director
John W. Clark

May 23, 2001

/s/ James J. Paulsen
----- Director
James J. Paulsen

May 23, 2001

EXHIBIT INDEX

Exhibit Number	Description
4.1	Amerigon Incorporated 1997 Stock Incentive Plan (As Amended and Restated April 27, 2001). (1)
4.2	Form of Employee Incentive Stock Option Agreement. (2)
4.3	Form of Non-Employee Director Nonqualified Stock Option Agreement. (1)
5.1	Opinion of Counsel regarding the legality of the common stock to be issued.
23.1	Consent of Independent Auditors.
23.2	Consent of Counsel (included in Exhibit 5.1).
24.1	Powers of Attorney (included in this Registration Statement on page S-1).

(1) Previously filed and incorporated by reference as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 30, 2001 (file number 000-21810), as amended.

(2) Previously filed and incorporated by reference from the Company's Registration Statement on Form S-8 filed with the Commission on January 9, 1997 (registration number 333-44007).

OPINION OF COUNSEL

May 24, 2001

Amerigon Incorporated
5462 Irwindale Avenue
Irwindale, California 91706

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Amerigon Incorporated, a California corporation (the "Company"), with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of 1,150,000 shares of the Company's Common Stock, no par value (the "Shares"), to be issued pursuant to the Company's 1997 Stock Incentive Plan, as amended (the "Plan"). We have examined the proceedings heretofore taken and to be taken in connection with the authorization of the Plan and the Shares to be issued pursuant to and in accordance with the Plan.

Based upon such examination and upon such matters of fact and law as we have deemed relevant, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

O'MELVENY & MYERS LLP

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Amerigon Incorporated 1997 Stock Incentive Plan, as amended, of our report dated February 9, 2001, except for Note 19, as to which the date is March 28, 2001, relating to the financial statements and financial statement schedules, which appear in Amerigon Incorporated's Annual Report on Form 10-K for the year ended December 31, 2000.

PRICEWATERHOUSECOOPERS LLP

Orange County, California
May 21, 2001