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

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**FORM 10-Q**

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**(Mark One)**  
 **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number: 0-21810

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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 Road, Ste. 101, Northville, MI**  
(Address of principal executive offices)

**48167**  
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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 definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

At May 1, 2009, the registrant had 21,382,492 shares of Common Stock, no par value, issued and outstanding.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

AMERIGON INCORPORATED  
CONSOLIDATED CONDENSED BALANCE SHEETS  
(In thousands, except share data)

	March 31, 2009 (unaudited)	December 31, 2008
<b>ASSETS</b>		
Current Assets:		
Cash & cash equivalents	\$ 25,185	\$ 25,303
Accounts receivable, less allowance of \$244 and \$318, respectively	8,678	8,292
Inventory:		
Raw materials	337	189
Finished goods	3,060	2,452
Inventory	3,397	2,641
Deferred income tax assets	744	986
Prepaid expenses and other assets	94	417
Total current assets	38,098	37,639
Property and equipment, net	4,100	4,274
Patent costs, net of accumulated amortization of \$345 and \$298, respectively	3,300	3,156
Deferred income tax assets	8,049	7,334
Other non-current assets	196	196
Total assets	<u>\$ 53,743</u>	<u>\$ 52,599</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Revolving Credit Line	\$ 1,300	\$ —
Accounts payable	4,358	3,872
Accrued liabilities	2,356	3,096
Deferred manufacturing agreement – current portion	200	200
Total current liabilities	8,214	7,168
Pension Benefit Obligation	189	142
Deferred manufacturing agreement – long-term portion	200	250
Total liabilities	8,603	7,560
Shareholders' equity:		
Common Stock:		
No par value; 30,000,000 shares authorized, 21,378,492 and 21,205,492 issued and outstanding at March 31, 2009 and December 31, 2008, respectively	61,529	60,727
Paid-in capital	22,994	22,720
Accumulated other comprehensive income – foreign currency	58	97
Accumulated deficit	(39,441)	(38,505)
Total shareholders' equity	45,140	45,039
Total liabilities and shareholders' equity	<u>\$ 53,743</u>	<u>\$ 52,599</u>

See accompanying notes to the consolidated condensed financial statements.

**AMERIGON INCORPORATED**  
**CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**  
**(In thousands, except per share data)**  
**(Unaudited)**

	Three Months Ended	
	March 31,	
	2009	2008
Product revenues	\$10,170	\$17,360
Cost of sales	7,752	11,801
Gross margin	2,418	5,559
Operating expenses:		
Research and development	2,419	2,399
Research and development reimbursements	(673)	(809)
Net research and development expenses	1,746	1,590
Selling, general and administrative	2,149	2,127
Total operating expenses	3,895	3,717
Operating income (loss)	(1,477)	1,842
Interest income	22	297
Other income	52	52
Earnings (loss) before income tax	(1,403)	2,191
Income tax expense (benefit)	(467)	820
Net income (loss)	<u>\$ (936)</u>	<u>\$ 1,371</u>
Basic earnings (loss) per share	<u>\$ (0.04)</u>	<u>\$ 0.06</u>
Diluted earnings (loss) per share	<u>\$ (0.04)</u>	<u>\$ 0.06</u>
Weighted average number of shares – basic	<u>21,232</u>	<u>22,004</u>
Weighted average number of shares – diluted	<u>21,232</u>	<u>22,784</u>

See accompanying notes to the consolidated condensed financial statements.

**AMERIGON INCORPORATED**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**  
**(In thousands)**  
**(Unaudited)**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>Operating Activities:</b>		
Net income (loss)	\$ (936)	\$ 1,371
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:		
Depreciation and amortization	370	307
Deferred tax provision (benefit)	(472)	748
Stock option compensation	274	217
Defined benefit plan expense	47	—
Changes in operating assets and liabilities:		
Accounts receivable	(385)	(1,094)
Inventory	(757)	(951)
Prepaid expenses and other assets	323	(141)
Accounts payable	485	1,159
Accrued liabilities	(467)	(777)
Net cash provided by (used in) operating activities	<u>(1,518)</u>	<u>839</u>
<b>Investing Activities:</b>		
Purchases of investments	—	(3,100)
Sales and maturities of investments	—	3,850
Purchase of property and equipment	(198)	(874)
Patent costs	(191)	(153)
Net cash used in investing activities	<u>(389)</u>	<u>(277)</u>
<b>Financing Activities:</b>		
Revolving Credit Line borrowings	1,300	—
Proceeds from the exercise of Common Stock options	529	820
Net cash provided by financing activities	<u>1,829</u>	<u>820</u>
Foreign currency effect	(40)	11
Net increase (decrease) in cash and cash equivalents	(118)	1,393
Cash and cash equivalents at beginning of period	25,303	1,170
Cash and cash equivalents at end of period	<u>\$25,185</u>	<u>\$ 2,563</u>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for taxes	<u>\$ 298</u>	<u>\$ 111</u>
<b>Supplemental disclosure of non-cash transactions:</b>		
Issuance of Common Stock under the 2006 Equity Incentive Plan	<u>\$ 273</u>	<u>\$ 298</u>

See accompanying notes to the consolidated condensed financial statements.

**AMERIGON INCORPORATED**  
**CONSOLIDATED CONDENSED STATEMENT OF SHAREHOLDERS' EQUITY**  
**(In thousands)**  
**(Unaudited)**

	<u>Common Stock</u>		<u>Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Currency Translation Adjustment</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>				
Balance at December 31, 2008	21,205	\$60,727	\$22,720	\$ (38,505)	\$ 97	\$45,039
Exercise of Common Stock options	173	529	—	—	—	529
Common Stock issued to employees	—	273	—	—	—	273
Stock option compensation	—	—	274	—	—	274
Comprehensive income:						
Currency translation	—	—	—	—	(39)	—
Net loss	—	—	—	(936)	—	—
Total comprehensive income	—	—	—	—	—	(975)
Balance at March 31, 2009	<u>21,378</u>	<u>\$61,529</u>	<u>\$22,994</u>	<u>\$ (39,441)</u>	<u>\$ 58</u>	<u>\$45,140</u>

See accompanying notes to the condensed consolidated financial statements.

**AMERIGON INCORPORATED**  
**NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**

**Note 1 – The Company**

Amerigon Incorporated (“we,” the “Company” or the “registrant”) designs, develops and markets products based on our advanced, proprietary, efficient thermoelectric device (“TED”) technologies for a wide range of global markets and heating and cooling applications. Our current principal product is our proprietary Climate Control Seat™ (“CCS™” or “CCS”) which we sell to automobile and truck original equipment manufacturers or their tier one suppliers. The CCS provides year-round comfort to automotive seat occupants by producing both active heating and cooling. As of March 2009, we have shipped approximately 4.6 million units of our CCS product to customers since 2000. Our CCS product is currently offered as an optional feature on 41 automobile models produced by Ford Motor Company, General Motors Corporation, Toyota Motor Corporation, Nissan Motors, Honda Motor Company and Hyundai Corporation. Tata Motors, Ltd. features CCS on its Jaguar and Land Rover luxury brands which it acquired from Ford Motor Company in 2008.

Since the initial introduction of CCS, we have introduced new designs that incorporated improvements in electrical efficiency, size, weight, and noise and are more versatile. These include our Micro Thermal Module™ (“MTM™” or “MTM”) technology and our CCS II configuration. Further improvements in engineering design are currently in development and are expected to be introduced on future vehicle models.

In 2008, we launched a heated and ventilated only variant of the CCS (“HV”). This product works in a similar fashion to our CCS, only there is no active cooling capability and no TED. In the cooling mode, the vent only system will use the ambient cabin air to provide a degree of cooling comfort to the seat occupant. In the heating mode, the vent only system will be supplemented with more traditional resistive heating elements. This system has a lower price and is targeted to certain lower cost vehicle models and certain geographical markets.

In 2008, we entered into a development agreement to develop a suite of heated and cooled bedding products with Sealy Corporation, the largest bedding manufacturer in the world, using Amerigon’s advanced TED technology.

The Company has an 85% interest in BSST LLC (“BSST”). BSST is engaged in a program to improve the efficiency of thermoelectric devices and to develop, market and distribute new products based on this technology.

**Note 2 – Basis of Presentation and New Accounting Pronouncements**

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring items, considered necessary for a fair presentation have been included. The balance sheet as of December 31, 2008 was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. Operating results for the three month period ended March 31, 2009 are not necessarily indicative of the results that may be expected for the year ending December 31, 2009. For further information, refer to the consolidated financial statements and footnotes thereto for the year ended December 31, 2008 included in our Annual Report on Form 10-K.

In December 2007, the Financial Accounting Standards Board issued Statement of financial Accounting Standard No. 160, “Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51” (“SFAS 160”). SFAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the retained interest in a gain or loss when a subsidiary is deconsolidated. We adopted this statement effective January 1, 2009 and it had no impact on our operating results and financial position.

In April 2008, the Financial Accounting Standards Board issued FASB Staff Position (“FSP”) FAS 142-3, “Determination of the Useful Life of Intangible Assets”. FSP FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement No. 142, “Goodwill and Other Intangible Assets”. The intent of this FSP is to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under FASB Statement No. 141 (Revised 2007), Business Combinations, and other U.S. Generally Accepted Accounting Principles. We adopted this FSP effective January 1, 2009 and it had no impact on our operating results and financial position.

In May 2008, Financial Accounting Standards Board (“FASB”) issued SFAS 162, “The Hierarchy of Generally Accepted Accounting Principles.” This statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. This statement was effective on November 15, 2008. The Company does not expect the adoption to have any impact on its financial statements.

**Note 3 – Earnings per Share**

Basic earnings per common share are computed in accordance with Statement of Financial Accounting Standard No. 128, “Earnings Per Share” by dividing net income by the weighted average number of shares of stock outstanding.



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**Note 3 –Earnings per Share—Continued**

The Company's diluted earnings per common share give effect to all potential shares of Common Stock outstanding during a period that are not anti-dilutive. In computing the diluted earnings per share, the treasury stock method is used in determining the number of shares assumed to be purchased from the conversion of Common Stock equivalents. The following summarizes the shares included in the dilutive shares as disclosed on the face of the consolidated condensed statements of operations:

	Three Months Ended March 31,	
	2009	2008
Weighted average number of shares for calculation of basic EPS – Common Stock	21,232,362	22,004,468
Impact of stock options outstanding under the 1993, 1997 and 2006 Stock Option Plans	—	779,981
Weighted average number of shares for calculation of diluted EPS	<u>21,232,362</u>	<u>22,784,449</u>

The accompanying table represents Common Stock issuable upon the exercise of certain stock options that have been excluded from the diluted shares calculation because the effect of their inclusion would be anti-dilutive.

	Three Months Ended March 31,	
	2007	2008
Stock options outstanding under the 1993, 1997 and 2006 Stock Option Plans	<u>2,610,783</u>	<u>78,000</u>

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The tables below present segment information about the reported product revenues and operating income of the Company for the three month periods ended March 31, 2009 and 2008. Asset information by reportable segment is not reported since the Company does not manage assets at a segment level.

<u>Three Months Ended March 31,</u>	<u>CCS</u>	<u>BSST<sup>(1)</sup></u>	<u>Reconciling Items</u>	<u>Total</u>
			<u>(in Thousands)</u>	
2009				
Product revenues	\$10,026	\$ 144	\$ —	\$10,170
Operating income (loss)	1,827	(1,155)	(2,149) <sup>(2)</sup>	(1,477)
2008				
Product revenues	\$17,324	\$ 36	\$ —	\$17,360
Operating income (loss)	4,702	(733)	(2,127) <sup>(2)</sup>	1,842

(1) BSST's operating loss for the three months ended March 31, 2009 and 2008 is net of \$673,000 and \$809,000, respectively, of reimbursed research and development costs.

(2) Represents corporate selling, general and administrative costs.

Product revenues information by geographic area:

	<u>Three Months Ended March 31,</u>			
	<u>2009</u>		<u>2008</u>	
North America	\$ 7,477	74%	\$ 9,292	53%
Asia	2,163	21%	6,718	39%
Europe	530	5%	1,350	8%
Total product revenues	<u>\$10,170</u>	<u>100%</u>	<u>\$17,360</u>	<u>100%</u>

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### General

Amerigon Incorporated ("we," the "Company" or the "registrant") designs, develops and markets products based on our advanced, proprietary, efficient thermoelectric device ("TED") technologies for a wide range of global markets and heating and cooling applications. Our current principal product is our proprietary Climate Control Seat™ ("CCS™" or "CCS") which we sell to automobile and truck original equipment manufacturers or their tier one suppliers. The CCS provides year-round comfort to automotive seat occupants by producing both active heating and cooling. As of March 2009, we have shipped approximately 4.6 million units of our CCS product to customers since 2000. Our CCS product is currently offered as an optional feature on 41 automobile models produced by Ford Motor Company, General Motors Corporation, Toyota Motor Corporation, Nissan Motors, Honda Motor Company and Hyundai Corporation. Tata Motors, Ltd. features CCS on its Jaguar and Land Rover luxury brands which it acquired from Ford Motor Company in 2008.

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In 2008, we launched a heated and ventilated only variant of the CCS ("HV"). This product works in a similar fashion to our CCS, only there is no active cooling capability and no TED. In the cooling mode, the vent only system will use the ambient cabin air to provide a degree of cooling comfort to the seat occupant. In the heating mode, the vent only system will be supplemented with more traditional resistive heating elements. This system has a lower price and is targeted to certain lower cost vehicle models and certain geographical markets.

In 2008, we entered into development agreement to develop a suite of heated and cooled bedding products with Sealy Corporation, the largest bedding manufacturer in the world, using Amerigon's advanced TED technology.

### Results of Operations

#### First Quarter 2009 Compared with First Quarter 2008

*Product Revenues.* Product revenues for the three months ended March 31, 2009 ("First Quarter 2009"), were \$10,170,000 compared with product revenues of \$17,360,000 for the three months ended March 31, 2008 ("First Quarter 2008"), a decrease of \$7,190,000, or 41%. Lower sales resulting from lower volumes on existing programs were partially offset by higher sales from new model introductions. Unit shipments were 143,000 units for the First Quarter 2009 compared with unit shipments of 253,000 in the First Quarter 2008, a decrease of 110,000 units or 43%. The lower product revenues and unit volumes on existing programs were due to a significant decline in the overall automotive market. Automotive production and sales volumes, impacted by slowing worldwide economic activity and decreasing availability of consumer credit, were significantly lower during the First Quarter 2009 as compared to the First Quarter 2008. In North America, one of our most important markets, the Seasonally Adjusted Annual Rate ("SAAR") for vehicle sales, was 9.5 million, down 38%, from 15.2 million during the First Quarter 2008. Vehicle production levels have been

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reduced accordingly. Additionally, during the First Quarter 2009 we experienced a decline in product revenues as our customers, primarily in Asia, reduced their purchases of CCS components from us in order to lower their on hand raw material inventory. As a result, our product revenue volume reflected lower selling rates than the current production levels on several vehicle programs. We estimated that the impact of the lower existing vehicle volumes was to reduce product revenues by approximately \$12,000,000 to \$13,000,000 during the First Quarter 2009. New vehicles equipped with CCS and launched since the end of the First Quarter 2008 included the, Nissan Maxima, Ford F150 Pickup, Chevrolet Suburban, Chevrolet Tahoe, Chevrolet Avalanche, GMC Yukon, GMC Yukon XL, GMC Yukon Denali and the GMC Sierra Pickup. Two programs launched during 2008 had higher revenue in 2009 due to the impact of full quarter shipments; the Lincoln MKS and Infiniti FX.

*Cost of Sales.* Cost of sales decreased to \$7,752,000 in the First Quarter 2009 from \$11,801,000 in the First Quarter 2008. This decrease of \$4,049,000, or 34%, is attributable to lower sales volumes offset partially by a lower gross profit percentage. The gross profit percentage during the First Quarter 2009 was 24% and was 32% during the First Quarter 2008. This decrease is primarily attributable to higher raw material costs during the First Quarter 2009 as compared to the First Quarter 2008, an unfavorable change in the mix of products sold which favored programs having a lower gross margin percentage during the First Quarter 2009 compared with the First Quarter 2008 and lower coverage of fixed cost at the lower volume levels. TED's which represent the key component of the CCS system contain the metal Tellurium ("Te"). Higher costs for Te represent the most significant portion of our higher raw material cost. During the early months of 2008 the market for Te experienced a significant increase. The average price of a kilogram of Te in 2007 was approximately \$100 and increased to a peak of \$286 in April 2008. Since that time, the average market price has decreased to a current average of \$180 per kilogram during March 2009. We do not purchase Te directly but have agreed to price increases for our TED suppliers as a result of the increase in their Te costs. Existing Te supply contracts and on-hand inventory resulted in a delay in the impact of higher Te market prices to us until the third quarter 2008. Although the market for Te has moderated, we expect that the lower levels will not result in reduced costs to Amerigon because of our supplier's need to work off inventory until at least the third quarter 2009.

*Net Research and Development Expenses.* Net research and development expenses increased to \$1,746,000 in the First Quarter 2009 from \$1,590,000 in the First Quarter 2008. This \$156,000, or 10%, increase was due to increased research activities associated with our advanced TED program partially offset by lower costs to support a smaller number of new vehicle programs to be launched during 2009 as compared to 2008. The increase in research and development expenses in our advanced TED program is associated with a recent breakthrough in our TED material program. Much of our higher research and development expenses are focused on further advancing and commercializing new TED material. Our research and development reimbursements have decreased due to lower partner supported research projects during the First Quarter 2009.

We classify development and prototype costs and related reimbursements as research and development. This is consistent with accounting standards applied in the automotive industry. Depreciation costs for tooling are included in cost of sales.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased to \$2,149,000 in the First Quarter 2009 compared with \$2,127,000 in the First Quarter 2008.

*Interest Income.* We had interest income of \$22,000 for the First Quarter 2009 compared with \$297,000 for the First Quarter 2008. The decrease of \$275,000, or 93%, resulted from lower average yields on our cash equivalents and short-term investments.

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*Income Tax Expense.* We recorded income tax benefit of \$467,000 during the First Quarter 2009. This reflected an estimated effective tax rate for the year of approximately 33% on a pretax loss of \$1,403,000. During the First Quarter 2008, we recorded an income tax expense totaling \$820,000 reflecting a 37% effective tax rate on pretax income of \$2,191,000.

### **Liquidity and Capital Resources**

We had cash and cash equivalents of \$25,185,000 at March 31, 2009 and \$25,303,000 at December 31, 2008. During the First Quarter 2009, we borrowed \$1,300,000 from our Revolving Credit Line which proceeds supported our cash position. This election to draw under the Revolving Credit Line reflects our interest in ensuring the reliability of the available credit in light of the current credit market climate. We intend to repay the outstanding loans during the second quarter of 2009 from our current cash reserves. We manage our cash, cash equivalents and short-term investments to fund operating requirements.

We believe that our current working capital of \$29,884,000 and our \$20.0 million revolving line of credit will be adequate to fund our current business needs.

On April 29, 2008, we amended our Revolving Credit Line with Comerica Bank. The amendment increased the amount available to \$20,000,000 from \$10,000,000. Under the terms of the amendment, a Borrowing Base limiting the loans available under the Revolving Credit Line is effective when aggregate loans exceed \$10,000,000. The Borrowing Base is equal to 85% of Eligible Domestic accounts receivable (as defined by the agreement), plus the lesser of 60% of Eligible Foreign accounts receivable (as defined by the agreement) or \$3,000,000, plus 50% of Eligible Inventory (as defined by the agreement), plus 70% of the market value of Eligible Securities (as defined by the agreement). All other terms of the Revolving Credit Line were substantially unaffected by the amendment. As of March 31, 2009, we had loans outstanding under the Revolving Credit Line totaling \$1,300,000 and one letter of credit was outstanding totaling \$165,000. Total availability under the line as of March 31, 2009 was \$18,535,000.

Cash used by operating activities during the First Quarter 2009 was \$1,518,000 and was attributable to a net loss of \$936,000, plus deferred taxes of \$472,000, less non-cash adjustments including depreciation and amortization of \$370,000, stock option compensation of \$274,000 and defined benefit plan expense of \$47,000. An increase in net operating assets and liabilities of \$801,000 also contributed to the use of cash by operating activities.

As of March 31, 2009, working capital was \$29,884,000 and was \$30,471,000 at December 31, 2008, a decrease of \$587,000, or 2%. This decrease was primarily due to increases in the Revolving Credit Line, which offset a decrease in our cash and cash equivalents, and accounts payable of \$1,300,000 and \$485,000, respectively, and due to decreases in prepaid expenses and other assets, current deferred income tax assets and cash of \$323,000, \$242,000 and \$118,000, respectively. These were offset partially by increases in inventory and accounts receivable of \$757,000 and \$385,000, respectively, and a decrease in accrued liabilities of \$467,000. Inventory increased primarily due to the timing of volume shipments of inventory for our North American customers. Accounts receivable increased despite of the decrease in product revenues during the First Quarter 2009, as compared with the fourth quarter of 2008 due to an increase in product revenues during the last month of the First Quarter 2009 compared with the last month of the Fourth Quarter of 2008. Accounts payable increased due to the timing of inventory purchases during the quarter as compared with that of the fourth quarter 2008. Our levels of inventory and accounts payable tend to fluctuate as a result of sourcing products from Asia and extended payment terms with certain suppliers.

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Cash used in investing activities was \$389,000 during the First Quarter 2009, reflecting purchases of property and equipment totaling \$198,000, and the cost to acquire new patents and patent application filings of \$191,000. Purchases of property and equipment for the period are primarily related to new equipment purchases needed to maintain current production programs and other operational facilities.

Cash provided by financing activities was \$1,829,000 during the First Quarter 2009, reflecting borrowings under the Revolving Credit Line of \$1,300,000 and the proceeds of Common Stock option exercises totaling \$529,000.

### **New Accounting Pronouncements**

In December 2007 the Financial Accounting Standards Board issued Statement of financial Accounting Standard No. 160, "Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51" ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the retained interest in a gain or loss when a subsidiary is deconsolidated. We adopted this statement effective January 1, 2009 and it had no impact on our operating results and financial position.

### **Critical Accounting Policies**

Critical accounting policies are those accounting policies that management believes are important to the portrayal of our financial condition and results and require management's most difficult, subjective or complex judgments, as a result of the need to make estimates about the effect of matters that are inherently uncertain. Our 2008 annual report on Form 10-K includes a description of certain critical accounting policies, including those with respect to warranty reserves, allowances for doubtful accounts, deferred tax asset valuation allowance and inventory reserves.

### **FORWARD LOOKING STATEMENTS**

Certain matters discussed or referenced in this report, including expectations of increased revenues and continuing losses, our financing requirements, our capital expenditures and our prospects for the development of platforms with major automotive manufacturers, are forward-looking statements. Other forward-looking statements may be identified by the use of forward-looking terminology such as "may", "will", "expect", "believe", "estimate", "anticipate", "intend", "continue", or similar terms, variations of such terms or the negative of such terms. All forward-looking statements speak only as of the date of this report, and we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this report to reflect any change in our expectations with regard to such statements or any change in events, conditions or circumstances on which any such statement is based. Although such statements are based upon our current expectations, and we believe such expectations are reasonable, such expectations, and the forward-looking statements based on them, are subject to a number of factors, risks and uncertainties that could cause our actual results to differ materially from those described in the forward-looking statements, including those described below and in our other filings with the Securities and Exchange Commission.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio and our debt obligations under our revolving line of credit.

We place our investments in debt instruments of the U.S. government and in high-quality corporate issuers. As stated in our policy, we seek to ensure the safety and preservation of our invested funds by limiting default risk and market risk. We have no investments denominated in foreign country currencies and therefore are not presently subject to foreign exchange risk.

Borrowings under our revolving line of credit bear interest at Comerica Bank's prime rate (3.25% at March 31, 2009). As of March 31, 2009, there were \$1,300,000 in borrowings outstanding under our line of credit.

The table below presents the carrying value and related weighted average interest rates for our investment portfolio. The Company considers all highly liquid investments purchased with original maturities of less than 90 days to be cash equivalents. The carrying value approximates fair value at March 31, 2009.

<u>Marketable Securities</u>	<u>Carrying Value</u>	<u>Average Rate of Return at March 31, 2009 (Annualized)</u>
Cash equivalents	<u>\$24,772,000</u>	<u>0.25%</u>

**ITEM 4. CONTROLS AND PROCEDURES**

Management, including the Company's President and Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the period ended March 31, 2009. Based upon, and as of the date of that evaluation, the President & Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective at March 31, 2009.

There was no change in our internal control over financial reporting during our fiscal quarter ended March 31, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Internal control over financial reporting is a process designed by, or under the supervision of, our President & Chief Executive Officer and Chief Financial Officer, and effected by our Board of Directors,

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management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and dispositions of assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.



## PART II OTHER INFORMATION

### ITEM 1A. RISK FACTORS

There were no material changes to the risk factors previously disclosed in the Company's Form 10-K for the period ended December 31, 2008. Below are the risk factors applicable to the Company:

#### **Risks Relating to our Business**

***The automotive industry, which represents our primary market, is currently in significant decline and is likely to cause our product revenues to decline***

Demand for our products is directly related to automotive vehicle production. Recently, automotive sales and production have been significantly and adversely affected by general economic and industry conditions, labor relations issues, fuel prices, regulatory requirements, trade agreements and other factors. Generally, the vehicle models offering our CCS product as an optional feature have experienced significant production declines in recent months. The automobile original equipment manufacturers ("OEMs"), especially those based in the United States, have recently experienced significant operating losses and are continuing to restructure their operations, which could have a material adverse impact on our future financial results. Continued declines in automotive production levels, particularly with respect to models for which we supply CCS products, would materially reduce our revenues and harm our profitability.

***We may suffer significant losses should one of our customers or any of the major domestic automotive manufacturers declare bankruptcy***

With the threat of a bankruptcy filing by one or more of the major domestic automotive manufacturers looming, we face the risks of being unable to collect a significant portion of our outstanding accounts receivable and of suffering a significant loss of future revenues. If one of the major domestic automotive manufacturers were to declare bankruptcy it would likely have a significant impact on our tier one customers who might then be compelled to also file for bankruptcy. In such an event, a considerable amount of the accounts receivable owed to us from our customers might not be paid. In addition, if a domestic automotive manufacturer that incorporates our products in its vehicles were to declare bankruptcy and cease operations, our future operating profits would be significantly impacted by the significant loss of revenue. We cannot be certain that all of the domestic automotive manufacturers or our tier one customers will avoid filing for bankruptcy during the current significant downturn in the automotive industry.

***We have only one commercially successful product in one industry segment and we may not be able to commercialize and market additional products to other industries***

We are currently developing advanced designs of TEDs to be used in a wide range of potential products in a number of industries, but to date we have only one commercially successful product. Although we have made significant improvements in TED technology and we believe that a number of new products have become practical at our current stage of TED advancement, additional improvements are necessary to make TED based products commercially attractive in comparison with other technologies for the major markets in which we are targeting. These advancements are dependent on many variables including but not limited to

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new advanced materials becoming available and efficient and cost effective manufacturing processes for advanced TEDs and the related materials being developed.

### ***We have incurred substantial operating losses since our inception and anticipate incurring additional operating losses during upcoming periods***

We incurred a net loss during the first quarter of 2009 totaling \$936,000 and, although we have reported operating income during the past five years, prior to that we incurred substantial operating losses since our inception. We had net losses of \$1,415,000 in 2003, \$6,306,000 in 2002, and \$7,691,000 in 2001. It is likely that we will have an operating loss during the second quarter of 2009 due to a significant decline in our expected product revenue for that quarterly period. Unless economic conditions generally and the condition of the automotive industry substantially improves, it is possible that our operating losses will continue beyond the second quarter of 2009.

We have funded our financial needs from inception primarily through net proceeds received through our initial public offering as well as other equity and debt financing. At March 31, 2009, we had cash and cash equivalents of \$25,185,000. Based on our current operating plan, we believe cash at March 31, 2009, along with the proceeds from future revenues and borrowings from our \$20,000,000 revolving line of credit will be sufficient to meet operating needs for the foreseeable future.

### ***Our ability to market our products successfully depends on acceptance of our product by original equipment manufactures and consumers***

We are engaged in a lengthy development process of our advanced TEDs which involves developing prototypes for proof of concept and then adapting the basic systems to actual products produced by existing manufactures of products that may use TEDs. While we currently have active development programs with various partners no assurance can be given that our advanced TEDs will be implemented in any related products. To date, CCS is our sole high-volume commercialized product, and there is no assurance that we will be successful in marketing any additional products using TEDs.

### ***Significant increases in the market prices of certain raw materials may adversely affect our business***

Our products contain TEDs which contain certain raw materials that cannot generally be substituted. As an example, Tellurium is a raw material used in TEDs. If the market prices for these raw materials significantly increases, our gross profit may be adversely impacted as our suppliers pass those price increases on to us. A recent increase in the price of Tellurium is one example of the impact raw material prices could have on our business. Our suppliers passed the increase in Tellurium prices on to us and our ability to recover the increase from our customers was limited. Our business and operations could also be materially adversely affected by shortages in key raw materials.

### ***The disruption or loss of relationships with vendors and suppliers for the components for our products could materially adversely affect our business***

Our ability to manufacture and market our products successfully is dependent on relationships with both third party vendors and suppliers. We rely on various vendors and suppliers for the components of our products and procure these components through purchase orders, with no guaranteed supply arrangements. Certain components, including thermoelectric devices and the specially designed fans used in our CCS product, are only available from a limited number of suppliers. The loss of any significant supplier, in the absence of a timely and satisfactory alternative arrangement, or an inability to obtain essential components on reasonable terms or at all, could materially adversely affect our business, operations and cash flows. Our business and operations could also be materially adversely affected by delays in deliveries from suppliers.

***The outsourcing of production to other countries entails risks of production interruption and unexpected costs***

We outsource production of our CCS product to lower cost countries in order to be price competitive and expand our market beyond the luxury vehicle segment. Such production is currently completed by suppliers located in Nogales, Mexico and Nagoya, Japan and three cities in China; Shenzhen, Tianjin and Hangzhou. Our use of suppliers located outside of the United States entails risk of production interruption and unexpected costs due to the extended logistics.

Automobile manufacturers demand on-time delivery of quality products, and some have required the payment of substantial financial penalties for failure to deliver components to their plants on a timely basis. Such penalties, as well as costs to avoid them, such as overtime costs and overnight air freighting of parts that normally are shipped by other less expensive means of transportation, could have a material adverse effect on our business and financial condition. Moreover, the inability to meet demand for our products on a timely basis would materially adversely affect our reputation and future commercial prospects.

***We may not be able to persuade potential customers of the merits of our products and justify their costs to increase our sales***

Because of the sophisticated nature and early stage of development of our products, we have been, and will continue to be, required to educate potential customers and demonstrate that the merits of our products justify the costs associated with such products. We have relied on, and will continue to rely on, automobile manufacturers and manufacturers in other industries and their dealer networks to market our products. The success of any such relationship will depend in part on the other party's own competitive, marketing and strategic considerations, including the relative advantages of alternative products being developed and/or marketed by any such party. There can be no assurance that we will be able to continue to market our products successfully so as to generate meaningful product sales increases or to continue at existing sales volumes.

***The sales cycle for our products is lengthy and the lengthy cycle impedes growth in our sales***

The sales cycle in the automotive components industry is lengthy and can be as long as four years or more for products that must be designed into a vehicle, because some companies take that long to design and develop a vehicle. Even when selling parts that are neither safety-critical nor highly integrated into the vehicle, there are still many stages that an automotive supply company must go through before achieving commercial sales. The sales cycle is lengthy because an automobile manufacturer must develop a high degree of assurance that the products it buys will meet customer needs, interface as easily as possible with the other parts of a vehicle and with the automobile manufacturer's production and assembly process, and have minimal warranty, safety and service problems. As a result, from the time that a manufacturer develops a strong interest in our CCS product, it normally will take several years before our CCS product is available to consumers in that manufacturer's vehicles.

In the automotive components industry, products typically proceed through five stages of research and development. Initial research on the product concept comes first, to assess its technical feasibility and economic costs and benefits. This stage often includes development of an internal prototype for the component supplier's own evaluation. If the product appears feasible, the component supplier manufactures a functioning prototype to demonstrate and test the product's features. These prototypes are then marketed and sold to automotive companies for testing and evaluation. If an automobile manufacturer shows interest in the product, it typically works with the component supplier to refine the product, then purchases second and

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subsequent generation engineering prototypes for further evaluation. Finally, the automobile manufacturer either decides to purchase the component for a production vehicle or terminates the program.

The time required to progress through these five stages to commercialization varies widely. Generally, the more a component must be integrated with other vehicle systems, the longer the process takes. Further, products that are installed by the factory usually require extra time for evaluation because other vehicle systems are affected, and a decision to introduce the product into the vehicle is not easily reversed. Because our CCS product affects other vehicle systems and is a factory-installed item, the process takes a significant amount of time to commercialization.

Other TED products that we develop are also likely to have a lengthy sales cycle. Because such technology is new and evolving, and because customers will likely require that any new product we develop pass certain feasibility and economic viability tests before committing to purchase, it is expected that any new products we develop will take some years before they are sold to customers.

### ***The automotive industry is subject to intense competition and our current products may be rendered obsolete by future technological developments in the industry***

The automotive component industry is subject to intense competition. Virtually all of our competitors are substantially larger in size, have substantially greater financial, marketing and other resources, and have more extensive experience and records of successful operations than we do. Competitors are promoting new products that may compete with our CCS product. Additionally, heat only devices are readily available from our competitors at relatively low prices. Competition extends to attracting and retaining qualified technical and marketing personnel. There can be no assurance that we will successfully differentiate our products from those of our competitors, that the marketplace will consider our current or proposed products to be superior or even comparable to those of our competitors, or that we can succeed in establishing new or maintaining existing relationships with automobile manufacturers. Furthermore, no assurance can be given that competitive pressures we face will not adversely affect our financial performance.

Due to the rapid pace of technological change, as with any technology-based product, our products may even be rendered obsolete by future developments in the industry. Our competitive position would be adversely affected if we were unable to anticipate such future developments and obtain access to the new technology.

### ***Any failure to protect our intellectual property could harm our business and competitive position***

As of December 31, 2008, we owned 12 U.S. patents and had 34 U.S. patents pending and our subsidiary BSST owned 15 U.S. patents, 16 foreign patents and had 29 U.S. patents pending and 44 foreign patents pending. We were also licensees of two patents and joint owners with Honda Motor Co. of two U.S. patents and five Japanese patents. We also owned 31 foreign patents and had 21 foreign patent applications pending. We believe that patents and proprietary rights have been and will continue to be very important in enabling us to compete. There can be no assurance that any new patents will be granted or that our or our licensors' patents and proprietary rights will not be challenged or circumvented or will provide us with meaningful competitive advantages or that pending patent applications will issue. Furthermore, there can be no assurance that others will not independently develop similar products or will not design around any patents that have been or may be issued to our licensors or us. Failure to obtain patents in certain foreign countries may materially adversely affect our ability to compete effectively in those international markets. We hold current and future rights to licensed technology through licensing agreements requiring the payment of minimum royalties. Failure to continue with or loss of such agreements could materially and adversely affect our business.

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Because of rapid technological developments in the automotive industry and the competitive nature of the market, the patent position of any component manufacturer is subject to uncertainties and may involve complex legal and factual issues. Consequently, although we either own or have licenses to certain patents, and are currently processing several additional patent applications, it is possible that no patents will issue from any pending applications or that claims allowed in any existing or future patents issued or licensed to us will be challenged, invalidated, or circumvented, or that any rights granted there under will not provide us adequate protection. There is an additional risk that we may be required to participate in interference proceedings to determine the priority of inventions or may be required to commence litigation to protect our rights, which could result in substantial costs.

### ***Our products may conflict with patents that have been or may be granted to competitors or others***

Other persons could bring legal actions against us claiming damages and seeking to enjoin manufacturing and marketing of our products for allegedly conflicting with patents held by them. Any such litigation could result in substantial cost to us and diversion of effort by our management and technical personnel. If any such actions are successful, in addition to any potential liability for damages, we could be required to obtain a license in order to continue to manufacture or market the affected products. There can be no assurance that we would prevail in any such action or that any license required under any such patent would be made available on acceptable terms, if at all. Failure to obtain needed patents, licenses or proprietary information held by others may have a material adverse effect on our business. In addition, if we become involved in litigation, it could consume a substantial portion of our time and resources. From time to time, we receive notices from third parties suggesting that our products infringe on the proprietary rights of others.

### ***We rely on trade secret protection through confidentiality agreements and the agreements could be breached***

We also rely on trade secrets that we seek to protect, in part, through confidentiality and non-disclosure agreements with employees, customers and other parties. There can be no assurance that these agreements will not be breached, that we would have adequate remedies for any such breach or that our trade secrets will not otherwise become known to or independently developed by competitors. To the extent that consultants, key employees or other third parties apply technological information independently developed by them or by others to our proposed projects, disputes may arise as to the proprietary rights to such information that may not be resolved in our favor. We may be involved from time to time in litigation to determine the enforceability, scope and validity of proprietary rights. Any such litigation could result in substantial cost and diversion of effort by our management and technical personnel. Additionally, with respect to licensed technology, there can be no assurance that the licensor of the technology will have the resources, financial or otherwise, or desire to defend against any challenges to the rights of such licensor to its patents.

### ***Our customers typically reserve the right unilaterally to cancel contracts or reduce prices, and the exercise of such right could reduce or eliminate any financial benefit to us anticipated from such contract***

Automotive customers typically reserve the right unilaterally to cancel contracts completely or to require price reductions. Although they generally reimburse companies for actual out-of-pocket costs incurred with respect to the particular contract up to the point of cancellation, these reimbursements typically do not cover costs associated with acquiring general purpose assets such as facilities and capital equipment, and may be subject to negotiation and substantial delays in receipt by us. Any unilateral cancellation of, or price reduction with respect to any contract that we may obtain could reduce or eliminate any financial benefits anticipated from such contract and could have a material adverse effect on our financial condition and results of operations. To date, we have not experienced such a cancellation and no such costs have been incurred.

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The third parties that contract with our subsidiary, BSST, for research and development purposes generally also reserve the right to unilaterally terminate those contracts. There can be no assurance that BSST will continue to receive the third party reimbursements it has received over the past several years.

### ***Our success will depend in large part on retaining key personnel***

Our success will depend to a large extent upon the continued contributions of key personnel in Amerigon and our research and development subsidiary, BSST. The loss of the services of Dr. Lon E. Bell, the President of BSST, could have a material adverse effect on the success of BSST.

Our success will also depend, in part, upon our ability to retain qualified engineering and other technical and marketing personnel. There is significant competition for technologically qualified personnel in our business and we may not be successful in recruiting or retaining sufficient qualified personnel.

### ***Our reliance on outside major contractors may impair our ability to complete certain projects and manufacture products on a timely basis***

We have engaged outside contractors to perform product assembly and other production functions for us. We believe that there are other outside contractors that provide services of the kind that are used by us and that we may desire to use in the future. However, no assurance can be given that any such contractors would agree to work for us on terms acceptable to us or at all. Our inability to engage outside contractors on acceptable terms or at all would impair our ability to complete any development and/or manufacturing contracts for which outside contractors' services may be needed. Moreover, our reliance upon third party contractors for certain production functions reduces our control over the manufacture of our products and makes us dependent in part upon such third parties to deliver our products in a timely manner, with satisfactory quality controls and on a competitive basis.

### ***Our business exposes us to potential product liability risks***

Our business exposes us to potential product liability risks which are inherent in the manufacturing, marketing and sale of automotive components. In particular, there are substantial warranty and liability risks associated with our products. If available, product liability insurance generally is expensive. While we presently have product liability coverage at amounts we currently consider adequate, there can be no assurance that we will be able to obtain or maintain such insurance on acceptable terms with respect to other products we may develop, or that any insurance will provide adequate protection against any potential liabilities. In the event of a successful claim against us, a lack or insufficiency of insurance coverage could have a material adverse effect on our business and operations.

### ***Because many of the largest automotive manufacturers are located in foreign countries, our business is subject to the risks associated with foreign sales***

Many of the world's largest automotive manufacturers are located in foreign countries. Accordingly, our business is subject to many of the risks of international operations, including governmental controls, tariff restrictions, foreign currency fluctuations and currency control regulations. However, historically, substantially all of our sales to foreign countries have been denominated in U.S. dollars. As such, our historical net exposure to foreign currency fluctuations has not been material. No assurance can be given that future contracts will be denominated in U.S. dollars or that existing contracts will be honored by our suppliers or customers, especially with respect to our customers and suppliers whose cost structure and revenue are denominated in other currencies.

***Our use of contractors located in foreign countries will subject us to the risks of international operations***

We engage contractors located in foreign countries. Accordingly, we will be subject to all of the risks inherent in international operations, including work stoppages, transportation delays and interruptions, political instability, foreign currency fluctuations, economic disruptions, the imposition of tariffs and import and export controls, changes in governmental policies and other factors which could have an adverse effect on our business.

***The recent global economic and financial market crisis has had and may continue to have a negative effect on our business and operations.***

The recent global economic and financial market crisis has caused, among other things, a general tightening in the credit markets, lower levels of liquidity, increases in the rates of default and bankruptcy, lower consumer and business spending, and lower consumer net worth, all of which has had and may continue to have a negative effect on our business, results of operations, financial condition and liquidity. Many of our tier-one customers, their OEM customers and our suppliers have been severely affected by the current economic turmoil. There is no certainty that our customers and suppliers will continue to be in business. The current crisis could continue to lead to reduced demand for our products and could result in customer payment delays or defaults. Further, suppliers may not be able to supply us with needed raw materials on a timely basis, may increase prices or go out of business, which could result in our inability to meet consumer demand or affect our financial results.

The timing and nature of any recovery in the credit and financial markets remains uncertain, and there can be no assurance that market conditions will improve in the near future or that our financial results will not continue to be materially and adversely affected. Such conditions make it very difficult to forecast operating results, make business decisions and identify and address material business risks. The foregoing conditions may also impact the valuation of our Federal Net Operating Loss carryforwards (“NOLs”) which are subject to impairment testing, potentially resulting in impairment charges which may be material to our financial condition or results of operations.

***Credit market developments may reduce availability under our credit agreement.***

Due to the current volatile state of the credit markets, there is risk that lenders, even those with strong balance sheets and sound lending practices, could fail or refuse to honor their legal commitments and obligations under existing credit commitments, including but not limited to: extending credit up to the maximum permitted by a credit facility, allowing access to additional credit features and otherwise accessing capital and/or honoring loan commitments. If our lender fails to honor their legal commitments under our \$20,000,000 credit facility, it could be difficult in the current environment to replace our credit facility on similar terms. Although we believe that our cash reserves, access to capital markets and existing credit facility will give us the ability to satisfy our liquidity needs for at least the next 12 months, the failure of the lender under our credit facility may impact our ability to finance our operating or investing activities.

## **Risks Relating to Share Ownership**

### ***Our quarterly results may fluctuate significantly, and the relatively small average daily trading volume of our Common Stock may adversely affect the liquidity of our Common Stock and stock price***

Our quarterly operating results may fluctuate significantly in the future due to such factors as acceptance of our product by automotive manufacturers and consumers, timing of our product introductions, availability and pricing of components from third parties, competition, timing of orders, foreign currency exchange rates, technological changes and economic conditions generally. Broad market fluctuations in the stock markets can adversely affect the market price of our Common Stock. In addition, failure to meet or exceed analysts' expectations of financial performance may result in immediate and significant price and volume fluctuations in our Common Stock.

Historically, the average daily trading volume of our Common Stock has been relatively low as compared to the total number of outstanding shares of Common Stock. Without a significantly larger number of shares made available for trading by the public, our Common Stock is less liquid than stocks with more trading activity, and as a result, trading prices of our Common Stock may significantly fluctuate and certain institutional investors may be unwilling to invest in such a thinly traded security.

### ***We have anti-takeover defenses that could make it more difficult for a third party to acquire a majority of our outstanding voting stock.***

Our Board of Directors has the authority to issue up to 4,991,000 shares of Preferred Stock and to determine the price, rights (including conversion rights), preferences and privileges of those shares without any further vote or action by the shareholders. Consistent with this authority, in January, 2009 our Board adopted a Shareholder Rights Plan (the "Rights Plan") in which one purchase right was distributed as a dividend on each share of common stock held of record as of the close of business on February 10, 2009 (the "Rights"). If exercisable, each Right will entitle its holder to purchase from the Company one one-thousandth of a share of a newly created Series B Preferred Stock of the Company for \$20.00 (the "Purchase Price"). The Rights will become exercisable if any person or group becomes the beneficial owner of 15% or more of the Company's common stock or has commenced a tender or exchange offer which, if consummated, would result in any person or group becoming the beneficial owner of 15% or more of the Company's common stock. If any person or group becomes the beneficial owner of 15% or more of the Company's common stock, each right will entitle its holder, other than the acquiring person, to purchase a number of shares of the Company's or the acquiror's common stock having a value of twice the Purchase Price. The Rights are deemed attached to the certificates representing outstanding shares of common stock. The Rights Plan is designed to deter coercive takeover tactics and to prevent an acquiror from gaining control of the Company without offering a fair price to all of the Company's shareholders; however, the existence of the Rights Plan and the rights of holders of any other shares of preferred stock that may be issued in the future, could have the effect of making it more difficult for a third party to acquire a majority of our outstanding voting stock.

### ***We do not anticipate paying dividends on our Common Stock***

We have never paid any cash dividends on our Common Stock and do not anticipate paying dividends in the near future.



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### ITEM 6. EXHIBITS

Exhibits to this Report are as follows:

<u>Exhibit Number</u>	<u>Description</u>
3.1.1	Articles of Incorporation (1)
3.1.2	Plan of Merger dated March 23, 2005 by which the Articles of Incorporation were amended effective as of May 20, 2005(1)
3.1.3	Certified Resolution of the Board of Directors of the Company Establishing and Designating the Relative Rights and Preferences of Series B Stock filed as an Amendment to the Articles of Incorporation (18)
3.2.1	Bylaws of the Company(1)
3.2.2	First Amendment to Bylaws of the Company (13)
4.1	Rights Agreement dated January 26, 2009 by and between the Company and Computershare Trust Company, N.A., as Rights Agent (18)
10.1*	1993 Stock Option Plan(3)
10.2.1*	Amended and Restated 1997 Stock Incentive Plan(4)
10.2.2*	First Amendment to Amended and Restated 1997 Stock Incentive Plan(1)
10.2.3*	Second Amendment to Amended and Restated 1997 Stock Incentive Plan(1)
10.3.1*	2006 Equity Incentive Plan (11)
10.3.2*	Amendment to 2006 Equity Incentive Plan (12)
10.3.3*	Second Amendment to 2006 Equity Incentive Plan (13)
10.4.1	Option and License Agreement dated as of November 2, 1992 between the Company and Feher Design, Inc.(3)
10.4.2	Amendment to Option and License Agreement between the Company and Feher Design dated September 1, 1997(5)
10.5	Manufacturing and Supply Agreement between the Company and Ferrotec Corporation dated March 28, 2001(6)
10.6.1*	Assignment and Subscription Agreement between BSST LLC and Dr. Lon E. Bell dated September 4, 2000(8)
10.6.2*	First Amendment to Assignment and Subscription Agreement between BSST LLC and Dr. Lon E. Bell dated September 4, 2000(10)
10.7	Revenue Sharing Agreement between BSST LLC and Dr. Lon E. Bell dated September 4, 2000(8)
10.8.1	Amended and Restated Operating Agreement of BSST LLC dated May 30, 2001(7)
10.8.2	First Amendment dated November 13, 2001 to Amended and Restated Operating Agreement of BSST LLC (10)
10.8.3	Second Amendment dated June 1, 2005 to Amended and Restated Operating Agreement of BSST LLC (10)
10.8.4	Third Amendment dated May 17, 2007 to Amended and Restated Operating Agreement of BSST LLC (14)
10.9	Cross License Agreement between the Company and BSST LLC dated November 19, 2002 (9)
10.10	Reversionary Rights Agreement between BSST LLC and Dr. Lon E. Bell dated May 17, 2007 (14)
10.11.1	Amended and Restated Credit Agreement between Amerigon Incorporated and Comerica Bank dated as of October 28, 2005 (15)
10.11.2	First Amendment, dated as of February 6, 2008, to the Amended and Restated Credit Agreement between Amerigon Incorporated and Comerica Bank (16)
10.11.3	Second Amendment, dated as of April 30, 2008, to the Amended and Restated Credit Agreement between Amerigon Incorporated and Comerica Bank (16)
10.12	Guaranty of BSST LLC in favor of Comerica Bank dated as of April 30, 2008 (16)

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<u>Exhibit Number</u>	<u>Description</u>
10.13	Security Agreement (All Assets) by Amerigon Incorporated in favor of Comerica Bank dated as of October 28, 2005 (15)
10.14	Patent and Trademark Security Agreement by Amerigon Incorporated in favor of Comerica Bank dated as of October 28, 2005 (15)
10.15	Security Agreement (All Assets) by BSST LLC in favor of Comerica Bank dated as of November 14, 2002 (15)
10.16	Patent and Trademark Security Agreement by Amerigon Incorporated in favor of Comerica Bank dated as of November 14, 2002 (15)
10.17*	The Executive Nonqualified Defined Benefit Plan of Amerigon Incorporated effective as of April 1, 2008 (17)
31.1	Certification of Chief Executive Officer Required by Rule 13a-14(a)/15d-14(a)
31.2	Certification of Chief Financial Officer Required by Rule 13a-14(a)/15d-14(a)
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Indicates management contract or compensatory plan or arrangement.

- (1) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed May 25, 2005 and incorporated herein by reference.
- (2) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2000 and incorporated herein by reference.
- (3) Previously filed as an exhibit to the Company's Registration Statement on Form SB-2, as amended, File No. 33-61702-LA, and incorporated by reference.
- (4) Previously filed as an exhibit to the Company's Definitive Proxy Statement on Schedule 14A with respect to the Company's 2001 Annual Meeting of Stockholders and incorporated herein by reference.
- (5) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the period ended December 31, 1997 and incorporated herein by reference.
- (6) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2001 and incorporated herein by reference.
- (7) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed June 18, 1999 and incorporated herein by reference.
- (8) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2001 and incorporated herein by reference.
- (9) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the period ended December 31, 2004 and incorporated herein by reference.
- (10) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed June 6, 2005 and incorporated herein by reference.
- (11) Previously filed as an exhibit to the Company's Definitive Proxy Statement on Schedule 14A with respect to the Company's 2006 Annual Meeting of Stockholders and incorporated herein by reference.
- (12) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the period ended December 31, 2006 and incorporated herein by reference.
- (13) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed March 20, 2007 and incorporated herein by reference.
- (14) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed August 7, 2007 and incorporated herein by reference.
- (15) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed November 1, 2005 and incorporated herein by reference.
- (16) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed May 2, 2008 and incorporated herein by reference.
- (17) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed August 11, 2008 and incorporated herein by reference.
- (18) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed January 27, 2009 and incorporated herein by reference.

**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 thereunto duly authorized.

**Amerigon Incorporated**  
(Registrant)

/s/ DANIEL R. COKER

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Daniel R. Coker  
Chief Executive Officer  
(Duly Authorized Officer)

Date: May 1, 2009

/s/ BARRY G. STEELE

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Barry G. Steele  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

Date: May 1, 2009

## CHIEF EXECUTIVE OFFICER'S CERTIFICATION

I, Daniel R. Coker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Amerigon Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2009

/s/ Daniel R. Coker

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Daniel R. Coker  
President & Chief Executive Officer

## CHIEF FINANCIAL OFFICER'S CERTIFICATION

I, Barry G. Steele, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Amerigon Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2009

/s/ Barry G. Steele

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Barry G. Steele  
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Amerigon Incorporated (the "Company") on Form 10-Q for the period ended March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel R. Coker, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Daniel R. Coker

Daniel R. Coker  
President and Chief Executive Officer  
May 1, 2009

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Amerigon Incorporated (the "Company") on Form 10-Q for the period ended March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Barry G. Steele, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Barry G. Steele

Barry G. Steele  
Chief Financial Officer  
May 1, 2009