SEC Form 4

FORM 4

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

OMB APPROVAL

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	OMB Number:	3235-0287							
	Estimated average burden								
	hours per response:	0.5							

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Nicholas Breisacher			2. Issuer Name and Ticker or Trading Symbol <u>GENTHERM Inc</u> [THRM]		tionship of Reporting Pe all applicable) Director	10% Owner			
(Last) 21680 HAGGE	(First) RTY ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2023	X	Officer (give title below) Chief Accountin	Other (specify below) g Officer			
(Street) NORTHVILLE MI 48167		48167	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code V		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/22/2023		A		369(1)	A	\$0.00	2,486	D	
Common Stock	03/22/2023		F		103	D	\$59.34	2,383	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) o Disp of (D	osed . 3, 4		Amount of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. On March 12, 2020, the Reporting Person was granted performance-based Restricted Stock Units (PSUs) under the 2013 Equity Incentive Plan. The PSUs are earned at 0% - 200% of the target grant award based on the Issuer's three-year total shareholder return ("TSR") relative to a peer group and vest on the later of the date the Compensation Committee determines that the PSUs are earned and the third anniversary of the grant date. On March 12, 2023, the vesting period lapsed, and on March 22, 2023, the Compensation Committee determined that the PSUs were earned at the target performance level.

Remarks:

/s/ Stephanie Swan, by Power of Attorney 03/24/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).