

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 16, 2024

GENTHERM INCORPORATED

(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction
of incorporation)

0-21810
(Commission
File Number)

95-4318554
(IRS Employer
Identification No.)

21680 Haggerty Road, Northville, MI
(Address of principal executive offices)

48167
(Zip Code)

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

Former name or former address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	THRM	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the annual meeting of shareholders of Gentherm Incorporated (the “Company”) on May 16, 2024 (the “Annual Meeting”), the Company’s shareholders: elected nine directors, each to serve for a one-year term until the 2025 annual meeting of shareholders and until a successor has been duly elected and qualified, or until such director’s earlier resignation, retirement or other termination of service; ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024; and approved (on an advisory basis) the compensation of the Company’s named executive officers.

The final results of the voting are shown below.

Proposal No. 1 – Election of directors

Nominee	For	Withheld	Broker Non-Votes
Sophie Desormière	28,042,398	924,537	1,047,807
Phillip M. Eyler	28,842,492	124,443	1,047,807
David Heinzman	28,821,656	145,279	1,047,807
Ronald Hundzinski	28,846,615	120,320	1,047,807
Laura Kowalchik	28,851,839	115,096	1,047,807
Charles Kummeth	27,849,156	1,117,779	1,047,807
Betsy Meter	27,849,297	1,117,638	1,047,807
John Stacey	27,720,576	1,246,359	1,047,807
Kenneth Washington	28,847,068	119,867	1,047,807

Proposal No. 2 – Ratification of appointment of Ernst & Young LLP as independent registered public accounting firm for the year ending December 31, 2024

For	Against	Abstain
29,740,401	254,152	20,189

Proposal No. 3 – Approval (on an advisory basis) of named executive officer compensation

For	Against	Abstain	Broker Non-Votes
24,836,299	4,120,690	9,946	1,047,807

Item 8.01 Other Events.

As previously disclosed in the proxy statement for the Annual Meeting, on May 16, 2024, (1) Byron Shaw II determined not to stand for re-election and resigned immediately prior to the Annual Meeting, and (2) the Board reduced its size from ten members to nine members, effective immediately.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENTHERM INCORPORATED

By: /s/ Wayne Kauffman
Wayne Kauffman
Senior Vice President, General Counsel and Secretary

Date: May 21, 2024