

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

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

Gentherm Incorporated

(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction of
incorporation or organization)

**28875 Cabot Drive,
Novi, MI**
(Address of principal executive offices)

95-4318554
(I.R.S. Employer
Identification Number)

48377
(Zip code)

**GENTHERM INCORPORATED
2023 EQUITY INCENTIVE PLAN**
(Full title of the plan)

**William Presley
President and Chief Executive Officer
Gentherm Incorporated
28875 Cabot Drive
Novi, MI 48377
(248) 504-0500**

(Name and address and telephone number, including area code, of agent for service)

Copies to:

**Wayne Kauffman, Esq.
Senior Vice President, General Counsel and Secretary
Gentherm Incorporated
28875 Cabot Drive
Novi, MI 48377
(248) 504-0500**

**Michael S. Ben, Esq.
Honigman LLP
2290 First National Building
660 Woodward Ave.
Detroit, Michigan 48226-3506
(313) 465-7000**

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

Large accelerated filer ☒

Non-accelerated filer ☐

Accelerated filer ☐

Smaller reporting company ☐

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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

On January 29, 2026, Gentherm Incorporated (“Gentherm” or the “Registrant”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) by and among Gentherm, Modine Manufacturing Company, a Wisconsin corporation (“Modine”), Platinum SpinCo Inc., a Delaware corporation and a wholly owned subsidiary of Modine (“SpinCo”), and Platinum Gold Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Gentherm (“Merger Sub”). Pursuant to the Merger Agreement and the Separation Agreement, dated as of January 29, 2026, by and among Modine, Gentherm and SpinCo (the “Separation Agreement”), and upon the terms and subject to the conditions therein, (1) Modine and certain of its subsidiaries transferred to SpinCo and certain of its subsidiaries, and SpinCo and such subsidiaries accepted and assumed, all of the right, title and interest of Modine and such subsidiaries in, to and under certain assets and liabilities relating to Modine’s Performance Technologies business (the “SpinCo Business”) such that the SpinCo Business was separated from the remainder of Modine’s businesses (the “Separation”), (2) following the Separation, Modine distributed, on a pro rata basis, all of the shares of SpinCo common stock to holders of Modine common stock (the “Distribution”) and (3) following the Distribution, on October 1, 2026 (the “Closing”), Merger Sub merged with and into SpinCo, with SpinCo as the surviving entity and as a wholly owned subsidiary of Gentherm, and each outstanding share of SpinCo common stock (subject to limited exceptions) was converted into the right to receive shares of Gentherm common stock (collectively, the “Transactions”). Pursuant to the Employee Matters Agreement, dated as of October 1, 2026, by and among Modine, SpinCo and Gentherm (the “Employee Matters Agreement”), at the Closing, the outstanding stock options, restricted stock units and performance share awards of Modine held by employees designated as SpinCo employees under the Employee Matters Agreement were converted into stock options and time-vested restricted stock units, as applicable, of Gentherm under the Gentherm 2023 Equity Incentive Plan (the “2023 Plan”) based upon the equity award exchange ratio set forth in the Employee Matters Agreement (the “Replacement Awards”). This Registration Statement on Form S-8 is being filed by Gentherm in connection with the registration of 176,473 shares of Gentherm’s common stock, no par value (the “Common Stock”), pursuant to the issuance of the Replacement Awards under the 2023 Plan. The Common Stock being registered hereunder is in addition to the 3,730,000 shares of Common Stock registered on the Registrant’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on May 18, 2023 (Commission File No. 333-272056) and the 1,700,000 shares of Common Stock registered on the Registrant’s Registration Statement on Form S-8 filed with the Commission on June 2, 2026 (Commission File No. 333-296433) (together, the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding the registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Pursuant to General Instruction E to Form S-8, the content of the Prior Registration Statements are incorporated herein by reference.

The following documents filed with the Commission by the Registrant also are hereby incorporated herein by reference:

- (a) the Registrant's [Annual Report on Form 10-K for the year ended December 31, 2025](#), filed with the Commission on February 19, 2026 (including information specifically incorporated by reference therein from the Registrant's [Proxy Statement](#) filed with the Commission on April 1, 2026);
- (b) the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2026 and June 30, 2026, filed with the Commission on [April 23, 2026](#) and [July 23, 2026](#);
- (c) the Registrant's Current Reports on Form 8-K or 8-K/A filed with the SEC on [January 29, 2026](#), [February 27, 2026](#) (together with the Current Report on Form 8-K/A filed with the Commission on [April 23, 2026](#)), [March 17, 2026](#), [March 25, 2026](#), [May 19, 2026](#), [July 2, 2026](#), [July 23, 2026](#), [September 11, 2026](#) and [October 1, 2026](#); and
- (d) the description of the Registrant's Common Stock under the caption "Description of Securities" on pages 37 through 38 of the Prospectus included in the Registrant's registration statement on Form SB-2 (File No. 33-61702-LA) effective June 10, 1993, as filed with the Commission pursuant to the Securities Act and incorporated by reference into the Registrant's initial registration statement on Form 8-A filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as amended by the description of the Common Stock contained in [Exhibit 4](#) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019, and as further amended by any subsequent amendment or report filed for the purpose of updating such description.

In addition, all documents the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the filing of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities covered hereby then remaining unsold, are incorporated herein by reference and are a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document, which also is or is deemed to be incorporated by reference herein, modifies or supersedes such prior statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

Under no circumstances will any information under Items 2.02 or 7.01 of Current Report on Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Second Amended and Restated Articles of Incorporation of Gentherm Incorporated , incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on March 5, 2018
4.2	Certificate of Amendment to the Second Amended and Restated Articles of Incorporation of Gentherm Incorporated , incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on October 1, 2026
4.3	Amended and Restated Bylaws of Gentherm Incorporated , incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 26, 2016
5*	Opinion of Honigman LLP
10.1	Gentherm Incorporated 2023 Equity Incentive Plan , incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 18, 2023
10.2	First Amendment to Gentherm Incorporated 2023 Equity Incentive Plan , incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 19, 2026

Exhibit No.	Description
23.1*	<u>Consent of Ernst & Young LLP</u>
23.2*	<u>Consent of Honigman LLP (included in its opinion filed as Exhibit 5 to this Registration Statement)</u>
24*	<u>Power of Attorney (included after the signature of the Registrant contained in this Registration Statement)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Novi, State of Michigan, on October 1, 2026.

GENTHERM INCORPORATED

By: /s/ WILLIAM PRESLEY

William Presley

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints William Presley, Jonathan Douyard and Wayne Kauffman as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Commission any and all amendments (including post-effective amendments) to this Registration Statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this Registration Statement or any such amendment, and (iv) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact or any of their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<u>/s/ WILLIAM PRESLEY</u> William Presley	Director, President and Chief Executive Officer (Principal Executive Officer)	October 1, 2026
<u>/s/ JONATHAN DOUYARD</u> Jonathan Douyard	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	October 1, 2026
<u>/s/ NICHOLAS BREISACHER</u> Nicholas Breisacher	Chief Accounting Officer (Principal Accounting Officer)	October 1, 2026
<u>/s/ RONALD HUNDZINSKI</u> Ronald Hundzinski	Director, Chairman of the Board	October 1, 2026
<u>/s/ SOPHIE DESORMIÈRE</u> Sophie Desormière	Director	October 1, 2026
<u>/s/ DAVID HEINZMANN</u> David Heinzmann	Director	October 1, 2026
<u>/s/ LAURA KOWALCHIK</u> Laura Kowalchik	Director	October 1, 2026

/s/ CHARLES KUMMETH
Charles Kummeth

Director

October 1, 2026

/s/ PAUL MASCARENAS
Paul Mascarenas

Director

October 1, 2026

/s/ BETSY METER
Betsy Meter

Director

October 1, 2026

/s/ JOHN STACEY
John Stacey

Director

October 1, 2026

/s/ KENNETH WASHINGTON
Kenneth Washington

Director

October 1, 2026

[SIGNATURE PAGE TO S-8 REGISTRATION STATEMENT]



October 1, 2026

Gentherm Incorporated
28875 Cabot Drive
Novi, MI 48377

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Gentherm Incorporated, a Michigan corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") for the registration under the Securities Act of 1933, as amended (the "Securities Act"), of a maximum of 176,473 shares (the "Shares") of the Company's common stock, no par value (the "Common Stock"), to be issued by the Company pursuant to awards under the Gentherm Incorporated 2023 Equity Incentive Plan (as amended from time to time, the "Plan").

We do not express any opinion herein concerning any law other than the Michigan Business Corporation Act.

In rendering this opinion, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to authentic originals of all documents submitted to us as copies and that the offer and sale of the Shares complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized capital stock a sufficient number of shares of Common Stock, including the Shares, for issuance under the Plan and will keep such reserve available at all times to enable the Company to issue and deliver the Shares upon the settlement of awards under the Plan. We have also assumed without independent investigation that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon, subject to and limited by the foregoing, and based upon our examination of such documents and other matters as we deem relevant, we are of the opinion that the Shares to be issued by the Company under the Plan pursuant to the Registration Statement are duly authorized and, when issued and sold by the Company in accordance with the Plan and the awards thereunder, the Registration Statement and the related prospectus, will be validly issued, fully paid and non-assessable.

This opinion letter speaks only as of its date. We do not undertake any obligation to advise you or any other party of changes of law or fact that occur after the date of this opinion letter – even though the change may affect the legal analysis or legal conclusion in this opinion letter.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ **HONIGMAN LLP**

c: MKB/JHK/GDP/JPK

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Gentherm Incorporated 2023 Equity Incentive Plan of Gentherm Incorporated of our reports dated February 19, 2026, with respect to the consolidated financial statements of Gentherm Incorporated and the effectiveness of internal control over financial reporting of Gentherm Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Detroit, Michigan

October 1, 2026

Gentherm Inc

[illegible]

[illegible]