
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): March 19, 2012

AMERIGON INCORPORATED

(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction
of incorporation)

0-21810
(Commission
File Number)

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

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 250.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On March 19, 2012, Amerigon Incorporated (“Amerigon” or the “Company”) issued a press release announcing the Company’s intention to offer shares of its common stock, no par value, in an underwritten public offering pursuant to a shelf registration statement filed with the Securities and Exchange Commission (“SEC”) and declared effective by the SEC on September 28, 2011 (File No. 333-176887). A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information included in this Item 7.01 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 19, 2012, entitled “Amerigon Announces Proposed Public Offering of Common Stock.”

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.

AMERIGON INCORPORATED

Date: March 19, 2012

By: _____ /s/ BARRY G. STEELE
Barry G. Steele,
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 19, 2012, entitled "Amerigon Announces Proposed Public Offering of Common Stock."



NEWS RELEASE for March 19, 2012 at 4:00 PM ET

Contact: Allen & Caron Inc
Jill Bertotti (investors)
jill@allencaron.com
Len Hall (media)
len@allencaron.com
(949) 474-4300

AMERIGON ANNOUNCES PROPOSED PUBLIC OFFERING OF COMMON STOCK

NORTHVILLE, MICHIGAN (March 19, 2012) . . . Amerigon Incorporated (NASDAQ-GS: ARGN) (“Amerigon” or the “Company”) today announced that it plans to offer shares of its common stock, no par value, in an underwritten public offering. The offering is being made pursuant to a “shelf” registration statement on Form S-3 (File No. 333-176887) that was filed with the Securities and Exchange Commission, and that was declared effective by the U.S. Securities and Exchange Commission (SEC) on September 28, 2011. The Company plans to grant the underwriters a 30-day option to purchase additional shares of common stock to cover over-allotments, if any. The offering is subject to market conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Amerigon intends to use the net proceeds from this offering to make future redemption installment payments on, and pay dividends on, the Company’s outstanding Series C 8% convertible preferred stock and, to the extent not used for such purposes, to prepay its outstanding debt obligations.

Roth Capital Partners will serve as the sole book-running manager and Craig-Hallum Capital Group will serve as co-manager in the offering.

Copies of the preliminary prospectus supplement and accompanying base prospectus relating to this offering may be obtained from Roth Capital Partners, LLC, 888 San Clemente, Newport Beach, CA 92660, (800) 678-9147 or email: rothecm@roth.com or by accessing the SEC’s website, www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or other jurisdiction.

About Amerigon

Amerigon (NASDAQ-GS:ARGN) is a global developer and marketer of innovative thermal management technologies for a broad range of heating and cooling and temperature control applications. Automotive products based on technologies developed by Amerigon and its majority-owned subsidiary, W.E.T. Automotive Systems AG, include actively heated and cooled seat systems and cup holders, heated and ventilated seat systems, heated seat and steering wheel systems, cable systems and other electronic devices. Its advanced technology team is developing more efficient materials for thermoelectrics and systems for waste heat recovery and electrical power generation for the automotive market that may have far-reaching applications for consumer products as well as

industrial and technology markets. Amerigon has more than 5,000 employees in facilities in the United States, Germany, Mexico, China, Canada, Japan, England, Korea and the Ukraine. For more information, go to www.amerigon.com.

Certain matters discussed in this release are forward-looking statements that involve risks and uncertainties, and actual results may be different. Important factors that could cause the Company's actual results to differ materially from its expectations in this release are risks that sales may not significantly increase, additional financing, if necessary, may not be available, new competitors may arise and adverse conditions in the automotive industry may negatively affect its results. The liquidity and trading price of its common stock may be negatively affected by these and other factors. Please also refer to Amerigon's SEC filings and reports, including, but not limited to, its Form 10-K for the year ended December 31, 2011; all of which are available free of charge on the SEC's website at www.sec.gov. Amerigon expressly disclaims any intent or obligation to update any forward-looking statements.