

**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): March 14, 2007

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))

Sections 1-4. Not applicable.

Section 5. Financial Information

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 14, 2007, the Board of Directors of the Company amended Section 18(a) of the Amerigon Incorporated 2006 Equity Incentive Plan (the "Plan") to provide that the restricted period for non-performance-based restricted stock awards that are granted to Plan participants who elect to receive such awards in lieu of a cash bonus shall not be less than one year. Under the previously existing terms of the Plan, the minimum restricted period for such awards was three years. The full text of the amendment is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On March 14, 2007, the Board of Directors of the Company amended Article VIII, Section 4 of the Company's Bylaws to allow for the issuance of uncertificated shares. The full text of the amendment is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Sections 6-8. Not applicable.

Section 9. Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

Exhibit 3.1 First Amendment to the Bylaws of Amerigon Incorporated

Exhibit 10.1 Second Amendment to the Amerigon Incorporated 2006 Equity Incentive Plan

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

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

Date: March 20, 2007

Exhibit Index

- 3.1 First Amendment to the Bylaws of Amerigon Incorporated
- 10.1 Second Amendment to the Amerigon Incorporated 2006 Equity Incentive Plan

**FIRST AMENDMENT TO THE BYLAWS OF
AMERIGON INCORPORATED**

Article VIII, Section 4 of the Corporation's Bylaws is hereby amended and restated in its entirety to read as follows:

“Section 4. Certificates for Shares

Shares of the capital stock of the Corporation may be certificated or uncertificated. Each shareholder, upon written request to the transfer agent or registrar of the Corporation, shall be entitled to a certificate of the capital stock of the Corporation in such form as may from time to time be prescribed by the Board of Directors. All certificates shall be signed in the name of the Corporation by the Chairman of the Board or Vice-Chairman of the Board or the President or Vice-President and by the Chief Financial Officer or an Assistant Treasurer or the Secretary or any Assistant Secretary, certifying the number of shares and the class or series of shares owned by the shareholder. Any or all of the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed, or whose facsimile signature has been placed on, a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue. Subject to any applicable restrictions on transfer and unless otherwise provided by the Board of Directors, shares of the capital stock of the Corporation may be transferred only on the books of the Corporation, if such shares are certificated, by the surrender to the Corporation or its transfer agent of the certificate therefore properly endorsed or accompanied by a written assignment or power of attorney properly executed, with transfer stamps (if necessary) affixed, or upon proper instructions from the holder of uncertificated shares, in each case with such proof of the authenticity of signature as the Corporation or its transfer agent may reasonably require.”

**SECOND AMENDMENT TO THE
AMERIGON INCORPORATED 2006 EQUITY INCENTIVE PLAN**

The last sentence of Section 18(a) of the Plan is hereby amended to read in its entirety as follows:

“Notwithstanding the foregoing, (i) the restricted period for non-performance-based restricted stock awards (excluding those awards described in (iii) below) shall not be less than three years, (ii) the restricted period for performance-based restricted stock awards shall not be less than one year and (iii) the restricted period for non-performance-based restricted stock awards that are granted to Participants who elect to receive such awards in lieu of a cash bonus shall not be less than one year.”