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)	April 28, 1997		
	AMERIGON INCORPORATED			
(Exact Name of Issuer as Specified in its Charter)				
California	0-21810	95-431855-4		
(State or Other Jurisdiction of Incorporation Identification or Organization)	(Commission File Number)	(IRS Employer Identification Number)		
404 East Huntington Drive, Monrovia, California		91016		
(Address of Principal Executive Offices)		(Zip Code)		
(Registrant's telephone number, including area code) (818) 932-1200				
(Former Name or Former Address, if Changed Since Last Report)				

ITEM 5. OTHER EVENTS

On April 28, 1997, Amerigon Incorporated (the "Company") reported 1997 first quarter results for the period ended March 31, 1997.

Revenues for the first quarter of 1997 decreased by \$2,658,000, or approximately 87%, to \$396,000, from \$3,054,000 for the quarter ended March 31, 1996. The decrease in revenues is due principally to the fact that the Company substantially completed work on its major electric vehicle development contract with Samsung Heavy Industries Co., Ltd., Kihung R&D Center and its corporate affiliates prior to the first quarter of 1997 and did not obtain any replacement development contracts during the first quarter of 1997.

The Company reported a first quarter 1997 net loss of \$1,941,000, or a loss of \$.30 per share, compared with a net loss of \$620,000, or a loss of \$.15 per share, reported for the year ago first quarter.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

The following exhibits are filed as part of this Report:

- 99.1 Condensed Balance Sheet of Amerigon Incorporated as of March 31, 1997 (unaudited), and December 31, 1996; and
- 99.2. Condensed Statement of Operations (unaudited) of Amerigon Incorporated for the three months ended March 31, 1997.

SIGNATURES

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

Dated: April 28, 1997 AMERIGON INCORPORATED

By /s/ Lon E. Bell

Its Chairman of the Board and Chief Executive Officer

AMERIGON INCORPORATED (A DEVELOPMENT STAGE ENTERPRISE)

CONDENSED BALANCE SHEET (IN THOUSANDS, EXCEPT SHARE DATA)

	DECEMBER 31, 1996	MARCH 31, 1997
ASSETS		(UNAUDITED)
Current Assets: Cash and cash equivalents Accounts receivable less allowance of \$80 Unbilled revenue Inventories, primarily raw materials Prepaid expenses and other assets	1,188 1,157 20 744	20 215
Total current assets	3,312	14,027
Property and Equipment, net		543
Total Assets	\$ 3,922	\$14,570
LIABILITIES AND SHAREHOLDERS' EQUITY Current Liabilities:		
Accounts payable Deferred revenue Accrued liabilities Note payable to shareholder Loan and Debentures payable Bank loan payable	154 519 200 3,000 1,187	\$ 509 239 618 - -
Total current liabilities	6,627	
Long Term Portion of Lease Liability	43	
Shareholders' Equity: Preferred stock, no par value; 5,000,000 shares authorized, none issued and outstanding Common stock: Class A -no par value; 40,000,000 shares authorized, 9,542,500, and 4,069,000 issued and outstanding at March 31, 1997, and December 31, 1996, respectively (An additional 3,000,000 shares held		
in escrow) Class B -no par value; 3,000,000 shares authorized, none issued and outstanding	17,321	28,408
Class A Warrants Contributed capital Deficit accumulated during development stage	3,115 (23,184)	6,767 3,115 (25,125)
Total shareholders' equity	(2,748)	
Total Liabilities and Shareholders' Equity	\$ 3,922	\$14,570

AMERIGON INCORPORATED (A DEVELOPMENT STAGE ENTERPRISE)

CONDENSED STATEMENT OF OPERATIONS (IN THOUSANDS, EXCEPT PER SHARE DATA)

	THREE MONTHS ENDED MARCH 31, 1996 1997		1997	
Revenues:	(UNAUDITED)		(UNAUDITED)	
Development contracts and related grants Grants	\$3,054 -	\$384 12	\$16,313 6,168	
Total revenues	3,054	396	22,481	
Costs and Expenses: Direct development contract and related grant costs Direct grant costs	2,771 -	869 28	19,187 4,760	
Research and development Selling, general and administrative,	384	256	9,043	
including reimbursable expenses	555 	794 	14,581 	
Total Costs and Expenses	3,710	1,947	47,571	
Operating Loss	(656)	(1,551)	(25,090)	
Interest Income Interest Expense	36	67 (117)	633 (328)	
Net Loss Before Extraordinary Item Extraordinary Loss on Extinguishment of Debt	(620)	(1,601)		
Net Loss	(\$620)		(\$25,125)	
Net Loss Per Share Before Extraordinary Item	(\$0.15)	(\$0.25)		
Net Loss Per Share	(\$0.15) 	(\$0.30) 		
Weighted Average Number Of Shares Outstanding	4,050	6,488		