SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Schumacher Darren	GENTHERM Inc [THRM]	

(Last) (First) (Middle)
21680 HAGGERTY ROAD
SUITE 101

(Street)
NORTHVILLE MI 48167

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2015

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

VP Product Development

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/18/2015		A		10,000[(1)]	A	$41.69	24,000	D	
Common Stock	02/19/2015		F		1,823	D	$41.5	22,177	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	$41.69	02/18/2015		A		30,000		02/18/2016[(2)]	02/18/2022	Common Stock	30,000	$0.00	30,000[(3)]	D	

Explanation of Responses:

1. The shares represent Restricted Common Stock issued under the 2013 Equity Incentive Plan that have been granted to the Reporting Person. The shares vest in three portions; 3,334 on February 18,2016, 3,333 on February 18, 2017 and 3,333 on February 18, 2018.

2. Purchase option shares become exercisable in four installments; 7,500 shares on February 18, 2016, 7,500 shares on February 18, 2017, 7,000 shares on February 18, 2018 and 7,500 shares on February 18, 2019.

3. The amount represents the total number of derivative securities Beneficially Owned of the class shown (i.e. the same exercise price and expiration date). The Reporting Person owns a total of 110,000 Options to Purchase Common Stock of varying classes (i.e. varying exercise prices and expiration dates).

Remarks:

/s/ Darren Schumacher   02/19/2015

** Signature of Reporting Person   Date