SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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

3235-0287 OMB Number: Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol GENTHERM Inc [THRM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Schumacher Darren			X	Director Officer (give title	10% Owner Other (specify			
(Last) (First) (Middle) 21680 HAGGERTY ROAD SUITE 101		3. Date of Earliest Transaction (Month/Day/Year) 02/18/2015		below) VP Product De	below) velopment			
	48167 Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting 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)	Transaction Code (Instr.		4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock	02/18/2015		Α		10,000 ⁽¹⁾	Α	\$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. Transa Code (8)				6. Date Exerci Expiration Dat (Month/Day/Ye	e	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 Benefically 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

** Signature of Reporting Person

02/19/2015 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.