

**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): May 21, 2020**

**GENTHERM INCORPORATED**

(Exact name of registrant as specified in its charter)

**Michigan**  
(State or other jurisdiction  
of incorporation)

**0-21810**  
(Commission  
File Number)

**95-4318554**  
(IRS Employer  
Identification No.)

**21680 Haggerty Road, Northville, MI**  
(Address of principal executive offices)

**48167**  
(Zip Code)

**Registrant's telephone number, including area code: (248) 504-0500**

**Former name or former address, if changed since last report: N/A**

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 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, no par value</b>	<b>THRM</b>	<b>Nasdaq</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

**Amendment to Gentherm Incorporated 2013 Equity Incentive Plan**

On May 21, 2020, the shareholders of Gentherm Incorporated (the “Company”) approved an amendment (the “Amendment”) to the Gentherm Incorporated 2013 Equity Incentive Plan (as previously amended, the “2013 Equity Plan”). The Amendment (i) increases by 2,450,000 the maximum number of shares of common stock that may be issued pursuant to awards granted under the 2013 Equity Plan and (ii) provides limits on the total value of annual compensation for any non-employee director in each calendar year.

Prior to the Amendment, the 2013 Equity Plan provided for shares of common stock available for issuance (the “Share Limit”) equal to the sum of (i) 5,500,000 shares, plus (ii) the number of shares of common stock that, as of the effective date of the 2013 Equity Plan, were subject to awards granted under the Gentherm Incorporated 2006 Equity Incentive Plan (the “Previous Plan”) and that, after the effective date of the 2013 Equity Plan, expire or are terminated, surrendered or canceled without the delivery of any shares of stock, in the case of options, or are forfeited or reacquired by the Company in accordance with the terms of the Previous Plan, in the case of unvested restricted stock awards. The Amendment increases the Share Limit by 2,450,000 shares.

Prior to the Amendment, there was no dollar limit on either cash compensation paid, or equity awards granted, to non-employee directors. The Amendment provides that the sum of any cash compensation received for service as an outside director of the Company and the grant date fair value (determined in accordance with U.S. generally accepted accounting principles) of all equity awards granted for service as an outside director of the Company shall not exceed \$600,000 in any calendar year for any individual outside director.

Except as amended by the Amendment, the other terms of the 2013 Equity Plan remain in full force and effect. A description of the terms of the 2013 Equity Plan is included in the Company’s definitive proxy statement for the 2020 annual meeting of shareholders filed with the Securities and Exchange Commission on April 21, 2020.

The Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Company’s annual meeting of shareholders of held on May 21, 2020, the Company’s shareholders: elected seven directors, each to serve for a one-year term until the 2021 annual meeting of shareholders or until a successor has been duly elected and qualified, or until such director’s earlier resignation, retirement or other termination of service; ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2020; approved (on an advisory basis) the compensation of the Company’s named executive officers; and approved the Amendment.

The final results of the voting are shown below.

**Proposal No. 1 – Election of directors**

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Sophie Desormière	29,671,687	643,948	1,284,540
Phillip M. Eyler	30,151,990	163,645	1,284,540
Yvonne Hao	29,627,440	688,195	1,284,540
Ronald Hundzinski	30,051,376	264,259	1,284,540
Charles Kummeth	30,049,870	265,765	1,284,540
Byron Shaw II	30,049,935	265,700	1,284,540
John Stacey	29,672,500	643,135	1,284,540

**Proposal No. 2 – Ratification of appointment of Ernst & Young LLP as independent registered public accounting firm for the year ended December 31, 2020**

<u>For</u>	<u>Against</u>	<u>Abstain</u>
31,524,046	73,999	2,130

**Proposal No. 3 – Approval (on an advisory basis) of named executive officer compensation**

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
25,246,769	5,025,322	43,544	1,284,540

**Proposal No. 4 – Approval of the Amendment**

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
27,812,509	2,497,503	5,623	1,284,540

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
10.1	<a href="#">Amendment to the Gentherm Incorporated 2013 Equity Incentive Plan, effective as of May 21, 2020</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

**GENTHERM INCORPORATED**

By: /s/ Wayne Kauffman

Wayne Kauffman

Vice President and General Counsel

Date: May 26, 2020

**Second Amendment to  
GENTHERM INCORPORATED  
2013 EQUITY INCENTIVE PLAN**

The Gentherm Incorporated 2013 Equity Incentive Plan (as amended, the “Plan”) is amended by this Second Amendment (this “Second Amendment”) in the following respects, effective from and after the date this Second Amendment is approved by the shareholders of Gentherm Incorporated, in accordance with Sections 26 and 27 of the Plan. Following such effective date, any reference to the “Plan” shall mean the Plan, as further amended by this Second Amendment. All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan.

1. Section 5(a) of the Plan is hereby deleted and replaced in its entirety with the following:

“The maximum number of shares of stock which may be issued pursuant to Awards granted under the Plan or with respect to which Awards may be granted under the Plan shall not exceed in the aggregate the sum of (i) 7,950,000 shares of Common Stock of the Corporation, plus (ii) the number of shares of Common Stock of the Corporation that, as of the effective date of the Plan were subject to awards granted under the Gentherm Incorporated 2006 Equity Incentive Plan and that, on or after the effective date of the Plan, expire or are terminated, surrendered, or canceled without the delivery of any shares of Common Stock in the case of options, or are forfeited or reacquired by the Corporation, in accordance with the terms of the 2006 Equity Incentive Plan, in the case of unvested restricted stock awards (in each case, subject to adjustments as provided in this Paragraph 5) (the “Share Limit”).”

2. Section 18(i) of the Plan is hereby amended by adding the following to the end of such section:

“Notwithstanding any provision to the contrary in the Plan or in any other agreement, plan, policy or program regarding the compensation of outside directors, the sum of any cash compensation received for service as an outside director of the Corporation and the grant date fair value (determined in accordance with U.S. general accepted accounting principles) of all Awards granted to any individual outside director for service as an outside director of the Corporation shall not exceed \$600,000 in any calendar year (the “Outside Director Limit”).”

3. The second paragraph of Section 27 is hereby amended deleted and replaced in its entirety with the following:

“For the purpose of conforming to any changes in applicable law or governmental regulations, or for any other lawful purpose, the Board shall have the right, without approval of the shareholders of the Corporation, to amend or revise the terms of the Plan at any time; provided however, that no such amendment or revision shall (i) with respect to the Plan, increase the maximum number of shares in the aggregate which are subject to the Plan or with respect to which Awards may be made to individual Participants (subject in each case, however, to the provisions of Paragraph 5), materially change the class of persons eligible to be Participants under the Plan, establish additional and different business criteria on which performance goals applicable to performance share awards or performance-based restricted stock or restricted stock unit awards are based, materially increase the benefits accruing to Participants under the Plan, or increase the Outside Director Limit contained in Paragraph 18(i) of the Plan without approval or ratification of the shareholders of the Corporation; or (ii) with respect to an Award previously granted under the Plan, except as otherwise specifically provided in the Plan, adversely affect the rights grant under any such Award without the consent of the holder thereof.”

4. This Second Amendment shall be and is hereby incorporated into and forms a part of the Plan. Except as expressly provided herein, all terms and conditions of the Plan shall remain in full force and effect.