
**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): December 7, 2018

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 (I.R.S. 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))

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.

On December 7, 2018, Gentherm Incorporated (the “Company”) and Phillip Eyler, President and Chief Executive Officer of the Company (“Eyler”), executed an Amendment to Employment Terms (the “Eyler Amendment”) to amend the Offer of Employment entered into by and between the Company and Eyler on September 18, 2017 (the “Employment Contract”). The Amendment eliminates the Company’s obligation to provide Eyler with a tax gross-up payment in connection with a Change in Control (as defined in the Employment Contract) or otherwise.

A copy of the Eyler Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The above description of the material terms of the Eyler Amendment is qualified in its entirety by reference to such exhibit.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 10.1 [Amendment to Employment Terms between Gentherm Incorporated and Phillip Eyler dated as of December 7, 2018](#)

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/ Kenneth J. Phillips
Kenneth J. Phillips
Vice-President and General Counsel

Date: December 7, 2018

AMENDMENT TO EMPLOYMENT TERMS

This AMENDMENT TO EMPLOYMENT TERMS (this “Amendment”) is made and entered into as of December 7, 2018, by and between Phillip Eyler (“Eyler”), and Gentherm Incorporated (“Gentherm”). Eyler and Gentherm are referred to herein each as a “Party” and, collectively, as the “Parties.”

RECITALS

- A. Eyler and Gentherm executed an Offer of Employment on September 18, 2017 (the “Employment Agreement”).
- B. The Parties have agreed to amend the Employment Agreement as set forth in this Amendment.

NOW THEREFORE, in consideration of the mutual promises and covenants contained in this Amendment, and other valuable consideration, the Parties agree as follows:

1. Removal of Tax Gross-Up. The Employment Agreement is hereby amended as follows:

Section 25 of the Employment Agreement entitled “Sections 280G and 4999 of the Code” is hereby deleted in its entirety. Eyler acknowledges and agrees that the obligations of Gentherm under such Section 25 have not been triggered to date and that Gentherm shall have no obligations under such Section 25 whatsoever.

2. No Other Modifications. Except as expressly set forth in this Amendment, the Employment Agreement remains unmodified, in full force and effect.

IN WITNESS WHEREOF, the Parties have caused this Amendment to Employment Terms to be executed as of the date first written above.

GENTHERM INCORPORATED

By: /s/ Kenneth J. Phillips
Kenneth J. Phillips
Executive Vice-President and
General Counsel

/s/ Phillip Eyler
Phillip Eyler