## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **FORM 10-K/A**

(Amendment No. 1)

(Mark One)

Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

for the fiscal year ended December 31, 2012

or

□ Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

for the transition period from\_\_\_\_\_ to\_\_\_\_\_

Commission file number 0-21810

# **GENTHERM INCORPORATED**

(Exact name of registrant as specified in its charter)

Michigan (State or other jurisdiction of incorporation or organization) 95-4318554 (I.R.S. Employer Identification No.)

> 48167 (Zip Code)

21680 Haggerty Road, Ste. 101, Northville, MI (Address of principal executive offices)

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

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

Title of each class Common Stock <u>Name of each exchange on which registered</u> The NASDAQ Global Select Stock Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes 🗆 No 🗵

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes 🗆 No 🖂

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  $\boxtimes$  No  $\square$ 

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes 🗵 No 🗆

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

 Large accelerated filer
 □
 Accelerated filer
 ⊠

 Non-accelerated filer
 □
 Smaller reporting company
 □

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes 🗆 No 🗵

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant, computed by reference to the average bid and asked prices of such Common Stock as of the last business day of the registrant's most recently completed second fiscal quarter, June 30, 2012, was \$330,154,000. For purposes of this computation, the registrant has excluded the market value of all shares of its Common Stock reported as being beneficially owned by executive officers and directors and holders of more than 10% of the Common Stock on a fully diluted basis of the registrant; such exclusion shall not, however, be deemed to constitute an admission that any such person is an "affiliate" of the registrant.

As of March 15, 2013, there were 33,206,494 issued and outstanding shares of Common Stock of the registrant.

#### EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this "Amendment") amends our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, that was filed with the Securities and Exchange Commission on March 15, 2013 (the "Original Filing"). The sole purpose of this Amendment is to correct the dates of the signatures of directors signing the Original Filing. The Original Filing was signed by the directors of the Company on March 15, 2013; however, the typeset signature page to the Original Filing incorrectly showed the dates of such signatures as March 15, 2012 due to a typographical error in production. In order to correct the error, the required conforming signatures are included with this Amendment.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this Form 10-K/A also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

Except as described above, no other changes are made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing or the dates specified therein. Unless expressly stated, this Amendment does not reflect events occurring after the filing of the Original Filing, nor does it modify or update in any way the disclosures contained in the Original Filing.

#### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report:

Exhibit <u>Number</u>	Description
31.1	Certification of Chief Executive Officer Required by Rule 13a-14(a)/15d-14(a)
31.2	Certification of Chief Financial Officer Required by Rule 13a-14(a)/15d-14(a)

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### **GENTHERM INCORPORATED**

By: /s/ DANIEL R. COKER

Daniel R. Coker Chief Executive Officer

Date: March 15, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Each person whose signature appears below hereby authorizes Daniel R. Coker and Barry G. Steele, or any of them, as attorneys-in-fact to sign on his behalf, individually, and in each capacity stated below, and to file all amendments and/or supplements to this Annual Report on Form 10-K.

/s/ DANIEL R. COKER       Director, President and Chief Executive Officer (Principal Executive March 15, 2013 Officer)         /s/ BARRY G. STEELE       Chief Financial Officer (Principal Financial Officer and Principal BARRY G. STEELE         /s/ OSCAR B. MARX III       Director, Chairman of the Board         /s/ LEWIS BOOTH       Director         /s/ FRANCOIS J. CASTAING       Director	Signature	Capacity	Date
/s/ BARRY G. STEELE       Chief Financial Officer (Principal Financial Officer and Principal March 15, 2013 Accounting Officer)         /s/ OSCAR B. MARX III       Director, Chairman of the Board       March 15, 2013         /s/ LEWIS BOOTH       Director       March 15, 2013         /s/ FRANCOIS J. CASTAING       Director       March 15, 2013	/S/ DANIEL R. COKER	Director, President and Chief Executive Officer (Principal Executive	March 15, 2013
BARRY G. STEELE     Accounting Officer)       /s/ OSCAR B. MARX III     Director, Chairman of the Board       OSCAR B. MARX III     Director, Chairman of the Board       /s/ Lewis BOOTH     Director       Lewis BOOTH     Director       /s/ FRANCOIS J. CASTAING     Director	DANIEL R. COKER	Officer)	
BARRY G. STEELE     Accounting Officer)       /s/ OSCAR B. MARX III     Director, Chairman of the Board       OSCAR B. MARX III     Director, Chairman of the Board       /s/ LEWIS BOOTH     Director       /s/ FRANCOIS J. CASTAING     Director	/s/ Barry G. Steele		March 15, 2013
OSCAR B. MARX III     Director, Chairman of the Board     March 15, 2013       /s/ LEWIS BOOTH     Director     March 15, 2013       /s/ FRANCOIS J. CASTAING     Director	BARRY G. STEELE		
OSCAR B. MARX III     March 15, 2013       /s/ Lewis Booth     Director       /s/ FRANCOIS J. CASTAING     Director	/s/ Oscar B. Marx III	- Director, Chairman of the Board	
LEWIS BOOTH Director March 15, 2013 /s/ FRANCOIS J. CASTAING Director	OSCAR B. MARX III		March 15, 2013
LEWIS BOOTH Director March 15, 2013 /s/ FRANCOIS J. CASTAING Director	/s/ I ewis Booth	- Director	
Director			March 15, 2013
Director	C EDANCOIS I CASTAINC		
	FRANCOIS J. CASTAING FRANCOIS J. CASTAING	Director	March 15, 2013
/s/ SOPHIE DESORMIERE     Director       SOPHIE DESORMIERE     March 15, 2013		- Director	March 15, 2013
			Watch 15, 2015
/s/ JOHN M. DEVINE Director		- Director	
JOHN M. DEVINE March 15, 2013	JOHN M. DEVINE		March 15, 2013
/s/ JAMES D. DONLON, III Director		– Director	
JAMES D. DONLON, III March 15, 2013	JAMES D. DONLON, III		March 15, 2013
/s/ MAURICE E.P. GUNDERSON	/s/ MAURICE E.P. GUNDERSON	- Director	
MAURICE E.P. GUNDERSON March 15, 2013	MAURICE E.P. GUNDERSON		March 15, 2013
/s/ Carlos Mazzorin	/s/ Carlos Mazzorin	- Director	
CARLOS MAZZORIN Director March 15, 2013	CARLOS MAZZORIN		March 15, 2013

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### **GENTHERM INCORPORATED**

By: /s/ DANIEL R. COKER

Daniel R. Coker Chief Executive Officer

Date: May 3, 2013

#### CERTIFICATION

I, Daniel R. Coker, certify that:

1. I have reviewed this annual report on Form 10-K/A of Gentherm Incorporated; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

/s/ Daniel R. Coker

Daniel R. Coker President & Chief Executive Officer May 3, 2013

#### CERTIFICATION

I, Barry G. Steele, certify that:

- 1. I have reviewed this annual report on Form 10-K/A of Gentherm Incorporated; and
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

/s/ Barry G. Steele

Barry G. Steele Chief Financial Officer May 3, 2013