

Thermon Group Holdings, Inc.
 Form 4
 November 12, 2014

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sorrentino Charles A

2. Issuer Name and Ticker or Trading Symbol
 Thermon Group Holdings, Inc.
 [THR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 10201 NORTH LOOP EAST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2014

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

HOUSTON, TX 77029

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|--------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock ⁽¹⁾ | 10/01/2014 | | A | | 571 | A | \$ 0 | 34,367 | D |
| Common Stock ⁽²⁾ | 11/11/2014 | | S | | 1,000 | D | \$ 25.38 | 33,367 | D |

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 5.2 | | | | | 05/04/2011 ⁽³⁾ 10/27/2020 | Common Stock | 16,358 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sorrentino Charles A 10201 NORTH LOOP EAST HOUSTON, TX 77029 | | X | | |

Signatures

/s/ Charles Sorrentino by Sarah Alexander as attorney in fact 11/12/2014

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

- Equity awarded pursuant to the Issuer's Director Compensation Program. Each of the Issuer's non-executive directors will receive a total of \$55,000 of the Issuer's common stock per year to be awarded in quarterly installments. The number of shares subject to each award
- (1) will be determined by dividing \$13,750 by the market closing price per share of common stock as reported on the New York Stock Exchange on each of (a) the date of the Issuer's annual stockholder meeting, (b) October 1, (c) January 1 and (d) April 1 (or the next trading day if such date is not a trading day). Each equity award is 100% vested on the grant date.
 - (2) Transaction pursuant to a Rule 10b5-1 Plan.
 - (3) Options vested and became fully exercisable in connection with the Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.