

Thermon Group Holdings, Inc.
 Form 4
 May 25, 2016

FORM 4

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

OMB APPROVAL

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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 *
PETERSON JAY

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)
 100 THERMON DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

SAN MARCOS, TX 78666

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 24,470 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Performance Units <u>(1)</u> | \$ 0 | 05/18/2016 | | D | 2,697 | 03/31/2014 ⁽¹⁾ 03/31/2016 ⁽¹⁾ | Common Stock |
| Performance Units <u>(2)</u> | \$ 0 | 05/20/2016 | | A | 3,234 | 03/31/2019 ⁽²⁾ 03/31/2019 ⁽²⁾ | Common Stock |
| Performance Units <u>(3)</u> | \$ 0 | 05/20/2016 | | A | 6,469 | 03/31/2019 ⁽³⁾ 03/31/2019 ⁽³⁾ | Common Stock |
| Restricted Stock Units <u>(4)</u> | \$ 0 | 05/20/2016 | | A | 6,469 | 05/20/2017 ⁽⁴⁾ 05/20/2019 ⁽⁴⁾ | Common Stock |
| Performance Units <u>(5)</u> | \$ 0 | | | | | 03/31/2017 ⁽⁵⁾ 03/31/2017 ⁽⁵⁾ | Common Stock |
| Performance Units <u>(6)</u> | \$ 0 | | | | | 03/31/2018 ⁽⁶⁾ 03/31/2018 ⁽⁶⁾ | Common Stock |
| Restricted Stock Units <u>(7)</u> | \$ 0 | | | | | 08/01/2014 ⁽⁷⁾ 08/01/2016 ⁽⁷⁾ | Common Stock |
| Restricted Stock Units <u>(8)</u> | \$ 0 | | | | | 07/31/2015 ⁽⁸⁾ 07/31/2017 ⁽⁸⁾ | Common Stock |
| Restricted Stock Units <u>(9)</u> | \$ 0 | | | | | 07/30/2016 ⁽⁹⁾ 07/30/2018 ⁽⁹⁾ | Common Stock |
| Stock Option (Right to Buy) <u>(10)</u> | \$ 12 | | | | | 05/04/2012 ⁽¹⁰⁾ 05/04/2021 ⁽¹⁰⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERSON JAY 100 THERMON DRIVE SAN MARCOS, TX 78666 | | | Chief Financial Officer | |

Signatures

/s/ Jay Peterson by Sarah Alexander as attorney
in fact

05/25/2016

__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).

(1) On August 1, 2013, the reporting person was granted a performance unit award vesting in equal annual installments on March 31, 2014, 2015 and 2016, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares. On May 18, 2016, the Issuer's Compensation Committee reviewed the Company's relative total shareholder return performance during the applicable performance period and determined that zero shares were earned in settlement of the award for the period beginning August 1, 2013 and ending March 31, 2016.

(2) On May 20, 2016, the reporting person was granted a performance unit award vesting on March 31, 2019, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.

(3) On May 20, 2016, the reporting person was granted a performance unit award vesting on March 31, 2019, subject to the Issuer's adjusted EBITDA performance goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.

(4) On May 20, 2016, the reporting person was granted a restricted stock unit award. Each restricted stock unit represents the right to receive, at settlement, one share of the Issuer's common stock. Award vests in equal annual installments on the first, second and third anniversaries of the grant date. The number of shares reflected in this filing represents unvested restricted stock units.

(5) On July 31, 2014, the reporting person was granted a performance unit award vesting on March 31, 2017, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.

(6) On July 30, 2015, the reporting person was granted a performance unit award vesting on March 31, 2018, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.

(7) On August 1, 2013, the reporting person was granted a restricted stock unit award. Each restricted stock unit represents the right to receive, at settlement, one share of the Issuer's common stock. Award vests in equal annual installments on the first, second and third anniversaries of the grant date. The number of shares reflected in this filing represents unvested restricted stock units.

(8) On July 31, 2014, the reporting person was granted a restricted stock unit award. Each restricted stock unit represents the right to receive, at settlement, one share of the Issuer's common stock. Award vests in equal annual installments on the first, second and third anniversaries of the grant date. The number of shares reflected in this filing represents unvested restricted stock units.

(9) On July 30, 2015, the reporting person was granted a restricted stock unit award. Each restricted stock unit represents the right to receive, at settlement, one share of the Issuer's common stock. Award vests in equal annual installments on the first, second and third anniversaries of the grant date. The number of shares reflected in this filing represents unvested restricted stock units.

(10) On May 4, 2011, the reporting person was granted a stock option award vesting in equal annual installments on the first, second, third, fourth and fifth anniversaries of the award. The number of options reflected in this filing represents unexercised options.

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

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