

Thermon Group Holdings, Inc.

Form 4

April 28, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thames Bruce

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)
04/27/2016

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

SAN MARCOS, TX 78666

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)
Common Stock	04/27/2016		M	(A) or (D) 17,500 (1)	\$ 0	17,500	D
Common Stock	04/27/2016		F	(A) or (D) 4,755 (2)	\$ 0	12,745	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	04/27/2016		M	17,500	04/27/2016 ⁽³⁾ 04/27/2016 ⁽³⁾	Common Stock
Restricted Stock Units	\$ 0					07/30/2016 ⁽⁴⁾ 07/30/2018 ⁽⁴⁾	Common Stock
Performance Units	\$ 0					03/31/2018 ⁽⁵⁾ 03/31/2018 ⁽⁵⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thames Bruce 100 THERMON DRIVE SAN MARCOS, TX 78666	X		President & CEO	

Signatures

/s/ Bruce Thames by Sarah Alexander as attorney
in fact

04/28/2016

__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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (2) Shares withheld by Issuer to satisfy applicable withholding tax upon vesting of restricted stock units.
- (3) On April 27, 2015, the reporting person was granted a restricted stock unit award vesting on the first anniversary of the award.
- (4) On July 30, 2015, the reporting person was granted a restricted stock unit award vesting in equal annual installments on the first, second and third anniversaries of the award.
- (5) On July 30, 2015, the reporting person was granted a performance unit award vesting on March 31, 2018. The actual number of shares earned in settlement of the award depends on the achievement of certain predetermined performance goals and ranges from 0% below target to 200% at maximum. The number of shares reflected on this filing represents the remaining unvested performance units at the target performance level.

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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