GEORGE MARCUS J
Form 4/A
March 20, 2012

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGE MARCUS J

(Last) (First) (Middle)

10 SOUTH WACKER DRIVE

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
05/10/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/10/2011		S		4,305,008	D	$ 11.16 (1)	9,552,017	I	See Footnote (2)
Common Stock (4)	05/10/2011		J		72,458	D	$ 0	9,479,559	I	See Footnote (3)
Common Stock (5)	05/10/2011		P		3,000	A	$ 12	3,842	D	

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

Persons who respond to the collection of information contained in this form are not

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEORGE MARCUS J 10 SOUTH WACKER DRIVE CHICAGO, IL 60606	X	X		

Signatures

/s/ Marcus George, by Sarah Alexander as attorney-in-fact	03/20/2012
**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) This amount represents the $12.00 initial public offering price per share less the underwriting discount of $0.84 per share.

(2) CHS Private Equity V LP is the record holder of these securities. Reporting person is a limited partner of CHS Management V LP, which is the general partner of CHS Private Equity V LP. Reporting person disclaims beneficial ownership of the securities except to the extent of a pecuniary interest therein.

(3) CHS Private Equity V LP made a distribution of the net proceeds received by it from the initial public offering of the Issuer to its partners. CHS Management V LP, its general partner, elected to receive a portion of its distribution in the form of the Issuer's common stock and received 72,458 shares in respect thereof. Reporting person has a direct interest in 842 of those shares. Reporting person disclaims beneficial ownership of the other 71,616 shares distributed to CHS Management V LP, except to the extent of a pecuniary interest therein.

(4) This transaction was omitted from the reporting person's original Form 4.

(5) These shares were omitted from the reporting person's original Form 4.

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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Explanation of Responses: