

Thermon Group Holdings, Inc.
 Form 4
 April 28, 2016

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 *
 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
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price (A) | | |
| Common Stock | 04/27/2016 | | M | | 17,500 <u>(1)</u> | A | \$ 0 17,500 D |
| Common Stock | 04/27/2016 | | F | | 4,755 <u>(2)</u> | D | \$ 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 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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