

Thames Bruce  
Form 4  
January 04, 2019

**FORM 4**

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

OMB APPROVAL

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

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)  
05/16/2018

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)
				(A) or (D)	Price		
Common Stock <u>(1)</u>	05/20/2018		M	4,313	A \$ 0	22,993	D
Common Stock <u>(2)</u>	05/20/2018		F	1,050	D \$ 24.14	21,943	D
Common Stock <u>(1)</u>	06/19/2018		M	5,753	A \$ 0	27,696	D
Common Stock <u>(2)</u>	06/19/2018		F	1,400	D \$ 23.92	26,296	D
Common Stock <u>(1)</u>	07/30/2018		M	1,929	A \$ 0	28,225	D

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Common Stock (2) 07/30/2018 F 469 D \$ 24.15 27,756 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)

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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units <u>(3)</u>	\$ 0	05/16/2018		A	16,985	06/30/2019 <sup>(3)</sup>	06/30/2021 <sup>(3)</sup>	Common Stock
Restricted Stock Units <u>(4)</u>	\$ 0	05/16/2018		A	5,307	03/31/2020 <sup>(4)</sup>	03/31/2020 <sup>(4)</sup>	Common Stock
Performance Units <u>(5)</u>	\$ 0	05/16/2018		A	7,209	03/31/2021 <sup>(5)</sup>	03/31/2021 <sup>(5)</sup>	Common Stock
Performance Units <u>(6)</u>	\$ 0	05/16/2018		A	16,985	03/31/2021 <sup>(6)</sup>	03/31/2021 <sup>(6)</sup>	Common Stock
Performance Units <u>(7)</u>	\$ 0	05/16/2018		A	5,307	03/31/2020 <sup>(7)</sup>	03/31/2020 <sup>(7)</sup>	Common Stock
Performance Units <u>(8)</u>	\$ 0	05/16/2018		D	11,676	03/31/2018 <sup>(8)</sup>	03/31/2018 <sup>(8)</sup>	Common Stock
Restricted Stock Units <u>(9)</u>	\$ 0	05/20/2018		M	4,313	05/20/2017 <sup>(9)</sup>	05/20/2019 <sup>(9)</sup>	Common Stock
Restricted Stock Units <u>(10)</u>	\$ 0	06/19/2018		M	5,753	06/19/2018 <sup>(10)</sup>	06/19/2020 <sup>(10)</sup>	Common Stock
Restricted Stock Units <u>(11)</u>	\$ 0	07/30/2018		M	1,929	07/30/2016 <sup>(11)</sup>	07/30/2018 <sup>(11)</sup>	Common Stock
Performance	\$ 0					03/31/2019 <sup>(12)</sup>	03/31/2019 <sup>(12)</sup>	Common Stock

Units <sup>(12)</sup>

Performance	\$ 0	03/31/2020 <sup>(13)</sup>	03/31/2020 <sup>(13)</sup>	Com
Units <sup>(13)</sup>				Sto

Performance	\$ 0	03/31/2019 <sup>(14)</sup>	03/31/2019 <sup>(14)</sup>	Com
Units <sup>(14)</sup>				Sto

Performance	\$ 0	03/31/2020 <sup>(15)</sup>	03/31/2020 <sup>(15)</sup>	Com
Units <sup>(15)</sup>				Sto

## 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	08/01/2018
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\*\*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 May 16, 2018, 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.
  - (4) On May 16, 2018, 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 cliff vests on March 31, 2020.
  - (5) On May 16, 2018, the reporting person was granted a performance unit award vesting on March 31, 2021, 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 May 16, 2018, the reporting person was granted a performance unit award vesting on March 31, 2021, 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.
  - (7) On May 16, 2018, the reporting person was granted a performance unit award vesting on March 31, 2020, subject to the adjusted EBITDA performance goals of the Thermon Heating Systems, Inc. (subsidiary of the Issuer) 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.
  - (8) 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 performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target

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number of shares. On May 16, 2018, 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 July 30, 2015 and ending March 31, 2018.

- (9) 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.
- (10) On June 19, 2017, 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.
- (11) 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.
- (12) 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.
- (13) On June 19, 2017, the reporting person was granted a performance unit award vesting on March 31, 2020, 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.
- (14) 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.
- (15) On June 19, 2017, the reporting person was granted a performance unit award vesting on March 31, 2020, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The value reflected in this filing is the grant date fair value. The number of shares subject to the award will be determined based on the application of a Monte Carlo simulation. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.

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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