

Thermon Group Holdings, Inc.  
 Form 4  
 June 05, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**ALEXANDER GEORGE P**

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)  
**07/31/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Special Advisor

**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 Indirect Beneficial Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |        |   |
| Common Stock                    | 08/01/2014 <sup>(8)</sup>            |  | M                              |   | 21,687 <sup>(8)</sup>   | A  | \$ 0 76,934   | D      |   |
| Common Stock                    | 03/31/2015 <sup>(9)</sup>            |  | F                              |   | 3,448 <sup>(9)</sup>  | D  | \$ 23.38 <sup>(9)</sup>                               | 73,486 | D   |
| Common Stock                    |                                      |  |                                |   |   |  | 42,252  | I      | by spouse                                     |
| Common Stock                    |                                      |  |                                |   |   |  | 42,252  | I      | by Self, as trustee for the Bridget Alexander |

|                 |        |   |   |
|-----------------|--------|---|---|
| Common<br>Stock | 54,981 | I | Trust<br>by the<br>George<br>Alexander<br>Trust |
|-----------------|--------|---|---|

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying Se<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|---|
|   |  |   |   |                                      |   | Date Exercisable    Expiration<br>Date                         | Title   |
|   |  |   |   | Code                                 | V    (A)    (D)   |  |   |
| Restricted<br>Stock Units                           | \$ 0   | 07/31/2014                              |   | A                                    | 5,013   | <u>(1)</u> <u>(1)</u>  | Common<br>Stock                                   |
| Performance<br>Units                                | \$ 0   | 07/31/2014                              |   | A                                    | 9,567<br><u>(2)</u>   | <u>(2)</u> <u>(2)</u>  | Common<br>Stock                                   |
| Restricted<br>Stock Units                           | \$ 0   | 08/01/2014                              |   | M                                    | 4,562   | <u>(3)</u> <u>(3)</u>  | Common<br>Stock                                   |
| Restricted<br>Stock Units                           | \$ 0   | 08/02/2014                              |   | M                                    | 4,647   | <u>(4)</u> <u>(4)</u>  | Common<br>Stock                                   |
| Performance<br>Units                                | \$ 0   | 05/20/2015                              |   | M                                    | 4,647<br><u>(5)</u>   | <u>(5)</u> <u>(5)</u>  | Common<br>Stock                                   |
| Performance<br>Units                                | \$ 0   | 05/20/2015                              |   | M                                    | 4,563<br><u>(6)</u>   | <u>(6)</u> <u>(6)</u>  | Common<br>Stock                                   |
| Restricted<br>Stock Units                           | \$ 0   | 03/31/2015                              |   | M                                    | 2,506   | <u>(1)</u> <u>(1)</u>  | Common<br>Stock                                   |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 12  | 10/09/2014                              |   | M                                    | 2,000   | 05/04/2014 <sup>(7)</sup> 05/04/2021                           | Common<br>Stock                                   |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |                 |
|---|---------------|-----------|---------|-----------------|
|   | Director      | 10% Owner | Officer | Other           |
| ALEXANDER GEORGE P<br>100 THERMON DRIVE<br>SAN MARCOS, TX 78666 |               |           |         | Special Advisor |

## Signatures

/s/ George Alexander by Sarah Alexander as  
attorney-in-fact

06/05/2015

\_\_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 July 31, 2014, the reporting person was granted a restricted stock unit award that vests in equal installments on March 31, 2015 and 2016.  
  
On July 31, 2014, the reporting person was granted 9,567 performance units which will vest in equal installments on March 31, 2015 and 2016. The underlying shares will only be earned if and to the extent that the Issuer achieves certain predetermined total shareholder return goals for the performance period beginning July 31, 2014 through March 31, 2017. No shares will be earned or issued in settlement of the award until the full performance period has elapsed. The actual number of shares that may vest depends on the Issuer's total shareholder return performance relative to a performance index and ranges from 0% below Target performance, 100% at Target performance and 200% at Maximum performance. The number of shares reflected on this filing represents the Target Award.
- (2) On August 1, 2013, the reporting person was granted a restricted stock unit award that vests in equal annual installments on August 1, 2014, 2015 and 2016.
- (3) On August 2, 2012, the reporting person was granted a restricted stock unit award that vests in equal installments on August 2, 2014 and 2015.  
  
On August 2, 2012, the reporting person was granted performance units. Of the 4,647 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance period ended March 31, 2015, the reporting person actually earned 100.0%, or 4,647 shares. The Compensation Committee certified the achievement of the performance goal on May 20, 2015.
- (4) On August 1, 2013, the reporting person was granted performance units. Of the 4,563 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance period ended March 31, 2015, the reporting person actually earned 116.7%, or 5,325 shares. The Compensation Committee certified the achievement of the performance goal on May 20, 2015.
- (5) Options vest in equal annual installments on May 4, 2014, 2015 and 2016.
- (6) Shares acquired on the vesting of 4,647, 4,562 and 2,506 restricted stock units on 8/2/2014, 8/1/2014 and 3/31/2015, respectively and on the vesting of 9,972 performance units on 3/31/2015.
- (7) 1,267, 1,456 and 725 shares withheld for payment of tax liability on 5/20/2015, 5/20/2015 and 3/31/2015, respectively. The price represents the weighted average market closing price of the shares on the date of vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.