

Thermon Group Holdings, Inc.
Form 4
August 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
PETERSON JAY

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)
05/29/2013

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 05/29/2013 | | M | 2,257 (1) A \$ 0 | 2,257 | D | |
| Common Stock | 05/29/2013 | | F | 617 (2) D \$ 19.8 | 1,640 | D | |
| Common Stock | 08/02/2013 | | M | 2,710 (3) A \$ 0 | 4,350 | D | |
| Common Stock | 08/02/2013 | | F | 1,136 (2) D \$ 20 | 3,214 | D | |

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 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 |
| Performance Units | \$ 0 | 05/29/2013 ⁽⁴⁾ | | M | 2,710 (4) | (4) | (4) | Common Stock |
| Restricted Stock Units | \$ 0 | 08/02/2013 | | M | 2,710 | (5) | (5) | Common Stock |
| Performance Units | \$ 0 | 08/01/2013 | | A | 8,089 (6) | (6) | (6) | Common Stock |
| Restricted Stock Units | \$ 0 | 08/01/2013 | | A | 8,089 | (7) | (7) | Common Stock |
| Stock Option (Right to Buy) | \$ 5.2 | | | | | 05/04/2011 ⁽⁸⁾ | 10/20/2020 | Common Stock |
| Stock Option (Right to Buy) | \$ 9.82 | | | | | 05/04/2011 ⁽⁸⁾ | 03/01/2021 | Common Stock |
| Stock Option (Right to Buy) | \$ 12 | | | | | 05/04/2012 ⁽⁹⁾ | 05/04/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERSON JAY 100 THERMON DRIVE SAN MARCOS, TX 78666 | | | CFO | |

Signatures

/s/ Jay Peterson by Sarah Alexander as
attorney-in-fact

08/06/2013

__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) Shares acquired on the vesting of performance units.
- (2) Shares withheld for payment of tax liability.
- (3) Shares acquired on the vesting of restricted stock units.

On August 2, 2012, the reporting person was granted 8,132 performance units. Of the 2,710 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance period ended March 31, 2013, the reporting person actually earned 83.3% or 2,257 shares. The Compensation Committee certified the achievement of the performance goal on May 29, 2013. The remaining 5,422 Target shares will be eligible to be earned in the performance periods ending March 31, 2014 and March 31, 2015. The actual number of shares that may vest depends on the Issuer's performance and ranges from 0% to 200% of Target.

- (5) On August 2, 2012, the reporting person was granted 8,132 restricted stock units, which vest in equal annual installments on August 2, 2013, 2014 and 2015.

On August 1, 2013, the reporting person was granted 8,089 performance units which will vest in annual installments on March 31, 2014, 2015 and 2016 only upon the Issuer's achievement of predetermined total shareholder return goals. The number of shares reflected on this filing represents the Target Award. The actual number of shares that may vest depends on the Issuer's actual performance relative to its peer group and ranges from 0% below Threshold performance, 50% at Threshold performance, 100% at Target performance and 200% at Maximum performance.

- (6) On August 1, 2013, the reporting person was granted 8,089 restricted stock units which vest in equal annual installments on the first, second and third anniversaries of the grant date.
- (7) Options vested and became fully exercisable in connection with the Issuer's initial public offering.
- (8) Options vest in five equal annual installments beginning on May 4, 2012.

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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