

Thermon Group Holdings, Inc.
 Form 3
 April 10, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DeMartino Geoffrey | | (Month/Day/Year) | Thermon Group Holdings, Inc. [THR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 100 THERMON DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| SAN MARCOS,Â TXÂ 78666 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP Global Corp Development | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 486 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------|---------------------------|------------------|--------------|----------------------|------|-------------------|-----|
| Performance Unit | 03/31/2017 ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 2,609 ⁽¹⁾ | \$ 0 | | D Â |
| Performance Unit | 03/31/2017 ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 5,218 ⁽⁵⁾ | \$ 0 | | D Â |
| Restricted Stock Unit | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 1,334 | \$ 0 | | D Â |
| Restricted Stock Unit | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 1,367 | \$ 0 | | D Â |
| Restricted Stock Unit | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 2,609 | \$ 0 | | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeMartino Geoffrey 100 THERMON DRIVE SAN MARCOS, TX 78666 | Â | Â | Â SVP Global Corp Development | Â |

Signatures

/s/ Geoffrey DeMartino by Gen Li as attorney-in-fact

04/10/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 performance unit award which will vest on March 31, 2017. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest will depend on the Issuer's total shareholder return performance relative to an index and ranges from 0% below Target performance, 100% at Target performance and 200% at Maximum performance.

(2) August 19, 2013, the reporting person was granted a restricted stock unit award; the remaining portion of the award will vest in equal annual installments on August 19, 2015 and 2016.

(3) On July 31, 2014, the reporting person was granted a restricted stock unit award, which will vest in equal annual installments on July 31, 2015, 2016 and 2017.

(4) On September 9, 2014, the reporting person was granted a restricted stock unit award, which will vest in equal annual installments on September 9, 2015, 2016 and 2017.

(5) On September 9, 2014, the reporting person was granted a performance unit award which will vest on March 31, 2017. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest will depend on the Issuer's total shareholder return performance relative to an index and ranges from 0% below Target performance, 100% at Target performance and 200% at Maximum performance.

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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