

PETERSON JAY  
Form 4  
January 04, 2019

**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)  
05/16/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

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	05/20/2018		M	2,156	A \$ 0	34,474	D
Common Stock	05/20/2018		F	525	D \$ 24.14	33,949	D
Common Stock	06/19/2018		M	2,157	A \$ 0	36,106	D
Common Stock	06/19/2018		F	525	D \$ 23.92	35,581	D
Common Stock	07/30/2018		M	1,492	A \$ 0	37,073	D

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Common Stock	07/30/2018	F	363	D	\$ 24.15	36,710	D
Common Stock	11/30/2018	P	2,000	A	\$ 22.57	38,710	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
Restricted Stock Units <u>(1)</u>	\$ 0	05/16/2018		A	5,095	06/30/2019 <sup>(1)</sup>	06/30/2021 <sup>(1)</sup>	Common Stock
Restricted Stock Units <u>(2)</u>	\$ 0	05/16/2018		A	2,653	03/31/2020 <sup>(2)</sup>	03/31/2020 <sup>(2)</sup>	Common Stock
Performance Units <u>(3)</u>	\$ 0	05/16/2018		A	2,162	03/31/2021 <sup>(3)</sup>	03/31/2021 <sup>(3)</sup>	Common Stock
Performance Units <u>(4)</u>	\$ 0	05/16/2018		A	5,095	03/31/2021 <sup>(4)</sup>	03/31/2021 <sup>(4)</sup>	Common Stock
Performance Units <u>(5)</u>	\$ 0	05/16/2018		A	2,653	03/31/2020 <sup>(5)</sup>	03/31/2020 <sup>(5)</sup>	Common Stock
Performance Units <u>(6)</u>	\$ 0	05/16/2018		D	9,035	03/31/2018 <sup>(6)</sup>	03/31/2018 <sup>(6)</sup>	Common Stock
Restricted Stock Units <u>(7)</u>	\$ 0	05/20/2018		M	2,156	05/20/2017 <sup>(7)</sup>	05/20/2019 <sup>(7)</sup>	Common Stock
Restricted Stock Units <u>(8)</u>	\$ 0	07/30/2018		M	1,492	07/30/2016 <sup>(8)</sup>	07/30/2018 <sup>(8)</sup>	Common Stock
	\$ 0	06/19/2018		M	2,157	06/19/2018 <sup>(9)</sup>	06/19/2020 <sup>(9)</sup>	



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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 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.

- (6) 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 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. 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) On May 4, 2011, the reporting person was granted a stock option award vesting in equal annual installments on the first, second, third, fourth and fifth anniversaries of the award. The number of options reflected in this filing represents unexercised options.

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.