

PETERSON JAY

Form 4

August 01, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
07/30/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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)
____X____ 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	(A) or (D)	Price
Common Stock	07/30/2017		M		1,492	A	\$ 0 31,649
Common Stock	07/30/2017		F ⁽¹⁾		408	D	\$ 18.14 31,241
Common Stock	07/31/2017		M		1,482	A	\$ 0 32,723
Common Stock	07/31/2017		F ⁽¹⁾		405	D	\$ 17.87 32,318

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 and Underlying (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			
Restricted Stock Units (2)	\$ 0	07/30/2017		M	1,492	07/30/2016(2)	07/30/2018(2)	Common Stock
Restricted Stock Units (3)	\$ 0	07/31/2017		M	1,482	07/31/2015(3)	07/31/2017(3)	Common Stock
Performance Units (4)	\$ 0					03/31/2019(4)	03/31/2019(4)	Common Stock
Performance Units (5)	\$ 0					03/31/2018(5)	03/31/2018(5)	Common Stock
Performance Units (6)	\$ 0					03/31/2020(6)	03/31/2020(6)	Common Stock
Restricted Stock Units (7)	\$ 0					06/19/2018(7)	06/19/2020(7)	Common Stock
Restricted Stock Units (8)	\$ 0					05/20/2017(8)	05/20/2019(8)	Common Stock
Performance Units (9)	\$ 0					03/31/2019(9)	03/31/2019(9)	Common Stock
Performance Units (10)	\$ 0					03/31/2020(10)	03/31/2020(10)	Common Stock
Stock Option (Right to Buy) (11)	\$ 12					05/04/2012(11)	05/04/2021(11)	Common Stock

Reporting Owners

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

Signatures

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

08/01/2017

__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 withheld by Issuer to satisfy applicable withholding tax upon vesting of restricted stock units.

(2) 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.

(3) On July 31, 2014, 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 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.

(5) 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.

(6) 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.

(7) 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.

(8) 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.

(9) 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.

(10) 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.

(11)

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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.

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