

CHS Private Equity V LP
 Form 4
 September 28, 2012

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 CHS Private Equity V LP

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)
 10 SOUTH WACKER DRIVE,
 SUITE 3175
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/26/2012

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 | 09/26/2012 | | S | | 7,002,682 (1) (2) | D | \$ 20.9 (3) |
| | | | | | 2,476,877 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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| 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHS Private Equity V LP 10 SOUTH WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |
| CHS Management V LP 10 SOUTH WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |
| CHS Capital LLC 10 SOUTH WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |

Signatures

| | |
|---|------------|
| Marcus George for CHS PRIVATE EQUITY V LP | 09/28/2012 |
| **Signature of Reporting Person | Date |
| Marcus George for CHS MANAGEMENT V LP | 09/28/2012 |
| **Signature of Reporting Person | Date |
| Marcus George for CHS CAPITAL LLC | 09/28/2012 |
| **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) CHS Private Equity V LP sold 7,002,682 shares of common stock of the Issuer. The shares of Issuer common stock owned by CHS Private Equity V LP may be deemed to be beneficially owned by CHS Management V LP, which is the sole general partner of CHS Private Equity V LP, and CHS Capital LLC, which is the sole general partner of CHS Management V LP. The Investment Committee of CHS Capital LLC exercises sole voting and dispositive powers with respect to the shares of common stock of the Issuer held by CHS

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Private Equity V LP.

The members of the Investment Committee are Brian P. Simmons, Daniel J. Hennessy, Thomas J. Formolo, David O. Hawkins and Richard A. Lobo, whom we collectively refer to as the Investment Committee Members. Each of the Investment Committee Members,

- (2) CHS Management V LP and CHS Capital LLC disclaims beneficial ownership of the shares of common stock of the Issuer by CHS Private Equity V LP, except to the extent of a pecuniary interest therein. The address of each of the Investment Committee Members and each of CHS Management V LP and CHS Capital LLC is c/o CHS Capital LLC, 10 South Wacker Drive, Suite 3175, Chicago, Illinois 60606.
- (3) Price per share less underwriting discounts and commissions.

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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