Thames Bruce
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 *
Thames Bruce

(Last) (First) (Middle)

100 THERMON DRIVE

(Street)

SAN MARCOS, TX 78666

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Thermon Group Holdings, Inc. [THR]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	05/20/2018		M		4,313	A	$ 0	22,993	D	
Common Stock (2)	05/20/2018		F		1,050	D	$ 24.14	21,943	D	
Common Stock (1)	06/19/2018		M		5,753	A	$ 0	27,696	D	
Common Stock (2)	06/19/2018		F		1,400	D	$ 23.92	26,296	D	
Common Stock (1)	07/30/2018		M		1,929	A	$ 0	28,225	D	

Common Stock (2)	07/30/2018		F	469	D	$ 24.15	27,756	D

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. Titl Under (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (3)	$ 0	05/16/2018		A		16,985		06/30/2019(3)	06/30/2021(3)	Com Sto
Restricted Stock Units (4)	$ 0	05/16/2018		A		5,307		03/31/2020(4)	03/31/2020(4)	Com Sto
Performance Units (5)	$ 0	05/16/2018		A		7,209		03/31/2021(5)	03/31/2021(5)	Com Sto
Performance Units (6)	$ 0	05/16/2018		A		16,985		03/31/2021(6)	03/31/2021(6)	Com Sto
Performance Units (7)	$ 0	05/16/2018		A		5,307		03/31/2020(7)	03/31/2020(7)	Com Sto
Performance Units (8)	$ 0	05/16/2018		D			11,676	03/31/2018(8)	03/31/2018(8)	Com Sto
Restricted Stock Units (9)	$ 0	05/20/2018		M			4,313	05/20/2017(9)	05/20/2019(9)	Com Sto
Restricted Stock Units (10)	$ 0	06/19/2018		M			5,753	06/19/2018(10)	06/19/2020(10)	Com Sto
Restricted Stock Units (11)	$ 0	07/30/2018		M			1,929	07/30/2016(11)	07/30/2018(11)	Com Sto
Performance	$ 0							03/31/2019(12)	03/31/2019(12)	Com

Units [12]					Sto
Performance Units [13]	$ 0		03/31/2020[13]	03/31/2020[13]	Com Sto
Performance Units [14]	$ 0		03/31/2019[14]	03/31/2019[14]	Com Sto
Performance Units [15]	$ 0		03/31/2020[15]	03/31/2020[15]	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thames Bruce 100 THERMON DRIVE SAN MARCOS, TX 78666	X		President & CEO	

Signatures

/s/ Bruce Thames by Sarah Alexander as attorney in fact	08/01/2018
**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)	Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
(2)	Shares withheld by Issuer to satisfy applicable withholding tax upon vesting of restricted stock units.
(3)	On May 16, 2018, 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 16, 2018, 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 cliff vests on March 31, 2020.
(5)	On May 16, 2018, the reporting person was granted a performance unit award vesting on March 31, 2021, 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 May 16, 2018, the reporting person was granted a performance unit award vesting on March 31, 2021, 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 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 the 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.
(8)	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 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.

(9) 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.

(10) 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.

(11) 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.

(12) 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.

(13) 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.

(14) 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.

(15) 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.

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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Explanation of Responses: