

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 28, 2024

THERMON GROUP HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35159
(Commission
File Number)

27-2228185
(I.R.S. Employer
Identification Number)

7171 Southwest Parkway
Building 300, Suite 200
Austin TX
(Address of principal executive offices)

78735
(Zip code)

Registrant's telephone number, including area code: **(512) 690-0600**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	THR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 28, 2024, Thermon Group Holdings, Inc. (the “**Company**”) received notice from Kevin Fox of his intent to step down as Senior Vice President and Chief Financial Officer, effective April 12, 2024. Mr. Fox is resigning to pursue a new professional opportunity and not as a result of any disagreement with the Company on any matters related to the Company’s financial or accounting operations, policies, or practices.

The Company has commenced a search to consider both internal and external candidates for the Chief Financial Officer role. In the interim, Greg Lucas, the Company’s Vice President and Corporate Controller, will serve as the Company’s principal financial officer and principal accounting officer, effective April 12, 2024.

Mr. Lucas, age 48, has served as the Company’s Corporate Controller since 2021, in which capacity he manages the Company’s accounting and financial reporting organization. Prior to joining the Company, Mr. Lucas was the Assistant Corporate Controller for BNSF Railway Company from 2019 to 2020, a leading freight transportation company. From 2017 to 2019, Mr. Lucas was the Controller of a region of Intertek Group plc, a global quality assurance provider. Prior to joining Intertek, Mr. Lucas served for seven (7) years in various roles of increasing responsibility at L’Air Liquide S.A., a global leader in gases, technologies and services for industry and healthcare. Mr. Lucas is a certified public accountant and holds a B.B.A. from East Texas Baptist University and an M.B.A. from Texas A&M University.

Mr. Lucas has no direct or indirect material interest in any transaction required to be disclosed under Item 404(a) of Regulation S-K of the Securities Exchange Act of 1934, as amended, nor are any such transactions currently proposed. There are no family relationships between Mr. Lucas and any director or executive officer of the Company.

In connection with his assumption of these duties, the Human Capital and Compensation Committee of the board of directors of the Company approved an award of restricted stock units to Mr. Lucas with an aggregate grant date fair value of \$100,000, to vest in three annual installments based on Mr. Lucas’ continued service, and a monthly stipend of \$15,000 per month until the appointment of a permanent principal financial officer of the Company.

Item 7.01 Regulation FD Disclosure.

On April 3, 2024, the Company issued a press release announcing the resignation of Mr. Fox and appointment of Mr. Lucas as the Company’s principal financial officer and principal accounting officer. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated April 3, 2024.
104	Cover Page Interactive Data File (formatted in Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 3, 2024

THERMON GROUP HOLDINGS, INC.

By: /s/ Ryan Tarkington
Ryan Tarkington
Senior Vice President, General Counsel & Corporate
Secretary

Thermon Announces Senior Leadership Changes

AUSTIN, TX / ACCESSWIRE / April 3, 2024 -- Thermon Group Holdings, Inc. (NYSE: THR) ("Thermon" or the "Company"), a global leader in industrial process heating solutions, today announced that Kevin Fox, Senior Vice President and Chief Financial Officer of the Company, will be departing Thermon to pursue another opportunity, effective April 12, 2024. The Company has begun a search to consider both internal and external candidates for the Chief Financial Officer role.

During this transition period, Greg Lucas, Vice President and Corporate Controller, will assume the roles of principal financial officer and principal accounting officer of the Company. Mr. Lucas joined the Company in 2021 as Corporate Controller, and he will also continue to serve in this role during this interim period.

Bruce Thames, Thermon's President and Chief Executive Officer, commented, "I have the utmost confidence in Greg's expertise and ability to lead our finance group during this interim period. Greg has made numerous contributions to improve our financial reporting during his time with Thermon, and we are fortunate to have him as an essential member of our finance organization. We wish Kevin continued success in his new role."

About Thermon

Through its global network, Thermon provides safe, reliable and mission critical industrial process heating solutions. Thermon specializes in providing complete flow assurance, process heating, temperature maintenance, freeze protection and environmental monitoring solutions. Thermon is headquartered in Austin, Texas. For more information, please visit www.thermon.com.

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