

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**THERMON GROUP HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**27-2228185**  
(I.R.S. Employer  
Identification No.)

7171 Southwest Parkway, Building 300, Suite 200  
Austin, Texas  
(Address of Principal Executive Offices)

78735  
(Zip Code)

**THERMON GROUP HOLDINGS, INC. 2020 LONG-TERM INCENTIVE PLAN, AS AMENDED**  
(Full title of the plan)

**Ryan Tarkington**  
Senior Vice President, General Counsel and Corporate Secretary  
Thermon Group Holdings, Inc.  
7171 Southwest Parkway, Building 300, Suite 200  
Austin, Texas 78735  
Telephone: (512) 690-0600  
(Name and address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this "Registration Statement") is filed by Thermon Group Holdings, Inc., a Delaware corporation (the "Registrant"), for the purpose of registering 1,850,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), of the Registrant that may be issued under the Thermon Group Holdings, Inc. 2020 Long-Term Incentive Plan, as amended (the "Plan"), which Common Stock is in addition to the shares of Common Stock previously registered on the Registrant's Form S-8, filed with the Securities and Exchange Commission (the "Commission") on July 27, 2020 ([SEC File No. 333-240127](#)) (the "Prior Registration Statement").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of Common Stock issuable under the Plan, are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of the Form S-8 are not required to be filed, and are not being filed, with the Commission as part of this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the "Securities Act"), and will be delivered to participants in the Plan in accordance with such rule.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents previously filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (1) [The Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2024, filed with the Commission on May 29, 2024;](#)
- (2) [The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2024, filed with the Commission on August 7, 2024;](#)
- (3) The Registrant's Current Reports on Form 8-K, filed with the Commission on [April 3, 2024](#) and [August 5, 2024](#); and
- (4) The description of the Common Stock contained in the Registrant's Registration Statement on [Form S-3/A](#), filed with the Commission on August 1, 2017, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any current report on Form 8-K, including the related exhibits under Item 9.01, that the Registrant may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

#### Item 8. Exhibits.

Exhibit No.	Description
<a href="#">3.1</a>	<a href="#">Second Amended and Restated Certificate of Incorporation of Thermon Group Holdings, Inc., effective as of May 10, 2011 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on May 13, 2011)</a>
<a href="#">3.2</a>	<a href="#">Amended and Restated Bylaws of Thermon Group Holdings, Inc., effective as of January 31, 2023 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on February 2, 2023)</a>
<a href="#">4.3</a>	<a href="#">Thermon Group Holdings, Inc. 2020 Long-Term Incentive Plan, as amended (incorporated by reference to Appendix A-2 to the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on June 21, 2024)</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Sidley Austin LLP with respect to the validity of issuance of securities</a>
<a href="#">23.1*</a>	<a href="#">Consent of Sidley Austin LLP (included as part of Exhibit 5.1)</a>
<a href="#">23.2*</a>	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (set forth on the signature page of this Registration Statement)</a>
<a href="#">107*</a>	<a href="#">Calculation of Filing Fee Table</a>

\*Filed herewith

#### SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on August 23, 2024.

THERMON GROUP HOLDINGS, INC.

/s/ Bruce A. Thames  
 Bruce A. Thames  
 President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints, Bruce A. Thames and Ryan Tarkington, and each of them (with full power to each of them to act alone), as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and on his or her behalf to sign, execute and file all amendments (including, without limitation, post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and any documents required to be filed with respect therewith, with the Commission or any regulatory authority, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Bruce A. Thames</u> Bruce A. Thames	President, Chief Executive Officer and Director (Principal Executive Officer)	August 23, 2024

<u>/s/ Greg Lucas</u> Greg Lucas	Vice President, Corporate Controller (Principal Financial and Accounting Officer)	August 23, 2024
<u>/s/ John U. Clarke</u> John U. Clarke	Chairman of the Board of Directors	August 23, 2024
<u>/s/ Linda Dalgetty</u> Linda Dalgetty	Director	August 23, 2024
<u>/s/ Roger L. Fix</u> Roger L. Fix	Director	August 23, 2024
<u>/s/ Marcus J. George</u> Marcus J. George	Director	August 23, 2024
<u>/s/ Victor L. Richey</u> Victor L. Richey	Director	August 23, 2024
<u>/s/ Dr. Angela Strzelecki</u> Dr. Angela Strzelecki	Director	August 23, 2024

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# SIDLEY

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 ONE SOUTH DEARBORN STREET  
 CHICAGO, IL 60603  
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AMERICA • ASIA PACIFIC • EUROPE

August 23, 2024

Thermon Group Holdings, Inc.  
 7171 Southwest Parkway, Building 300, Suite 200  
 Austin, Texas, 78735

Re: 1,850,000 shares of Common Stock, \$0.001 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Thermon Group Holdings, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 1,850,000 shares of common stock, \$0.001 par value per share, of the Company (the "Common Stock"), which may be issued under the Thermon Group Holdings, Inc. 2020 Long-Term Incentive Plan, as amended (the "Plan," and the aggregate number of shares of Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Second Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, the Plan, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the issuance of the Registered Shares pursuant to the Plan, and the proposals adopted by the stockholders of the Company relating to the Plan. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Sidley Austin LLP is a limited liability partnership practicing in affiliation with other Sidley Austin partnerships.

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Thermon Group Holdings, Inc.  
 August 23, 2024  
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Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Plan; and (iii) a certificate representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any such Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

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KPMG LLP  
Suite 1900  
111 Congress Avenue  
Austin, TX 78701-4091

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our reports dated May 29, 2024, with respect to the consolidated financial statements of Thermon Group Holdings, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

KPMG LLP

Austin, Texas  
August 23, 2024

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# Calculation of Filing Fee Tables

## S-8

### Thermon Group Holdings, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, par value \$0.01 per share	457(a)	1,850,000	\$ 29.47	\$ 54,519,500.00	0.0001476	\$ 8,047.08
Total Offering Amounts:					\$ 54,519,500.00		\$ 8,047.08
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 8,047.08

#### Offering Note

1

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Registrant's common stock, par value \$0.001 (the "Common Stock"), that become issuable under the Registrant's 2020 Long-Term Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of outstanding shares of Common Stock.
  - (2) Represents shares of Common Stock that were added to the shares authorized for issuance under the Plan on July 31, 2024 pursuant to a vote the majority of Registrants stockholders in favor of amending the Plan at the Registrant's 2024 Annual Meeting.
  - (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon \$29.47, which is the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on August 20, 2024.
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