

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): May 27, 2026

**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.

As previously disclosed, on February 23, 2026, CECO Environmental Corp., a Delaware corporation ("CECO"), Longhorn Merger Sub, Inc., a Delaware corporation and a direct wholly-owned subsidiary of CECO ("Merger Sub Inc."), Longhorn Merger Sub LLC, a Delaware limited liability company and a direct wholly-owned subsidiary of CECO ("Merger Sub LLC" and, together with Merger Sub Inc., the "Merger Subs"), and Thermon Group Holdings, Inc., a Delaware corporation ("Thermon" or the "Company"), entered into an Agreement and Plan of Merger (as amended, supplemented, or restated, the "Merger Agreement"), pursuant to which, among other things, and subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, (i) Merger Sub Inc. will merge with and into the Company, with the Company continuing as a wholly-owned subsidiary of CECO and the surviving corporation of the merger (the "First Merger"), and (ii) the Company, as the surviving corporation of the First Merger, will merge with and into Merger Sub LLC, with Merger Sub LLC being the surviving entity of the merger (the "Second Merger" and, together with the First Merger, the "Mergers").

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 27, 2026, the Company held a special meeting of stockholders (the "Special Meeting"). At the Special Meeting, the Company's stockholders considered the proposals described in detail in the joint proxy statement/prospectus, dated April 23, 2026, included in the registration statement on Form S-4 filed by CECO with the Securities and Exchange Commission (File No. 333-294924), which was declared effective by the Securities and Exchange Commission on April 22, 2026 (the "Joint Proxy Statement/Prospectus") including the proposals set forth below relating to the Merger Agreement.

The final voting results for each matter submitted to a vote of the Company's stockholders at the Special Meeting are set forth below. There were 32,869,538 shares of the Company's common stock, par value \$0.001 per share ("Company Common Stock") outstanding and entitled to vote on April 20, 2026, the record date for the Special Meeting, and 28,772,878 shares of the Company's common stock were represented in person or by proxy at the Special Meeting, which number constituted a quorum.

**Thermon Merger Proposal:** To vote on a proposal to adopt the Merger Agreement, pursuant to which (a) Merger Sub Inc. will merge with and into Thermon, with Thermon surviving as a wholly owned subsidiary of CECO and (b) immediately following the First Merger, the surviving corporation will merge with and into Merger Sub LLC, with

Merger Sub LLC continuing as the surviving entity, and each share of Company Common Stock (other than certain excluded shares and dissenting shares) will be converted into the right to receive, at the election of the holder, (i) mixed consideration consisting of 0.6840 shares of common stock, par value \$0.01 per share, of CECO ("CECO common stock") and \$10.00 in cash, (ii) cash consideration of \$63.89 per share or (iii) stock consideration of 0.8110 shares of CECO common stock per share (the "Thermon Merger Proposal").

This proposal was approved by the requisite vote of the Company's stockholders.

For	Against	Abstain	Broker Non-Votes
28,766,607	3,169	3,102	N/A

The approval of the Thermon Merger Proposal satisfies one of the conditions to the closing of the Mergers contemplated by the Merger Agreement. The closing of the Mergers remains subject to the satisfaction or waiver of the remaining closing conditions set forth in the Merger Agreement.

**Advisory Vote on Executive Compensation:** To approve, on a non-binding advisory basis, the compensation that may be paid or become payable to Thermon's named executive officers in connection with the Mergers.

This advisory proposal was approved by the requisite vote of the Company's stockholders.

For	Against	Abstain	Broker Non-Votes
28,484,838	249,056	38,984	N/A

**Thermon Adjournment Proposal:** To adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies if there were not sufficient votes to approve the Thermon Merger Proposal at the time of the Special Meeting.

This proposal was rendered moot and was not voted upon.

#### Item 7.01 Regulation FD Disclosure

On May 28, 2026, the Company issued a joint press release announcing the results of its stockholder meeting held on May 27, 2026 in connection with the Mergers. A copy of the press release is furnished herewith as Exhibit 99.1.

The information under Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1) is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

#### Item 9.01 Financial Statements and Exhibits

##### (d) Exhibits

Exhibit Number	Exhibit Description
99.1	<a href="#">Joint Press Release, dated May 28, 2026, furnished herewith.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

#### Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements, other than statements of historical fact, included in this Form 8-K that address events, or developments that CECO and Thermon expect, believe, or anticipate will or may occur in the future are forward-looking statements. The words "intend," "expect," and similar expressions are intended to identify forward-looking statements. Forward-looking statements in this Current Report on Form 8-K include, but are not limited to, statements regarding the Mergers and other transactions contemplated by the Merger Agreement. All forward-looking statements are based on assumptions that CECO or Thermon believe to be reasonable but that may not prove to be accurate. Such forward-looking statements are based on assumptions and analyses made by CECO and Thermon in light of their perceptions of current conditions, expected future developments, and other factors that CECO and Thermon believe are appropriate under the circumstances. These statements are subject to a number of known and unknown risks and uncertainties. Forward-looking statements are not guarantees of future performance and actual events may be materially different from those expressed or implied in the forward-looking statements. The forward-looking statements in this Current Report on Form 8-K speak as of the date of this Current Report on Form 8-K. Neither CECO nor Thermon undertakes, and each of them expressly disclaims, any duty to update any forward-looking statement whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

#### SIGNATURES

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

THERMON GROUP HOLDINGS, INC. (registrant)

Date: May 28, 2026

By: /s/ Ryan Tarkington

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Name: Ryan Tarkington

Title: Senior Vice President, General Counsel & Corporate Secretary

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## CECO Environmental and Thermon Group Holdings Announce that their respective Stockholders Approved the Strategic Combination and Provide Update on Election Results

ADDISON, Texas, and AUSTIN, Texas, May 28, 2026 – CECO Environmental Corp. (Nasdaq: CECO) (“CECO”) and Thermon Group Holdings, Inc. (NYSE: THR) (“Thermon”) announced that both companies’ stockholders overwhelmingly voted to approve the previously announced strategic combination at their respective stockholder meetings held earlier today.

Preliminary results showed that approximately 99.93% of votes cast at CECO’s annual meeting were voted in favor of the transaction, and nearly 99.97% of the votes cast at Thermon’s meeting were in support of the combination. The final voting results will be reported in each of the company’s respective Form 8-K filings with the U.S. Securities and Exchange Commission.

“We appreciate the strong support from both companies’ stockholders and remain excited about bringing together complementary environmental and thermal capabilities to create a scaled platform of mission-critical solutions,” said Todd Gleason, Chief Executive Officer of CECO. “We look forward to completing the transaction in the coming days and realizing the compelling benefits of this combination for our shareholders, customers, employees and stakeholders.”

“The vote from today’s meeting reflects the confidence our stockholders have in the strategic rationale of this combination,” said Bruce Thames, President and Chief Executive Officer of Thermon. “We are proud of what Thermon has built and look forward to joining the CECO team and expanding our capabilities to better serve our customers around the world.”

The transaction is expected to close on or around June 1, 2026, subject to the satisfaction of customary closing conditions. The parties also announced the results of the elections made by Thermon stockholders of record regarding the form of consideration they wish to receive in exchange for their shares of Thermon common stock in connection with the transaction. As previously disclosed, the deadline to have made such an election was 5:00 p.m. Central Time on May 22, 2026 (the “Election Deadline”). As further described in the election materials and in the parties’ joint proxy statement/prospectus dated April 23, 2026, each Thermon stockholder will be entitled to receive, for each share of Thermon common stock held immediately prior to the closing of the transaction, one of the following forms of merger consideration: (i) \$63.89 in cash, without interest (the “Cash Consideration”); (ii) 0.8110 of a share of CECO common stock (the “Stock Consideration”); or (iii) a combination of \$10.00 in cash, without interest, and 0.6840 of a share of CECO common stock (the “Mixed Consideration”). The Cash Consideration and Stock Consideration are subject to proration as set forth in the merger agreement.

Based on the final results of the merger consideration election:

- Thermon stockholders of record of approximately 41.18% of the outstanding shares of Thermon common stock elected to receive the Stock Consideration and, in accordance with the proration procedures in the merger agreement, each such outstanding share of Thermon common stock will be converted into the right to receive approximately \$1.48 in cash and 0.7920 of a share of CECO common stock per share of Thermon common stock;
- Thermon stockholders of record of approximately 6.50% of the outstanding shares of Thermon common stock elected to receive the Cash Consideration and, in accordance with the proration procedures in the merger agreement, each such outstanding share of Thermon common stock will be converted into the right to receive \$63.89 in cash per share of Thermon common stock (without proration); and

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- Thermon stockholders of record of approximately 19.22% of the outstanding shares of Thermon common stock elected to receive the Mixed Consideration and, in accordance with the merger agreement, each such outstanding share of Thermon common stock will be converted into the right to receive \$10.00 in cash and 0.6840 of a share of CECO common stock per share of Thermon common stock.

Thermon stockholders who did not make a valid election prior to the Election Deadline will be entitled to receive the Mixed Consideration. Each Thermon stockholder will receive cash in lieu of any fractional shares of CECO common stock that the stockholder otherwise would be entitled to receive. A more detailed description of the merger consideration and the allocation and proration procedures applicable to elections are contained in the joint proxy statement/prospectus.

### About CECO

CECO Environmental is a leading environmentally focused, diversified industrial company, serving a broad landscape of industrial air, industrial water, and energy transition markets globally through its key business segments: Engineered Systems and Industrial Process Solutions. Providing innovative technology and application expertise, CECO helps companies grow their business with safe, clean, and more efficient solutions that help protect people, the environment and industrial equipment. In regions around the world, CECO works to improve air quality, optimize the energy value chain, and provide custom solutions for applications in power generation, petrochemical processing, refining, midstream gas transport and treatment, electric vehicle and battery production, metals and mineral processing, polysilicon production, battery recycling, beverage can production, and produced and oily water/wastewater treatment along with a wide range of other industrial applications. CECO is listed on Nasdaq under the ticker symbol “CECO.” Incorporated in 1966, CECO’s global headquarters is in Addison, Texas. For more information, please visit [www.cecoenviro.com](http://www.cecoenviro.com).

### About Thermon

Thermon is a diversified industrial technology company and a global leader in industrial process heating, temperature maintenance, environmental monitoring, and temporary power distribution solutions. We deliver engineered solutions that enhance operational awareness, safety, reliability, and efficiency to deliver the lowest total cost of ownership. Thermon is headquartered in Austin, Texas. For more information, please visit [www.thermon.com](http://www.thermon.com).

### No Offer or Solicitation

This communication is for informational purposes only and is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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### Forward-Looking Statements:

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements, other than statements of historical fact, included in this press release that address events, or developments that CECO and Thermon expect, believe, or anticipate will or may occur in the future are forward-looking statements. The words “intend,” “expect,” and similar expressions are intended to identify forward-looking statements. Forward-looking statements in this press release include, but are not limited to, statements regarding the Proposed Transaction. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking.

There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements included in this press release. These include the expected timing and likelihood of completion of the Proposed Transaction, including the ability to successfully integrate the businesses, the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement, the risk that the parties may not be able to satisfy remaining conditions to the Proposed Transaction in a timely manner or at all, risks related to disruption of management time from ongoing business operations due to the Proposed Transaction, the risk that any announcements relating to the Proposed Transaction could have adverse effects on the market price of CECO’s common stock or Thermon’s common stock, the risk that the Proposed Transaction and its announcement could have an adverse effect on the ability of CECO and Thermon to retain customers and retain and hire key personnel and maintain relationships with their suppliers and customers and on their operating results and businesses generally, the risk the pending Proposed Transaction could distract management of both entities and they will incur substantial costs, the risk that problems may arise in successfully integrating the businesses of the companies, which may result in the combined company not operating as effectively and efficiently as expected, the risk that the combined company may be unable to achieve synergies or it may take longer than expected to achieve those synergies and other important factors that could cause actual results to differ materially from those projected. All such factors are difficult to predict and are beyond CECO’s or Thermon’s control, including those detailed in CECO’s registration statement on Form S-4, filed with the SEC on April 22, 2026, CECO’s annual reports on Form 10-K, CECO’s quarterly reports on Form 10-Q and CECO’s current reports on Form 8-K that are, in each case, available on its website at <https://investors.cecoenviro.com> and on the SEC’s website at <https://www.sec.gov>, and those detailed in Thermon’s annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K that are available on Thermon’s website at <https://ir.thermon.com> and on the SEC’s website at <https://www.sec.gov>.

All forward-looking statements are based on assumptions that CECO or Thermon believe to be reasonable but that may not prove to be accurate. Such forward-looking statements are based on assumptions and analyses made by CECO and Thermon in light of their perceptions of current conditions, expected future developments, and other factors that CECO and Thermon believe are appropriate under the circumstances. These statements are subject to a number of known and unknown risks and uncertainties. Forward-looking statements are not guarantees of future performance and actual events may be materially different from those expressed or implied in the forward-looking statements. The forward-looking statements in this press release speak as of the date of this press release.

Neither CECO nor Thermon undertakes, and each of them expressly disclaims, any duty to update any forward-looking statement whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

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