

FORM 4

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

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| OMB APPROVAL | |
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person DeMartino Geoffrey | | | 2. Issuer Name and Ticker or Trading Symbol Thermon Group Holdings, Inc. [THR] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SVP - Corporate Development | | |
| 3. Date of Earliest Transaction (Month/Day/Year) 07/30/2015 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 100 THERMON DRIVE (Last) (First) (Middle) (Street) SAN MARCOS, TX 78666 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/31/2015 | | M | | 455 (1) | A | \$ 0 | 941 | D | |
| Common Stock | 07/30/2015 | | F | | 124 (2) | D | \$ 24.13 | 817 | D | |
| Common Stock | 08/19/2015 | | M | | 667 (1) | A | \$ 0 | 1,484 | D | |
| Common Stock | 08/19/2015 | | F | | 182 (2) | D | \$ 23.25 | 1,302 | D | |
| Common Stock | 09/09/2015 | | M | | 869 (1) | A | \$ 0 | 2,171 | D | |
| Common Stock | 09/09/2015 | | F | | 237 (2) | D | \$ 21.8 | 1,934 | 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)

| 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | \$ 0 | 07/30/2015 | | A | | 4,132 | 07/30/2016(3) | 07/30/2018(3) | Common Stock | 4,132.00 | \$ 0 | 4,132 | D | |
| Performance Units | \$ 0 | 07/30/2015 | | A | | 8,340 | 03/31/2018(4) | 03/31/2018(4) | Common Stock | 8,340.00 (4) | \$ 0 | 8,340 (4) | D | |
| Restricted Stock Units | \$ 0 | 07/31/2015 | | M | | 455 | 07/31/2015(5) | 07/31/2017(5) | Common Stock | 455.00 | \$ 0 | 912 | D | |
| Restricted Stock Units | \$ 0 | 08/19/2015 | | M | | 667 | 08/19/2014(6) | 08/19/2016(6) | Common Stock | 667.00 | \$ 0 | 667 | D | |
| Restricted Stock Units | \$ 0 | 09/09/2015 | | M | | 869 | 09/09/2015(7) | 09/09/2017(7) | Common Stock | 869.00 | \$ 0 | 1,740 | D | |
| Performance Units | \$ 0 | | | | | | 03/31/2017(8) | 03/31/2017(8) | Common Stock | 2,609.00 (8) | | 2,609 (8) | D | |
| Performance Units | \$ 0 | | | | | | 03/31/2017(9) | 03/31/2017(9) | Common Stock | 4,784.00 (9) | | 4,784 (9) | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeMartino Geoffrey 100 THERMON DRIVE SAN MARCOS, TX 78666 | | | SVP - Corporate Development | |

Signatures

/s/ Geoffrey DeMartino by Sarah Alexander as attorney in fact 01/12/2016

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 July 30, 2015, the reporting person was granted a restricted stock unit award vesting in equal annual installments on the first, second and third anniversaries of the award.
On July 30, 2015, the reporting person was granted a performance unit award vesting on March 31, 2018. The actual number of shares earned in settlement of the award depends on the
- (4) achievement of certain predetermined performance goals and ranges from 0% below target to 200% at maximum. The number of shares reflected on this filing represents the remaining unvested performance units at the target performance level.
- (5) On July 31, 2014, the reporting person was granted a restricted stock unit award vesting in equal annual installments on the first, second and third anniversaries of the award.
- (6) On August 19, 2013, the reporting person was granted a restricted stock unit award vesting in equal annual installments on the first, second and third anniversaries of the award.
- (7) On September 9, 2014, the reporting person was granted a restricted stock unit award vesting in equal annual installments on the first, second and third anniversaries of the award.
On July 31, 2014, the reporting person was granted a performance unit award vesting on March 31, 2017. The actual number of shares earned in settlement of the award depends on the
- (8) achievement of certain predetermined performance goals and ranges from 0% below target to 200% at maximum. The number of shares reflected on this filing represents the remaining unvested performance units at the target performance level.
On September 9, 2014, the reporting person was granted a performance unit award vesting on March 31, 2017. The actual number of shares earned in settlement of the award depends on the
- (9) achievement of certain predetermined performance goals and ranges from 0% below target to 200% at maximum. The number of shares reflected on this filing represents the remaining unvested performance units at the target performance level.

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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