

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Thames Bruce <small>(Last) (First) (Middle)</small> 100 THERMON DRIVE <small>(Street)</small> SAN MARCOS, TX 78666 <small>(City) (State) (Zip)</small>			2. Issuer Name and Ticker or Trading Symbol Thermon Group Holdings, Inc. [THR]			3. Date of Earliest Transaction (Month/Day/Year) 07/30/2016			4. If Amendment, Date Original Filed (Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO			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		
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### 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)	07/30/2016		M		1,928	A	\$ 0	14,673	D	
Common Stock (2)	07/30/2016		F		527	D	\$ 20.18	14,146	D	
Common Stock (1)	05/20/2017		M		4,312	A	\$ 0	18,458	D	
Common Stock (2)	05/20/2017		F		1,179	D	\$ 20.44	17,279	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### 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: 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 (3)	\$ 0	07/30/2016		M		1,928	07/30/2016(3)	07/30/2018(3)	Common Stock	1,928.00	\$ 0	3,857	D	
Restricted Stock Units (4)	\$ 0	05/20/2017		M		4,312	05/20/2017(4)	05/20/2019(4)	Common Stock	4,312.00	\$ 0	8,626	D	
Performance Units (5)	\$ 0						03/31/2018(5)	03/31/2018(5)	Common Stock	11,676.00		11,676	D	
Performance Units (6)	\$ 0						03/31/2019(6)	03/31/2019(6)	Common Stock	6,057.00		6,057	D	
Performance Units (7)	\$ 0						03/31/2019(7)	03/31/2019(7)	Common Stock	12,938.00		12,938	D	

## 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 <small>Signature of Reporting Person</small>	05/23/2017 <small>Date</small>
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## 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. 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 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 remaining in this filing represent unvested restricted stock units.  
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 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.
- (5) 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.
- (6) 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.
- (7) 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.

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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