

# 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <b>PETERSON JAY</b>			2. Issuer Name and Ticker or Trading Symbol <b>Thermon Group Holdings, Inc. [THR]</b>			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) _____ <b>Chief Financial Officer</b>		
100 THERMON DRIVE <small>(Last) (First) (Middle)</small>			3. Date of Earliest Transaction (Month/Day/Year) <b>07/30/2016</b>					
SAN MARCOS, TX 78666 <small>(Street)</small>			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		
<small>(City) (State) (Zip)</small>			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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		1,492	A	\$ 0	25,962	D	
Common Stock (2)	07/30/2016		F		408	D	\$ 20.18	25,554	D	
Common Stock (1)	07/31/2016		M		1,481	A	\$ 0	27,035	D	
Common Stock (2)	07/31/2016		F		405	D	\$ 20.18	26,630	D	
Common Stock (1)	08/01/2016		M		2,697	A	\$ 0	29,327	D	
Common Stock (2)	08/01/2016		F		723	D	\$ 20.14	28,604	D	
Common Stock (1)	07/30/2016		M		2,156	A	\$ 0	30,760	D	
Common Stock (2)	05/20/2017		F		603	D	\$ 0	30,157	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 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 (3)	\$ 0	07/30/2016		M		1,492	07/30/2016(3)	07/30/2018(3)	Common Stock	1,492.00	\$ 0	2,984	D	
Restricted Stock Units (4)	\$ 0	07/31/2016		M		1,481	07/31/2015(4)	07/31/2017(4)	Common Stock	1,481.00	\$ 0	1,482	D	
Restricted Stock Units (5)	\$ 0	08/01/2016		M		2,697	08/01/2014(5)	08/01/2016(5)	Common Stock	2,697.00	\$ 0	0	D	
Restricted Stock Units (6)	\$ 0	05/20/2017		M		2,156	05/20/2017(6)	05/20/2019(6)	Common Stock	2,156.00	\$ 0	4,313	D	
Performance Units (7)	\$ 0	05/18/2017		D		8,480	03/31/2017(7)	03/31/2017(7)	Common Stock	8,480.00	\$ 0	0	D	
Performance Units (8)	\$ 0						03/31/2018(8)	03/31/2018(8)	Common Stock	9,035.00		9,035	D	
Performance Units (9)	\$ 0						03/31/2019(9)	03/31/2019(9)	Common Stock	3,028.00		3,028	D	
Performance Units (10)	\$ 0						03/31/2019(10)	03/31/2019(10)	Common Stock	6,469.00		6,469	D	
Stock Option (Right to Buy) (11)	\$ 12.00						05/04/2012(11)	05/04/2021(11)	Common Stock	2,000.00		2,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON JAY 100 THERMON DRIVE SAN MARCOS, TX 78666			Chief Financial Officer	

## Signatures

/s/ Jay Peterson by Sarah Alexander as attorney in fact		05/23/2017
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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 July 31, 2014, 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.
- (5) On August 1, 2013, 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.
- (6) 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.
- (7) On July 31, 2014, the reporting person was granted a performance unit award vesting on March 31, 2017, 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 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. On May 18, 2017, the Issuer's Compensation Committee reviewed the Company's relative total shareholder return performance during the applicable performance period and determined that zero shares were earned in settlement of the award for the period beginning July 31, 2014 and ending March 31, 2017.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) On May 4, 2011, the reporting person was granted a stock option award vesting in equal annual installments on the first, second, third, fourth and fifth anniversaries of the award. The number of options reflected in this filing represents unexercised options.

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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