

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 21, 2018

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**THERMON GROUP HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35159**  
(Commission  
File Number)

**27-2228185**  
(IRS Employer  
Identification No.)

**100 Thermon Drive**  
**San Marcos, Texas**  
(Address of principal executive offices)

**78666**  
(Zip code)

Registrant's telephone number, including area code: **(512) 396-5801**

**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))

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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Increase in Size of the Board*

The board of directors (the "Board") of Thermon Group Holdings, Inc. (the "Company"), upon recommendation from the Nominating and Corporate Governance Committee and in accordance with Section 5.01 of the Company's second amended and restated certificate of incorporation, will increase its size from eight (8) to nine (9) directors, effective May 1, 2018.

*Appointment of Linda Dalgetty*

On March 21, 2018, upon recommendation from the nominating and corporate governance committee, the Board appointed Linda A. Dalgetty to serve as an independent director on the Company's Board. Her term will begin on May 1, 2018. The Company anticipates that Ms. Dalgetty will serve on the Company's audit and nominating and corporate governance committees.

There is no arrangement or understanding between Ms. Dalgetty and any other person pursuant to which she was selected as a director. There are no transactions involving the Company and Ms. Dalgetty that are required to be disclosed pursuant to Item 404(a) of Regulation S-K. Ms. Dalgetty will receive compensation for her Board service in accordance with the Company's standard compensatory arrangement for non-employee directors. A description of the compensatory arrangement for non-employee directors is set forth under the heading "Fiscal 2017 Director Compensation" in the Company's definitive proxy statement filed with the Securities and Exchange Commission ("SEC") on June 16, 2017, which may be adjusted by the Board from time to time. We plan to enter into an indemnification agreement with Ms. Dalgetty, the form of which was previously filed with the SEC on April 1, 2011.

A copy of the press release announcing Ms. Dalgetty's appointment to the Board is filed with this report as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
99.1	<a href="#">Press Release Issued by Thermon on March 22, 2018</a>

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**SIGNATURES**

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

Date: March 22, 2018

**THERMON GROUP HOLDINGS, INC.**

By: / s / Sarah Alexander

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Sarah Alexander

Secretary and General Counsel

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## Exhibit Index

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99.1	<a href="#">Press Release Issued by Thermon on March 22, 2018</a>

## **THERMON APPOINTS LINDA DALGETTY TO ITS BOARD OF DIRECTORS**

SAN MARCOS, Texas, March 22, 2018 - Thermon Group Holdings, Inc. (NYSE:THR) (the "Company") today announced that Linda A. Dalgetty has been appointed to its boards of directors (the "Board"), effective May 1, 2018.

Ms. Dalgetty, age 56, is currently Vice President, Finance and Services at the University of Calgary, a public research university, a position she has held since July 2014. In her role at the University of Calgary, she has direct responsibility for a large portfolio that includes finance, human resources, information technology, risk, ancillary operations and internal audit. Prior to joining the University of Calgary in 2014, Ms. Dalgetty served as Senior Vice President and Chief Financial Officer of Saxon Energy Services, Inc. from 2013 to 2014, during which time she was responsible for all of the financial functions of a global organization, including reporting, planning, operational accounting and information technology. Prior to her role at Saxon, Ms. Dalgetty served from 1995 to 2013 in various roles of increasing responsibility at Nutrien Ltd. (formerly, Agrium Inc. ("Agrium")) and Agroservicios Pampeanos SA (a wholly-owned Argentine subsidiary of Agrium), with her final role being Agrium's Chief Information Officer. Ms. Dalgetty began her early career working as an audit manager with Ernst & Young LLP from 1989 to 1995. Ms. Dalgetty holds a bachelor of commerce degree from the Haskayne School of Business at the University of Calgary. She is also a chartered accountant and earned an associate diploma in agribusiness from the University of Guelph. Ms. Dalgetty brings broad-based North American and international financial expertise and business experience to the Board. In addition, Ms. Dalgetty has led crisis management efforts related to cybersecurity matters.

"We are pleased to welcome Linda as a new independent director and believe she will be a significant asset to the Board," said Bruce Thames, President and Chief Executive Officer. "Our Board, via the nominating and corporate governance committee, regularly evaluates Board and committee composition to ensure it includes the appropriate skills, experience, perspective and diversity necessary to drive growth for our shareholders. We believe Linda will offer unique perspectives, international insights and financial literacy and expertise that will be invaluable as we grow. We are honored that she has agreed to serve on our Board."

Following Ms. Dalgetty's appointment, Thermon's Board will be comprised of 9 directors, 8 of whom are independent. The Company expects Ms. Dalgetty to serve on the Company's audit and nominating and corporate governance committees.

### **About Thermon**

Through its global network, Thermon provides safe, reliable and mission critical industrial process heating solutions. Thermon specializes in providing complete flow assurance, process heating, temperature maintenance, freeze protection and environmental monitoring solutions. Thermon is headquartered in San Marcos, Texas. For more information, please visit [www.thermon.com](http://www.thermon.com).

### **CONTACT:**

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