

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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* PETERSON JAY			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) _____ Chief Financial Officer																																																																								
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2019			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																																																																								
7171 SOUTHWEST PARKWAY, BUILDING 300, SUITE 200			4. If Amendment, Date Original Filed (Month/Day/Year)																																																																											
(Street) AUSTIN, TX 78735			(City) (State) (Zip)			<table border="1"> <tr> <th align="center" colspan="10">Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</th> </tr> <tr> <th rowspan="2">1. Title of Security (Instr. 3)</th> <th rowspan="2">2. Transaction Date (Month/Day/Year)</th> <th rowspan="2">2A. Deemed Execution Date, if any (Month/Day/Year)</th> <th colspan="2">3. Transaction Code (Instr. 8)</th> <th colspan="3">4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th> <th rowspan="2">5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th> <th rowspan="2">6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th> <th rowspan="2">7. Nature of Indirect Beneficial Ownership (Instr. 4)</th> </tr> <tr> <th>Code</th> <th>V</th> <th>Amount</th> <th>(A) or (D)</th> <th>Price</th> </tr> <tr> <td>Common Stock</td> <td>05/16/2019</td> <td></td> <td>M</td> <td></td> <td>3,537 (1)</td> <td>A</td> <td>\$ 0</td> <td>42,247</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/16/2019</td> <td></td> <td>F</td> <td></td> <td>866 (2)</td> <td>D</td> <td>\$ 24.51</td> <td>41,381</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/16/2019</td> <td></td> <td>M</td> <td></td> <td>3,785 (1)</td> <td>A</td> <td>\$ 0</td> <td>45,166</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/16/2019</td> <td></td> <td>F</td> <td></td> <td>921 (2)</td> <td>D</td> <td>\$ 24.51</td> <td>44,245</td> <td>D</td> <td></td> </tr> </table>			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	05/16/2019		M		3,537 (1)	A	\$ 0	42,247	D		Common Stock	05/16/2019		F		866 (2)	D	\$ 24.51	41,381	D		Common Stock	05/16/2019		M		3,785 (1)	A	\$ 0	45,166	D		Common Stock	05/16/2019		F		921 (2)	D	\$ 24.51	44,245	D	
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	05/16/2019		M		3,537 (1)	A	\$ 0	42,247	D																																																																					
Common Stock	05/16/2019		F		866 (2)	D	\$ 24.51	41,381	D																																																																					
Common Stock	05/16/2019		M		3,785 (1)	A	\$ 0	45,166	D																																																																					
Common Stock	05/16/2019		F		921 (2)	D	\$ 24.51	44,245	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Units (1)	\$ 0	05/16/2019		M			6,469	(1)	(1)	Common Stock	3,573.00	\$ 0	0	D	
Performance Units (3)	\$ 0	05/16/2019		M			3,028	(3)	(3)	Common Stock	3,785.00	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON JAY 7171 SOUTHWEST PARKWAY BUILDING 300, SUITE 200 AUSTIN, TX 78735			Chief Financial Officer	

Signatures

/s/ Ryan Tarkington as Attorney-in-Fact		05/22/2019
Signature of Reporting Person		Date

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) On May 20, 2016, the reporting person was granted a performance unit award vesting on March 31, 2019, subject to the Issuer's compensation committee certifying certain adjusted EBITDA performance during the applicable performance period as further specified in the equity award agreement. Of the 6,469 target shares eligible to be earned based upon the Issuer's certain adjusted EBITDA performance for the performance period ended March 31, 2019, the reporting person actually earned 54.68%, or 3,537 shares. The Issuer's compensation committee certified the achievement of the performance goal on May 16, 2019.

(2) Represents shares withheld to cover taxes incurred in connection with the vesting of performance share units.

(3) On May 20, 2016, the reporting person was granted a performance unit award vesting on March 31, 2019, subject to the Issuer's compensation committee certifying relative total shareholder return performance during the applicable performance period as further specified in the equity award agreement. Of the 3,028 target shares eligible to be earned based upon the Issuer's relative total shareholder return performance for the performance period ended March 31, 2019, the reporting person actually earned 125.0%, or 3,785 shares. The Issuer's compensation committee certified the achievement of the performance goal on May 16, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.