

# FORM 4

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

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 * <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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>	
(Last) (First) (Middle) <b>7171 SOUTHWEST PARKWAY, BUILDING 300, SUITE 200</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/21/2020</b>			
(Street) <b>AUSTIN, TX 78735</b>		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	
(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	05/21/2020		A		6,004 (1)	A	\$ 0	68,589	D	
Common Stock	05/21/2020		F		1,407 (2)	D	\$ 15.07 (3)	67,182	D	
Common Stock	05/21/2020		A		2,724 (4)	A	\$ 0	69,906	D	
Common Stock	05/21/2020		F		663 (2)	D	\$ 15.07 (3)	69,243	D	
Common Stock	05/21/2020		A		2,418 (5)	A	\$ 0	71,661	D	
Common Stock	05/21/2020		F		716 (2)	D	\$ 15.07 (3)	70,945 (6)	D	

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

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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					

## Reporting Owners

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

## Signatures

/s/ Ryan Tarkington, Attorney-in-Fact		05/26/2020
<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) On June 19, 2017, the reporting person was granted a performance unit award vesting on March 31, 2020, 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 6,472 target shares eligible to be earned based upon the Issuer's performance for the performance period ended March 31, 2020, the reporting person actually earned 92.8%, or 6,004 shares. The Issuer's compensation committee certified the achievement of the performance goal on May 21, 2020.

(2) These shares were surrendered for tax payment in connection with the vesting of performance stock units on March 31, 2020.

(3) Sales price is the fair market value on Thursday, May 21, 2020.

(4) On June 19, 2017, the reporting person was granted a performance unit award vesting on March 31, 2020, subject to the Issuer's compensation committee certifying certain relative total shareholder return performance during the applicable performance period as further specified in the equity award agreement. Of the 2,724 target shares eligible to be earned based upon the Issuer's performance for the performance period ended March 31, 2020, the reporting person actually earned 100%, or 2,724 shares. The Issuer's compensation committee certified the achievement of the performance goal on May 21, 2020.

(5) On May 16, 2018, the reporting person was granted a performance unit award vesting on March 31, 2020, subject to the Issuer's compensation committee certifying certain acquisition related adjusted EBITDA performance during the applicable performance period as further specified in the equity award agreement. Of the 2,653 target shares eligible to be earned based upon the Issuer's performance for the performance period ended March 31, 2020, the reporting person actually earned 91.1%, or 2,418 shares. The Issuer's compensation committee certified the achievement of the performance goal on May 21, 2020.

(6) Includes 11,924 restricted stock units held by the reporting person.

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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