

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**THERMON GROUP HOLDINGS, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**BROADRIDGE FINANCIAL SOLUTIONS, INC.**

BROADRIDGE CORPORATE ISSUER SOLUTIONS  
PO BOX 1342T, SUITE 1300  
BRENTWOOD, NY 11717

**BROADRIDGE  
FINANCIAL SOLUTIONS, INC.**  
ATTENTION:  
TEST PRINT  
51 MERCEDES WAY  
EDGEWOOD, NY  
11717

\*\*



**THERMON GROUP HOLDINGS, INC.**

**THIS IS A VOTING INSTRUCTION FORM.**

You are receiving this voting instruction form because you hold shares in the above security. You have the right to vote on proposals being presented at the upcoming Annual Meeting to be held on **07/22/20 at 11:30 A.M. CDT**

**Make your vote count.**

Vote must be received by 07/21/2020 to be counted.

→ 1472 0797 1133 0441



Visit  
[www.ProxyVote.com](http://www.ProxyVote.com)



Call  
1-800-454-8683



Return this form  
in the enclosed  
postage-paid  
envelope.



Vote in person  
the day of the  
meeting.



Scan to view materials and vote via smartphone.

**Voting on [www.ProxyVote.com](http://www.ProxyVote.com) is easy and fast!**

Go to [www.ProxyVote.com](http://www.ProxyVote.com), enter the  
control number above and vote!

The following proxy materials for the meeting are available at  
[www.ProxyVote.com](http://www.ProxyVote.com):

The Notice & Proxy Statement, 10K Wrap

**VOTING INSTRUCTIONS**

As the record holder for your shares, we will vote your shares based on your instructions.

Please provide us with your voting instructions before the meeting. If you do not provide us with your voting instructions, we may vote your shares at our discretion on those proposals we are permitted to vote on by New York Stock Exchange rules.

If you sign and return this form, we will vote any unmarked items based on the board's recommendations.

If your securities are held by a bank, your securities cannot be voted without your specific instructions.

X

THIS VOTING INSTRUCTION FORM IS VALID ONLY WHEN SIGNED AND DATED. PLEASE USE BLUE OR BLACK INK AND RETURN ONLY THE BOTTOM PORTION.

THERMON GROUP HOLDINGS, INC.

Please check this box if you plan to attend the Meeting and vote your shares in person.

The Board recommends you vote FOR the following director nominee(s): 1 through 8

1. Election of Directors

For All  Withhold For All  Except

- |                        |                     |
|------------------------|---------------------|
| 01 John U. Clarke      | 07 Michael W. Press |
| 02 Linda A. Dalgetty   | 08 Bruce A. Thames  |
| 03 Roger L. Fix        |                     |
| 04 Marcus J. George    |                     |
| 05 Kevin J. McDinty    |                     |
| 06 John T. Nesser, III |                     |

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board recommends you vote FOR the following proposal(s): 2, 3 and 4

- |  |                              |                                  |                                  |
|--|------------------------------|----------------------------------|----------------------------------|
| 2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2021. | For <input type="checkbox"/> | Against <input type="checkbox"/> | Abstain <input type="checkbox"/> |
| 3. To approve, on a non-binding advisory basis, the compensation of the Company's executive officers as described in the proxy statement.          | <input type="checkbox"/>     | <input type="checkbox"/>         | <input type="checkbox"/>         |
| 4. To approve the Company's 2020 Long-Term Incentive Plan.   | <input type="checkbox"/>     | <input type="checkbox"/>         | <input type="checkbox"/>         |

\*NOTE\* Such other business as may properly come before the meeting or any adjournment thereof.



Signature [PLEASE SIGN WITHIN BOX] \_\_\_\_\_ Date \_\_\_\_\_

1472 0797 1133 0441 07/22/20 123,456,789,012.00000  
88362T103 \*\*\*\*\*ACCOUNT P40814-01S GS2



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**BROADRIDGE FINANCIAL SOLUTIONS, INC.**

BROADRIDGE CORPORATE ISSUER SOLUTIONS  
PO BOX 1342T, SUITE 1300  
BRENTWOOD, NY 11717

**IMPORTANT NOTICE REGARDING DELIVERY OF SECURITY HOLDER DOCUMENTS (HH) BROADRIDGE FINANCIAL SOLUTIONS, INC. ATTENTION: TEST PRINT 51 MERCEDES WAY EDGEWOOD, NY 11717**



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➔ 1472 0797 1133 0441



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If you sign and return this form, we will vote any unmarked items based on the board's recommendations.

If your securities are held by a bank, your securities cannot be voted without your specific instructions.

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**THERMON GROUP HOLDINGS, INC.**

Please check this box if you plan to attend the Meeting and vote your shares in person.

The Board recommends you vote FOR the following director nominee(s): 1 through 8

1. Election of Directors Nominees

- |                        |                     |
|------------------------|---------------------|
| 01 John U. Clarke      | 07 Michael W. Press |
| 02 Linda A. Dalgetty   | 08 Bruce A. Thames  |
| 03 Roger L. Fix        |                     |
| 04 Marcus J. George    |                     |
| 05 Kevin J. McGinty    |                     |
| 06 John T. Nesser, III |                     |

For All	Withhold All	For All Except
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board recommends you vote FOR the following proposal(s): 2, 3 and 4

- To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2021.
- To approve, on a non-binding advisory basis, the compensation of the Company's executive officers as described in the proxy statement.
- To approve the Company's 2020 Long-Term Incentive Plan.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*NOTE\* Such other business as may properly come before the meeting or any adjournment thereof.

**HOUSEHOLDING ELECTION** - Please indicate if you consent to receive certain future investor communications in a single package per household.

Yes	No
<input type="checkbox"/>	<input type="checkbox"/>



Signature [PLEASE SIGN WITHIN BOX] \_\_\_\_\_  
Date \_\_\_\_\_

1472 0797 1133 0441 07/22/20 123,456,789,012.00000  
88362T103 \*\*\*\*\*ACCOUNT P40814-01S GS2

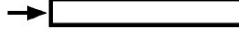


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FINANCIAL SOLUTIONS, INC.  
ATTENTION:  
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51 MERCEDES WAY  
EDGEWOOD, NY  
11717

3 OF 3  
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### IMPORTANT NOTICE REGARDING HOUSEHOLDING ELECTION OF SHAREHOLDER COMMUNICATIONS

In December 2000, the Securities Exchange Commission enacted a rule that allows multiple shareholders residing at the same address the convenience of receiving a single copy of all shareholder communications if they consent to do so. This is known as "Householding". Please note that if you do not respond to this notice, Householding will start 60 days after the mailing of this notification. We will allow Householding only upon these certain conditions:

- The issuer agrees to have its documents Househeld.
- You agree to or do not object to the Householding of your materials.
- You have the same last name and exact address as another shareholder(s).

The HOUSEHOLDING ELECTION, which appears on the enclosed proxy card, provides a means for you to notify us whether or not you consent to participate in Householding. By marking "Yes" in the block provided, you will consent to participate in Householding. By marking "No", you will withhold your consent to participate. If you do nothing, you will be deemed to have given your consent to participate. Your affirmative or implied consent to Household will remain in effect until you revoke it. If you wish to revoke your consent, please call 1-866-540-7095 and follow the instructions or you may send a written request with your name, the name of your financial institution and your account number at the firm to: Householding Department, 51 Mercedes Way, Edgewood, NY 11717. If you revoke your Householding election, each primary account holder will begin receiving individual copies within 30 days of your revocation.