SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * MCGINTY KEVIN J					2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Thermon Group Holdings, Inc.</u> [ THR ]									all applicat		Person(s	,	
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 10/01/2022										Officer (give title below)		Other (sp below)		
7171 SOUTHWEST PARKWAY BUILDING 300, SUITE 200				4. If Amendment, Date of Original Filed (Month/Day/Year)									lividual or Joint/Group Filing (Check Applicable Line)					
(Street) AUSTIN TX 78735														Form file	d by More	than On	e Reportir	ig Person
(State)	(Zi	p)																
	Та	ble I - No	n-Dei	ivativ	e Se	ecuritie	s Acq	uired, I	Disp	osed of,	, or	Benefi	cially Ov	/ned				
Date				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 a				5. Amount of Securities Beneficially Owned Following Reported		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	(Instr. 3 and 4)				(Instr. 4)
Common Stock 10/0				)/01/2022				Α		1,541(1)		Α	\$15.41(2)	42,	42,767		D	
														ed				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any (		Code (In	Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		on Da	te	r) Securities Derivative		derlying curity	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following	e C s F illy C g (	Ownership Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
	KEVIN J (First) WEST PAR 00, SUITE 2 TX (State) ty (Instr. 3)	KEVIN J       (First)     (M       WEST PARKWAY     (M)       (0, SUITE 200)     (M)       TX     78       (State)     (Zi       (State)     (Zi       ty (Instr. 3)     (Month/Day/Year)       Price of Derivative     (Month/Day/Year)	KEVIN J (First) (Middle) WEST PARKWAY 00, SUITE 200 TX 78735 (State) (Zip) Table I - No ty (Instr. 3) 2. Conversion or Exercise Price of Derivative State Month/Day/Year) (Month/Day/Year)	KEVIN J (First) (Middle) WEST PARKWAY 00, SUITE 200 TX 78735 (State) (Zip) Table I - Non-Der ty (Instr. 3) 2. Trai Date (Month c 10/4 Table II - Deriv (e.g., 2. Conversion or Exercise Price of Derivative 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	KEVIN J     The       (First)     (Middle)       WEST PARKWAY     (Middle)       WEST PARKWAY     (Middle)       (State)     (Zip)       Table I - Non-Derivative       Table I - Non-Derivative       ty (Instr. 3)     2. Transaction Date (Month/Day/Year)       Conversion Obte (Month/Day/Year)       2.     3. Transaction Date (Month/Day/Year)       Date (Month/Day/Year)     3A. Deemed Execution Date, if any (Month/Day/Year)	KEVIN J       KEVIN J     (Middle)       (First)     (Middle)       WEST PARKWAY     (Middle)       WEST PARKWAY     4. If Amen       10/01/202     10/01/202       Tx     78735       (State)     (Zip)       Table I - Non-Derivative Sec       (Month/Day/Year)     2. Transaction       Date     (Month/Day/Year)       2.     10/01/2022       Table II - Derivative Sec       (e.g., puts, call       2.     3. Transaction       Date     3A. Deemed       Price of     (Month/Day/Year)       Derivative     4. Transaction       Conversion     Date       (Month/Day/Year)     3A. Deemed       Execution Date, if any     4. Transaction       Code (Instr.     8)	KEVIN J       Thermon Group       KEVIN J     (Middle)       WEST PARKWAY     3. Date of Earliest T       00, SUITE 200     4. If Amendment, Date       TX     78735       (State)     (Zip)       Table I - Non-Derivative Securitie       ty (Instr. 3)     2. Transaction Date (Month/Day/Year)     2. Transaction I any (Month/Day/Year)       Image: Colspan="2">Conversion Date       Conversion Or Exercise Price of Derivative Security     3. Transaction Month/Day/Year)     3. Deemed Execution Date, (Month/Day/Year)       2.     3. Transaction Date     3. Transaction (Month/Day/Year)     5. Num Derivative Security	KEVIN J         Thermon Group Ho         (First)       (Middle)         WEST PARKWAY         00, SUITE 200       4. If Amendment, Date of Or         TX 78735         (State)       (Zip)         Table I - Non-Derivative Securities Acq         ty (Instr. 3)       2. Transaction Date (Month/Day/Year)       2. A Deemed Execution Date, if any (Month/Day/Year)         table I - Non-Derivative Securities Acquir (Month/Day/Year)         Table I - Non-Derivative Securities Acquir (Month/Day/Year)         Table II - Derivative Securities Acquir (e.g., puts, calls, warrants, c         Conversion Or Exercise Price of Derivative Security       5. Number of Derivative Securities Acquired (A) or Disposed of Dol (D) (Instr. 3, 4	KEVIN J         Thermon Group Holdings         (First)       (Middle)         WEST PARKWAY         00, SUITE 200       4. If Amendment, Date of Original File         Table 1 - Non-Derivative Securities Acquired, 1         (State)       (Zip)         Zable 1 - Non-Derivative Securities Acquired, 1         Securities Acquired, 1         ty (Instr. 3)         2. Transaction Date (Month/Day/Year)         2. Transaction Date (Month/Day/Year)         Code (Instr. 3)         Zable II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options         S. Transaction Date (Month/Day/Year)         S. Transaction Conversion (Month/Day/Year)         3. Transaction Date (Month/Day/Year)         S. Number of Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options         S. Number of Derivative Securities Acquired (A) or Dispose of (Month/Day/Year)         S. S. Number of Derivative Securities Acquired (A) or Dispose of Conversion Price of Berultive Securities Acquired (A) or Dispose of Conversion (Month/Day/Year)         S. Number of Derivative Securities Acquired (A) or Dispose of Conversion (Month/Day/Year)         S. Number of Derivative Securities A	KEVIN J         Thermon Group Holdings, Internation (Month/Day)         (First)       (Middle)         WEST PARKWAY       3. Date of Earliest Transaction (Month/Day)         (No, SUITE 200       4. If Amendment, Date of Original Filed (Month/Day)         Tx       78735         (State)       (Zip)         Table I - Non-Derivative Securities Acquired, Dispate (Month/Day/Year)       3. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)         ty (Instr. 3)       2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)       3. Transaction Code (Instr. 8)         Table II - Derivative Securities Acquired, Dispate (e.g., puts, calls, warrants, options, code (e.g., puts, calls, warrants, options, code (nstr. 8)         Z. Coversion Date Price of Derivative Securities Acquired (A) or Dispased of Derivative Securities Acquired (A) or Dispased of (Month/Day/Year)       5. Number of Derivative Securities Acquired (A) or Dispased of (Month/Day/Year)	KEVIN J         Thermon Group Holdings, Inc. [ THR         (First)       (Middle)         WEST PARKWAY         00, SUITE 200       3. Date of Earliest Transaction (Month/Day/Year)         TX 78735         (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year)         Odde (Instr. 3)       2. Transaction Date (Month/Day/Year)         V (Instr. 3)       2. Transaction Date (Month/Day/Year)         Coversion Date (Month/Day/Year)       3. Transaction Date (Month/Day/Year)         Coversion Date (Month/Day/Year)       5. Number of Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible (Month/Day/Year)         2. Cransaction Date (Month/Day/Year)       5. Number of Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible (Month/Day/Year)         2. State II - Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible (Month/Day/Year)         3. Transaction Date (Month/Day/Year)         S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	KEVIN J         Thermon Group Holdings, Inc. [ THR ]         (First) (Middle)         WEST PARKWAY         00, SUITE 200       4. If Amendment, Date of Original Filed (Month/Day/Year)         Table 1 - Non-Derivative Securities Acquired, Disposed of, or         Table 1 - Non-Derivative Securities Acquired, Disposed of, or         ty (Instr. 3)         2. Transaction (Month/Day/Year)         3. Transaction (Month/Day/Year)         3. Transaction Date (e.g., puts, calls, warrants, options, convertible set (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year)         3. Transaction Date (Month/Day/Year)       3. Deemed Execution Date (A) or Disposed of (Derivative Securities Acquired (A) or Disposed of (O) (Instr. 3, 4         2. Conversion or Date (Month/Day/Year)       3. Deemed Execution Date (A) or Disposed of (O) (Instr. 3, 4	KEVIN J       Thermon Group Holdings, Inc. [THR]         (First)       (Middle)         WEST PARKWAY	KEVINJ       Thermon Group Holdings_Inc. [THR]       (Check X         (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       6. India X         WEST PARKWAY	KEVIN J       Thermon Group Holdings, Inc. [THR]       (Check all applicat X Director Officer (g below)         (First)       (Middle)         WEST PARKWAY 10, SUITE 200       3. Date of Earliest Transaction (Month/Day/Year)       6. Individual or Join X Form file         TX       78735         (State)       (Zip)         Zable I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. anount Sample Securities Acquired, Disposed of, or Beneficially Owned (Linstr. 3)       5. Amount Securities Acquired (A) or Date (Month/Day/Year)       5. Amount (A) or Date (Linstr. 3, 4 and 5)       5. Amount Sample Securities (Month/Day/Year)         Z. Conversion Date (B)       10/01/2022       A       1,541(1)       A       \$15.41(2)       42;         Z. Conversion Date (Month/Day/Year)       3. A Deemed Execution Date, (Month/Day/Year)       5. Number of Derivative Securities       6. Date Exercisable and (Sale Zecurities Acquired (A) or Derivative Securities       7. Title and Amount of Securities Underlying Derivative Securities       8. Price of Derivative Securities         2. Conversion Date Derivative Securities       3. A Deemed Execution Date, if any (Month/Day/Year)       5. Number of Derivative Securities       6. Date Exercisable and Conversion Or Exercisable and Conversion Date       7. Title and Amount of Securities Underlying Derivative	Conversion of couple of price of	KEVIN J       Thermon Group Holdings, Inc. [ THR ]       (Check all applicable)       X       Director         (First)       (Middle)         WEST PARKWAY       Do, SUITE 200       A. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check all applicable)       X       Director         TX       78735	KEVINJ       Thermon Group Holdings, Inc. [THR]       Check all applicable)       X       Director       10% O         (First)       (Middle)

Date

Exercisable

(D)

Expiration

. Date Title

Explanation of Responses:

1. Award pursuant to Issuer's Non-Employee Director Compensation Program.

2. Sales price is the fair market value on Friday, September 30, 2022.

Remarks:

/s/ Ryan Tarkington, Attorney-in-<u>Fact</u> 10/03/2022

\*\* Signature of Reporting Person Date

Number

of Shares

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

\* 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).

Code V (A)

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

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 Number.