SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person* 2. Date of Event Rec Statement (Month/D					3. Issuer Name and Ticker or Trading Symbol <u>Thermon Group Holdings, Inc.</u> [THR]					
Lucas Thomas Gregory (Last) (First) (Middle) 7171 SOUTHWEST PKWY BLD. 300, STE. 200 (Street)		04/12/2024		4. Relationship of Reporting Person((Check all applicable) Director X Officer (give title below) VP, Corporate Co		(s) to Issuer 10% Owner Other (specify below)		 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 		
AUSTIN (City)	TX (State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)						nt of Securities ally Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock						4,021(1)	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable Expiration Date (Month/Day/Year)			ate	nd 3. Title and Amount of Securit Derivative Security (Instr. 4)		Underlying	4. Conversio or Exercis	rcise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	

Explanation of Responses:

1. Includes 4,021 restricted stock units held by the reporting person.

Remarks:

/s/ Ryan Tarkington, Attorney-in-Fact 04/12/2024

** Signature of Reporting Person Date

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 5 (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).

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.

OMB APPROVAL

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Ryan Tarkington as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) apply for electronic access codes with the United States Securities and Exchange Commission (the "SEC") on my behalf;

(2) prepare, execute, acknowledge, deliver and file, for and on behalf of the undersigned, Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of Thermon Group Holdings, Inc., a Delaware corporation (the "*Company*"), with the SEC and any stock exchange or similar authority as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "*Exchange Act*"); and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The powers granted above may be exercised by each such attorney-in-fact on behalf of the undersigned, individually, and on behalf of the undersigned in any fiduciary or representative capacity in which the undersigned may be acting.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall be effective as of the date set forth below and shall continue in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of April 2024.

By: <u>/s/ Greg Lucas</u> Greg Lucas