

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 19, 2024

THERMON GROUP HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-35159 (Commission File Number)	27-2228185 (I.R.S. Employer Identification Number)
7171 Southwest Parkway Building 300, Suite 200 Austin TX (Address of principal executive offices)		78735 (Zip code)

Registrant's telephone number, including area code: **(512) 690-0600**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	THR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 19, 2024, the Board of Directors (the "**Board**") of Thermon Group Holdings, Inc. (the "**Company**") appointed Jan L. Schott as the Company's Senior Vice President and Chief Financial Officer, effective October 14, 2024. In connection with joining the Company, Ms. Schott will receive an annual base salary of \$450,000 and is eligible to participate in the Company's 2012 Short-Term Incentive Plan with a target bonus of 75% of her annual base salary, prorated for time served. In addition, Ms. Schott will receive a one-time equity award of stock-settled restricted stock units under the Company's 2020 Long-Term Incentive Plan, as amended. The award will have a grant date fair value of \$450,000 and will vest in equal one-third installments on each anniversary of the grant date, subject to Ms. Schott's continued employment through the applicable vesting date. Ms. Schott will also receive up to \$200,000 in relocation benefits from the Company. Ms. Schott has also been designated as a participant in the Company's Executive Severance Plan, with a severance multiple equal to one. The Company's Executive Severance Plan is further described in the Company's Definitive Proxy Statement, filed with the U.S. Securities and Exchange Commission on June 21, 2024.

Ms. Schott (age 55) joins the Company from TG Natural Resources LLC, an upstream development company with assets in East Texas and North Louisiana, where she served as Executive Vice President and Chief Financial Officer from 2019 through 2024. From 2015 through 2019, Ms. Schott was the Chief Financial Officer of Texas Crude Energy LLC, an independent oil and gas exploration company. Prior to joining Texas Crude Energy, LLC, Ms. Schott served for eight (8) years in various positions with Goodrich Petroleum Corporation (NYSE: GDP) ("**GDP**"), including as Senior Vice President and Chief Financial Officer. GDP filed for reorganization under Chapter 11 of the United States Bankruptcy Code in 2016. Ms. Schott holds a B.B.A. in Accounting from Texas A&M University and is a certified public accountant.

There are no family relationships between Ms. Schott and any director or executive officer of the Company and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In addition, the Board has appointed Greg Lucas as the Company's Vice President and Chief Accounting Officer, effective October 14, 2024.

Mr. Lucas, age 49, has served as the Company's Corporate Controller since 2020, in which capacity he manages the Company's accounting and financial reporting organization, and as interim principal financial officer and principal accounting officer of the Company since April 12, 2024. Prior to joining the Company, Mr. Lucas was the Assistant Corporate Controller for BNSF Railway Company from 2019 to 2020, a leading freight transportation company. From 2017 to 2019, Mr. Lucas was the Controller of a region of Intertek Group plc, a global quality assurance provider. Prior to joining Intertek, Mr. Lucas served for seven (7) years in various roles of increasing responsibility at L'Air Liquide S.A., a global leader in air gases, technologies and services for industry and healthcare. Mr. Lucas is a certified public accountant and holds a B.B.A. from East Texas Baptist University and an M.B.A. from Texas A&M University.

There are no family relationships between Mr. Lucas and any director or executive officer of the Company and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On September 25, 2024, the Company issued a press release announcing the recent senior leadership changes. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in the preceding paragraph, as well as Exhibit 99.1 hereto, is being "furnished" pursuant to Item 7.01 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and is not incorporated by reference into any Company filing, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such filing and regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated September 25, 2024.
104	Cover Page Interactive Data File (formatted in Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

September 25, 2024

THERMON GROUP HOLDINGS, INC.

By: /s/ Ryan Tarkington
Ryan Tarkington
Senior Vice President, General Counsel & Corporate
Secretary

**THERMON APPOINTS JAN L. SCHOTT AS CHIEF FINANCIAL OFFICER
AND PROMOTES GREG LUCAS TO CHIEF ACCOUNTING OFFICER**

AUSTIN, TX / ACCESSWIRE / September 25, 2024 - Thermon Group Holdings, Inc. (NYSE:THR) ("Thermon" or the "Company"), a global leader in industrial process heating solutions, today announced two key additions to its senior leadership team. Jan L. Schott will join the Company as Senior Vice President and Chief Financial Officer, effective October 14, 2024, and Greg Lucas has been promoted to the role of Vice President and Chief Accounting Officer, effective as of the same date.

Ms. Schott brings more than 30 years of global financial, commercial and operational experience to Thermon, with a deep background across the energy verticals. Prior to joining Thermon, Ms. Schott served as Executive Vice President and Chief Financial Officer of TG Natural Resources where she led several multi-billion dollar financings and oversaw the integration of a \$3.0 billion acquisition. Before TG Natural Resources, Ms. Schott served as Chief Financial Officer of Texas Crude Energy LLC, where she managed the successful implementation of a new ERP system. Earlier in her career, Ms. Schott was Chief Financial Officer at Goodrich Petroleum Corporation (NYSE: GDP) and held various senior financial and accounting roles at APA Corporation (NASDAQ: APA). She is a certified public accountant and holds a B.B.A. in accounting from Texas A&M University.

Mr. Lucas has been promoted to the role of Chief Accounting Officer. Mr. Lucas has served as the Company's Vice President, Corporate Controller and has managed the Company's accounting and financial reporting organization since 2020, where he has been instrumental in driving process improvements and has enhanced the public disclosures in our quarterly and annual reporting. Greg served as interim principal financial officer and principal accounting officer of the Company since April 2024. Mr. Lucas is a certified public accountant and holds a B.B.A. from East Texas Baptist University and an M.B.A. from Texas A&M University.

"Jan is a proven public company finance executive who brings significant financial expertise and deep capital markets experience to the role of Chief Financial Officer," commented Bruce Thames, President and Chief Executive Officer of Thermon. "Jan has a demonstrated track-record of disciplined financial management and complex financial transaction execution that will make her a valuable partner in our ongoing efforts to drive growth and operational excellence across the organization. Greg has been a key member of our team since joining Thermon four years ago, including his contributions as interim principal financial officer over the last six months. A strong financial reporting and accounting team is a critical factor in our efforts to scale up our business, so we are very fortunate to have two capable and seasoned executives such as Jan and Greg to lead our finance organization going forward."

"Thermon is a high-performance organization with a disciplined focus on operational excellence, and I am extremely excited to be joining the Company and continuing to build on this legacy," stated Ms. Schott. "I look forward to working with Bruce, our executive leadership team, and the entire finance organization as we continue to execute on the key pillars of Thermon's long-term value creation strategy."

"We have built a strong culture of efficiency, agility, and accountability within our accounting and financial reporting organization," added Mr. Lucas, new Chief Accounting Officer of Thermon. "I look forward to working with Jan and contributing to the successful execution of our strategic initiatives."

About Thermon

Through its global network, Thermon provides safe, reliable and mission critical industrial process heating solutions. Thermon specializes in providing complete flow assurance, process heating, temperature maintenance, freeze protection and environmental monitoring solutions. Thermon is headquartered in Austin, Texas. For more information, please visit www.thermon.com.

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