

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 * PETERSON JAY			2. Issuer Name and Ticker or Trading Symbol Thermon Group Holdings, Inc. [THR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) CFO _____ Other (specify below) _____		
(Last) 100 THERMON DRIVE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/28/2013					
(Street) SAN MARCOS, TX 78666	(City)	(State)	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		

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	08/28/2013		M		7,101	A	\$ 5.20	10,315	D	
Common Stock	08/28/2013		M		7,862	A	\$ 9.82	18,177	D	
Common Stock	08/28/2013		S		14,963	D	\$ 20.98 (1)	3,214	D	

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

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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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$ 5.20	08/28/2013		M		7,101		05/04/2011(2)	10/20/2010	Common Stock	7,101	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 9.82	08/28/2013		M		7,862		05/04/2011(2)	03/01/2021	Common Stock	7,862	\$ 0	15,882	D	
Stock Option (Right to Buy)	\$ 12							05/04/2012(6)	05/04/2021	Common Stock	5,000		5,000	D	
Performance Units	\$ 0							(2)	(2)	Common Stock	5,422 (2)		5,422 (2)	D	
Restricted Stock Units	\$ 0							(3)	(3)	Common Stock	5,422 (3)		5,422	D	
Performance Units	\$ 0							(4)	(4)	Common Stock	8,089 (4)		8,089 (4)	D	
Restricted Stock Units	\$ 0							(5)	(5)	Common Stock	8,089 (5)		8,089	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON JAY 100 THERMON DRIVE SAN MARCOS, TX 78666			CFO	

Signatures

/s/ Jay Peterson by Sarah Alexander as attorney-in-fact		08/28/2013
<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) This represents the weighted average sale price. Reporting person will, upon request, supply the Issuer, the SEC Staff or a securityholder of the Issuer with full information regarding the number of shares sold at each separate price.

On August 2, 2012, the reporting person was granted a performance unit award, which vests in annual installments on March 31, 2014 and March 31, 2015. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest depends on the Issuer's total shareholder return performance relative to its peer group and ranges from 0% below Threshold performance, 50% at Threshold performance, 100% at Target performance and 200% at Maximum performance.

(3) On August 2, 2012, the reporting person was granted a restricted stock unit award that vests in equal annual installments on August 2, 2014 and 2015.

On August 1, 2013, the reporting person was granted a performance unit award, which vests in annual installments on March 31, 2014, 2015 and 2016. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest depends on the Issuer's total shareholder return performance relative to its peer group and ranges from 0% below Threshold performance, 50% at Threshold performance, 100% at Target performance and 200% at Maximum performance.

(5) On August 1, 2013, the reporting person was granted a restricted stock unit award that vests in equal annual installments on August 1, 2014, 2015 and 2016.

(6) Options vest in five equal annual installments beginning on May 4, 2012.

(7) Options vested and became fully exercisable in connection with the Issuer's initial public offering.

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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