

# FORM 4

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

OMB APPROVAL	
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**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) _____ Other (specify below) _____ <b>CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2014					
100 THERMON DRIVE								
(Street)			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		
SAN MARCOS, TX 78666								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	05/19/2014		M		3,600 (1)	A	\$ 0	6,814	D	
Common Stock	05/19/2014		F		984 (2)	D	\$ 22.90	5,830	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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Units	\$ 0	05/19/2014(3)		M		2,711 (3)	(3)	(3)	Common Stock	1,355 (3)	\$ 0	2,711	D	
Performance Units	\$ 0	05/19/2014(4)		M		2,696 (4)	(4)	(4)	Common Stock	2,245	\$ 0	5,393	D	
Stock Option (Right to Buy)	\$ 9.84						05/04/2011(5)	03/01/2021	Common Stock	6,882		6,882	D	
Stock Option (Right to Buy)	\$ 12						(6)	05/04/2021	Common Stock	5,000		5,000	D	
Restricted Stock Units	\$ 0						(7)	(7)	Common Stock	5,422		5,422	D	
Restricted Stock Units	\$ 0						(7)	(7)	Common Stock	8,089		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	05/21/2014
<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) Shares acquired on the vesting of performance units for the performance periods ended 3/31/2014.

(2) Shares withheld for payment of tax liability.

(3) On August 2, 2012, the reporting person was granted 8,132 performance units. Of the 2,710 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance period ended March 31, 2014, the reporting person actually earned 50.0%, or 1,355 shares. The Compensation Committee certified the achievement of the performance goal on May 19, 2014. The remaining 2,711 target shares will be eligible to be earned in the performance period ending March 31, 2015. The actual number of shares that may vest depends on the Issuer's actual performance and ranges from 0% to 200%.

(4) On August 1, 2013, the reporting person was granted 8,089 performance units. Of the 2,696 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance period ended March 31, 2014, the reporting person actually earned 83.3%, or 2,245 shares. The Compensation Committee certified the achievement of the performance goal on May 19, 2014. The remaining 5,393 target shares will be eligible to be earned in the performance periods ending March 31, 2015 and 2016. The actual number of shares that may vest depends on the Issuer's actual performance and ranges from 0% to 200%.

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

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

(7) 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.

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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