

# FORM 4

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

|  |           |
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| 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<br>Thames Bruce |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br>Thermon Group Holdings, Inc. [THR]       |   |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Chief Operating Officer |       |   |  |   |
|---|--------------------------------------|--|---|---|---|---|-------|---|--|---|
| (Last) (First) (Middle)<br>100 THERMON DRIVE            |                                      |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/30/2015                          |   |   |   |       |   |  |   |
| (Street)<br>SAN MARCOS, TX 78666                        |                                      |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                              |       |   |  |   |
| (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 |   |  |   |

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

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 control number. SEC 1474 (9-02)

**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 |
| Restricted Stock Units                     | \$ 0   | 07/30/2015                           |  | A                              |   | 5,785   |     | 07/30/2016 <sup>(1)</sup>                                | 07/30/2018 <sup>(1)</sup> | Common Stock  | 5,785.00                                   | \$ 0   | 5,785  | D  |       |
| Performance Units                          | \$ 0   | 07/30/2015                           |  | A                              |   | 11,676  |     | 03/31/2018 <sup>(2)</sup>                                | 03/31/2018 <sup>(2)</sup> | Common Stock  | 11,676.00 <sup>(2)</sup>                   | \$ 0   | 11,676 <sup>(2)</sup>  | D  |       |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   |   |     | 04/26/2016 <sup>(3)</sup>                                | 04/26/2016 <sup>(3)</sup> | Common Stock  | 17,500.00                                  |  | 17,500   | D  |       |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Thames Bruce<br>100 THERMON DRIVE<br>SAN MARCOS, TX 78666 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Bruce Thames by Sarah Alexander as attorney in fact 01/12/2016  
Signature of Reporting Person Date

## 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) On July 31, 2015, the reporting person was granted a restricted stock unit award vesting in equal annual installments on the first, second and third anniversaries of the award.

On July 30, 2015, the reporting person was granted a performance unit award vesting on March 31, 2018. The actual number of shares earned in settlement of the award depends on the achievement of certain predetermined performance goals and ranges from 0% below target to 200% at maximum. The number of shares reflected on this filing represents the remaining unvested performance units at the target performance level.

(3) On April 27, 2015, the reporting person was granted a restricted stock unit award vesting on the first anniversary of the award.

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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