## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

| 1 &  |   |  | 2. Issuer Name and Ticker or Trading Symbol<br>Thermon Group Holdings, Inc. [THR]   |  |  |  |  |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner  |  |   |  |
|--|---|--|---|--|--|--|--|---|--|--|---|--|
| (Middle)<br>VAY, BUILDING  | 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2021   |  |   |  | -  | Office   | r (give title belo   | ow)(  | Other (specify be  | low)   |   |  |
|  | 4. If Amendment, Date Original Filed(Month/Day/Year)  |  |   |  | -  | 6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person  |  |   |  |  |   |  |
| (Zip)  |   | Гable  | I - Nor   | 1-Deriv  | vative S   | ecurities  | Acqui  | red, Dispe  | osed of, or l  | Beneficially (   | Owned   |  |
| 2. Transaction<br>Date<br>(Month/Day/Year)                                       | any   | if Co  | ode   |  | (A) or D<br>(D)  | oisposed o   | of :   | · · · · · · · · · · · · · · · · · · ·   |  | Collowing (s)  | 6. 7. Nature Ownership Form: Beneficial Direct (D) or Indirect (Instr. 4)   |  |
|  |   |  | Code  | V  | Amount   | (A) or (D)   | Price  |   |  |  | (I)   |  |
| 01/01/2021   |   |  | A   |  |  | A  | \$ 0   | 44,838  |  |  | D   |  |
|  |   |  | Acquire   | the fo   | rm disposed of   | plays a c  | curren<br>eficiall   | itly valid  | OMB con  |  |   |  |
| Derivative Conversion Date Execution I Gecurity or Exercise (Month/Day/Year) any |   | 5. Num of Der Sect Acq (A) Disp of (I (Ins   | 5. 60 Number a of (Derivative Securities Acquired (A) or Disposed of (D)  |  | 6. Date Exercisable  |  | 7. Tit<br>Amo<br>Unde<br>Secur   | ount of<br>erlying<br>rities  | Derivative<br>Security<br>(Instr. 5)   | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | Ownershi<br>Form of<br>Derivativ<br>Security:<br>Direct (D<br>or Indirect   | Beneficia<br>Ownershi<br>(Instr. 4)  |
|  |   |  |   |  |  | Expiration   |  | Amount<br>or<br>Number  |  |  |   |  |
|  | (Middle) WAY, BUILDING  (Zip)  2. Transaction Date (Month/Day/Year)  01/01/2021  refor each class of securion  Table II - 1  cion 3A. Deemed Execution Data any | Thermon Gro  (Middle) WAY, BUILDING  3. Date of Earlie 01/01/2021  4. If Amendmen  (Zip)  2. Transaction Date (Month/Day/Year)  2A. Deemed Execution Date, any (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Secur (e.g., puts, calls, value)  Tansaction  3A. Deemed Execution Date, if Transaction  Transaction  3A. Deemed Execution Date, if | Thermon Group F  (Middle) WAY, BUILDING  (Zip)  Table  2. Transaction Date (Month/Day/Year)  O1/01/2021  2A. Deemed Execution Date, if any (Month/Day/Year)  o1/01/2021  Table II - Derivative Securities Accurate Securities Property Code (e.g., puts, calls, warrange) (Month/Day/Year)  ion 3A. Deemed Execution Date, if any (Month/Day/Year)  ion (Month/Day/Year)  ion (Month/Day/Year)  Table II - Derivative Securities Accurate | Thermon Group Holdin  3. 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Date of Earliest Transaction (Month/Day/ 01/01/2021  4. If Amendment, Date Original Filed(Month/  Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  Code  V Amount  Code  O1/01/2021  A  1,519 (I)  For each class of securities beneficially owned directly or indirectly  Persons whe contained in the form display  Table II - Derivative Securities Acquired, Disposed of (Eg., puts, calls, warrants, options, converting any (Month/Day/Year)  A  5. 6. Date Exerct and Expiration (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities Acquired (A) or and Expiration (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Persons whe contained in the form display  Persons whe contained in the form display  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, and Expiration (Month/Day/Year)  (Instr. 3, and Expiration (Month/Day/Year) (Ins | Thermon Group Holdings, Inc. [THR]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. 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Date Exercisable and Expiration Date (Month/Day/Year)  4. So  Code (Instr. 8)  Code (Instr. 8) | Thermon Group Holdings, Inc. [THR]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Individual Execution Date of Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction 4. Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5)  Code V Amount (D) Price  1.519 A \$ 0 44,838  2. For each class of securities beneficially owned directly or indirectly.  2. Transaction Date (A) or Disposed of (Instr. 3, 4 and 5)  Code V Amount (D) Price  Persons who respond to the collete contained in this form are not required the form displays a currently valid and Expiration Date (Month/Day/Year)  3. Table II - Derivative Securities Acquired (Instr. 3)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  (Instr. 3)  (Instr. 3)  (Instr. 3)  Transaction (Month/Day/Year)  A | Thermon Group Holdings, Inc. [THR]  3. Date of Earliest Transaction (Month/Day/Year)  01/01/2021  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. 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[THR]  (Middle) WAY, BUILDING  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially One Reporting Person Form filed by More than One Reporting Person Form filed by More Reported Transaction (Instr. 8)  Beneficially Owned Following Reported Transaction One of Instrument Person Form filed by More than One Reporting Person Form filed by | Thermon Group Holdings, Inc. [THR]  (Middle)  WAY, BUILDING  3. Date of Earliest Transaction (Month/Day/Year)  01/01/2021  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (D)  (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (Instr. 3)  (Check all applicable)  (Other (specify be)  (Other (specify be)  (Other (specify be)  (Instr. 3, Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by One Reported To Person Form fi |

|  | Relationships |              |         |       |  |  |
|--|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer | Other |  |  |
| Press Michael W<br>7171 SOUTHWEST PARKWAY<br>BUILDING 300, SUITE 200<br>AUSTIN, TX 78735 | X             |              |         |       |  |  |

## **Signatures**

| /s/ Ryan Tarkington, Attorney-in-Fact | 01/05/2021 |
|---------------------------------------|------------|
| **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) Award pursuant to Issuer's Non-Employee Director Compensation Program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.