

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Ryan Tarkington</u>  (Last) (First) (Middle) 7171 SOUTHWEST PARKWAY BUILDING 300, SUITE 200  (Street) AUSTIN TX 78735  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Thermon Group Holdings, Inc. [ THR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X SVP, General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/17/2023		A		3,305 <sup>(1)</sup>	A	\$0	26,945	D	
Common Stock	05/17/2023		F		943 <sup>(2)</sup>	D	\$21.44 <sup>(3)</sup>	26,002	D	
Common Stock	05/17/2023		A		1,858 <sup>(4)</sup>	A	\$0	27,860	D	
Common Stock	05/17/2023		F		550 <sup>(2)</sup>	D	\$21.44 <sup>(3)</sup>	27,310 <sup>(5)</sup>	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On June 1, 2020, the reporting person was granted a performance unit award vesting on March 31, 2023, subject to the Issuer's compensation committee certifying certain adjusted earnings before interest, taxes, depreciation and amortization during the applicable performance period as further specified in the equity award agreement. Of the 2,042 target shares eligible to be earned based upon the Issuer's performance for the performance period ended March 31, 2023, the reporting person actually earned 162%, or 3,305 shares. The Issuer's compensation committee certified the achievement of the performance goal on May 17, 2023.
- These shares were surrendered for tax payment upon the release of shares in satisfaction of performance stock units.
- Sales price is the fair market value on Wednesday, May 17, 2023.
- On June 1, 2020, the reporting person was granted a performance unit award vesting on March 31, 2023, subject to the Issuer's compensation committee certifying certain relative total shareholder return performance during the applicable performance period as further specified in the equity award agreement. Of the 1,758 target shares eligible to be earned based upon the Issuer's performance for the performance period ended March 31, 2023, the reporting person actually earned 106%, or 1,858 shares. The Issuer's compensation committee certified the achievement of the performance goal on May 17, 2023.
- Includes 17,090 restricted stock units held by the reporting person.

**Remarks:**

/s/ Ryan Tarkington 05/19/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.