

Thermon Group Holdings, Inc.
Form 3
April 10, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â DeMartino Geoffrey	(Month/Day/Year)	Thermon Group Holdings, Inc. [THR]
(Last) (First) (Middle)	04/01/2015	
100 THERMON DRIVE		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) SVP Global Corp Development
SAN MARCOS,Â TXÂ 78666		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		
		6. Individual or Joint/Group Filing(Check Applicable Line)
		☐ Form filed by One Reporting Person
		☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	486	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Performance Unit	03/31/2017 ⁽¹⁾	Â ⁽¹⁾	Common Stock	2,609 ⁽¹⁾	\$ 0	D	Â
Performance Unit	03/31/2017 ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	5,218 ⁽⁵⁾	\$ 0	D	Â
Restricted Stock Unit	Â ⁽²⁾	Â ⁽²⁾	Common Stock	1,334	\$ 0	D	Â
Restricted Stock Unit	Â ⁽³⁾	Â ⁽³⁾	Common Stock	1,367	\$ 0	D	Â
Restricted Stock Unit	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	2,609	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeMartino Geoffrey 100 THERMON DRIVE SAN MARCOS, TX 78666	Â	Â	Â SVP Global Corp Development	Â

Signatures

/s/ Geoffrey DeMartino by Gen Li as attorney-in-fact

04/10/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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, 2014, the reporting person was granted a performance unit award which will vest on March 31, 2017. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest will depend on the Issuer's total shareholder return performance relative to an index and ranges from 0% below Target performance, 100% at Target performance and 200% at Maximum performance.
- (2) August 19, 2013, the reporting person was granted a restricted stock unit award; the remaining portion of the award will vest in equal annual installments on August 19, 2015 and 2016.
- (3) On July 31, 2014, the reporting person was granted a restricted stock unit award, which will vest in equal annual installments on July 31, 2015, 2016 and 2017.
- (4) On September 9, 2014, the reporting person was granted a restricted stock unit award, which will vest in equal annual installments on September 9, 2015, 2016 and 2017.
- (5) On September 9, 2014, the reporting person was granted a performance unit award which will vest on March 31, 2017. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest will depend on the Issuer's total shareholder return performance relative to an index and ranges from 0% below Target performance, 100% at Target performance and 200% at Maximum performance.

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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