

Thermon Group Holdings, Inc.  
 Form 4  
 May 10, 2011

**FORM 4**

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

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, 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 \*  
**THOMPSON STREET CAPITAL PARTNERS II L P**

2. Issuer Name and Ticker or Trading Symbol  
**Thermon Group Holdings, Inc. [THR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 120 S. CENTRAL AVENUE, SUITE 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/10/2011

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

ST. LOUIS, MO 63105

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

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 05/10/2011 <sup>(1)</sup>            | <sup>(1)</sup>                                     | C                              | V   | 4,811,467 A <u>(1)</u>  | D <sup>(3)</sup>   |  |
| Common Stock                    | 05/10/2011                           | 05/10/2011   | S                              | D   | \$ 1,494,794 11.16 <u>(2)</u>   | D <sup>(3)</sup>   |  |

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Class A Common Stock                       | (1)  | 05/10/2011(1)                        | (1)  | C                              | 4,811,467   | (1)  | (1)   | Common Stock | 4,811,467                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| THOMPSON STREET CAPITAL PARTNERS II L P<br>120 S. CENTRAL AVENUE<br>SUITE 600<br>ST. LOUIS, MO 63105      |               |           | X       |       |
| Thompson Street Capital Partners II GP, L.P.<br>120 S. CENTRAL AVENUE<br>SUITE 600<br>ST. LOUIS, MO 63105 |               |           | X       |       |
| Thompson Street Capital LLC<br>120 S. CENTRAL AVENUE<br>SUITE 600<br>ST. LOUIS, MO 63105                  |               |           | X       |       |

## Signatures

/s/ James A. Cooper  
05/10/2011

\_\_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) The Class A Common Stock was converted into common stock on a one for one basis immediately prior to the consummation of the underwritten initial public offering, and has no expiration date.
- (2) This amount represents the \$12.00 initial public offering price per share less the underwriting discount of \$.84 per share.
- (3) Thompson Street Capital Partners II, GP, L.P. is the general partner of Thompson Street Capital Partners II, L.P. Thompson Street Capital LLC is the general partner of Thompson Street Capital II GP, L.P. Each of Thompson Street Capital Partners II GP, L.P. and Thompson Street Capital LLC beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the reported securities

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except to the extent of its pecuniary interest therein.

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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