

Thermon Group Holdings, Inc.  
Form 4  
April 26, 2016

**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 \*  
BINGHAM RODNEY L

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)  
100 THERMON DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/31/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

SAN MARCOS, TX 78666

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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/31/2016		M	2,507 (1) A \$ 0	35,092	D	
Common Stock	03/31/2016		F	663 (2) D \$ 0	34,429	D	
Common Stock					91,917	I	by R/S Bingham Family Limited Partnership

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

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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 Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0	03/31/2016		M	2,507	03/31/2015 <sup>(3)</sup> 03/31/2016 <sup>(3)</sup>	Common Stock
Performance Units	\$ 0					03/31/2014 <sup>(4)</sup> 03/31/2016 <sup>(4)</sup>	Common Stock
Restricted Stock Units	\$ 0					08/01/2014 <sup>(5)</sup> 08/01/2016 <sup>(5)</sup>	Common Stock
Performance Units	\$ 0					03/31/2017 <sup>(6)</sup> 03/31/2017 <sup>(6)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 12					05/04/2012 <sup>(7)</sup> 05/04/2021	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM RODNEY L 100 THERMON DRIVE SAN MARCOS, TX 78666	X		President & CEO	

## Signatures

/s/ Rodney Bingham by Sarah Alexander as attorney in fact 04/27/2016

\*\*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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (2) Shares withheld by Issuer to satisfy applicable withholding tax upon vesting of restricted stock units.
- (3) On July 31, 2014, the reporting person was granted a restricted stock unit award vesting in equal annual installments on March 31, 2015 and 2016.  
On August 1, 2013, the reporting person was granted a performance unit award vesting in equal annual installments on March 31, 2014, 2015 and 2016. 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.
- (4) On August 1, 2013, 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 31, 2014, the reporting person was granted a performance unit award vesting on March 31, 2017. 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.
- (5) On May 4, 2011, the reporting person was granted a stock option award vesting in equal annual installments on the first, second, third, fourth and fifth anniversaries of the award.
- (6) On May 4, 2011, the reporting person was granted a stock option award vesting in equal annual installments on the first, second, third, fourth and fifth anniversaries of the award.
- (7) On May 4, 2011, the reporting person was granted a stock option award vesting in equal annual installments on the first, second, third, fourth and fifth anniversaries 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. 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.