

VAN DER SALM JOHANNES RENE  
Form 4  
August 20, 2012

**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 \*  
VAN DER SALM JOHANNES RENE

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)  
08/17/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP - Global Operations

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock <sup>(1)</sup>	08/17/2012		M	12,500 A \$ 5.2	169,546	D	
Common Stock <sup>(1)</sup>	08/17/2012		S	12,500 D \$ 22.92 <sup>(2)</sup>	157,046	D	
Common Stock <sup>(3)</sup>					8,132	D	

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

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SEC 1474 (9-02)



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On August 2, 2012, the reporting person was granted 8,132 restricted stock units which vest in equal installments on each of the first, second and third anniversaries of the grant date.

- (4) Options became fully vested and exercisable in connection with the Issuer's initial public offering.
- (5) Options vest in five equal annual installments, beginning on May 4, 2012.

On August 2, 2012, the reporting person was granted a performance unit award of 8,132 shares, which will vest in equal annual installments on March 31, 2013, March 31, 2014 and March 31, 2015 only upon the Issuer's achievement of predetermined total

- (6) shareholder return goals. The number of shares reflected on this filing represents the target award. The actual number of shares that may vest depends on the Issuer's actual performance relative to its peer group and ranges from 0% below threshold performance, 50% at threshold 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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