

Thermon Group Holdings, Inc.  
 Form 4  
 July 26, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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)  
 07/17/2013

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

SAN MARCOS, TX 78666  
 (City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
Common Stock <sup>(1)</sup>	07/17/2013		M	12,500 A	\$ 5.2	169,546	D
Common Stock <sup>(1)</sup>	07/17/2013		S	12,500 D	\$ 21.44 <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)

displays a currently valid OMB control number.

**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)
Stock Option (Right to Buy)	\$ 5.2	07/17/2013		M	12,500	05/04/2011 <sup>(4)</sup> 10/20/2020	Common Stock
Stock Option (Right to Buy)	\$ 12					05/04/2012 <sup>(6)</sup> 05/04/2021	Common Stock
Performance Units	\$ 0					<sup>(5)</sup> <sup>(5)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN DER SALM JOHANNES RENE 100 THERMON DRIVE SAN MARCOS, TX 78666			SVP - Global Operations	

## Signatures

/s/ Johannes vanderSalm by Sarah Alexander as attorney-in-fact  
07/26/2013

\_\_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) Transactions pursuant to a Rule 10b5-1 Plan.
- (2) This represents the weighted average sale price. Reporting person will, upon request, supply the SEC Staff, the Issuer or a securityholder of the Issuer full information regarding the number of securities sold at each separate price.
- (3) On August 2, 2012, the reporting person was granted 8,132 restricted stock units which vest in equal annual installments on each of the first, second and third anniversaries of the grant date.

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- (4) Options became fully vested and exercisable in connection with the Issuer's initial public offering.

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

- (5) 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.
- (6) Options vest in five equal annual installments beginning on May 4, 2012.

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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