

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

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Reitler Eric | | (Month/Day/Year) | Thermon Group Holdings, Inc. [THR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/01/2015 | | |
| 100 THERMON DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP Global Sales and Marketing | |
| SAN MARCOS,Â TXÂ 78666 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 1,135 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | |

Edgar Filing: Thermon Group Holdings, Inc. - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------|------------|--------------|-----------|----------|-------------------|---|
| Stock Option (Right to Buy) | Â (1) | 05/04/2021 | Common Stock | 500 | \$ 12 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 08/02/2022 | Common Stock | 558 | \$ 21.52 | D | Â |
| Performance Unit (3) | Â (3) | Â (3) | Common Stock | 2,609 (3) | \$ 0 | D | Â |
| Restricted Stock Unit | Â (4) | Â (4) | Common Stock | 1,367 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (5) | Â (5) | Common Stock | 2,392 | \$ 0 | D | Â |
| Restricted Stock Unit | 08/02/2015(6) | Â (6) | Common Stock | 117 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (7) | Â (7) | Common Stock | 498 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Reitler Eric 100 THERMON DRIVE SAN MARCOS,Â TXÂ 78666 | Â | Â | Â SVP Global Sales and Marketing | Â |

Signatures

/s/ Eric Reitler 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 May 4, 2011, the reporting person was granted a stock option award. The remaining portion of the award will vest in equal annual installments on May 4, 2015 and 2016.
- (2) On August 2, 2012, the reporting person was granted a stock option award. The award will vest in equal annual installments on August 2, 2014, 2015, 2016 and 2017.
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.
- (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.
- (5) On September 3, 2013, the reporting person was granted a restricted stock unit award; the remaining portion of the award will vest in equal annual installments on September 3, 2015 and 2016.

Edgar Filing: Thermon Group Holdings, Inc. - Form 3

- (6) On August 2, 2012, the reporting person was granted a restricted stock unit award; the remaining portion of the award will vest on August 2, 2015.
- (7) On August 1, 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 1, 2015 and 2016.

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.