Reitler Eric Form 4 August 01, 2017

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Reitler Eric

Symbol

Thermon Group Holdings, Inc.

2. Issuer Name and Ticker or Trading

[THR]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

07/30/2017

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

SVP - Global Sales

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN MARCOS, TX 78666

100 THERMON DRIVE

| (City) | (State) | (Zip) Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|---|-----------|------------------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | d of (D) | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 07/30/2017 | | M | 1,377 | A | \$ 0 | 7,910 | D | |
| Common Stock | 07/30/2017 | | F(1) | 376 | D | \$ 18.14 | 7,534 | D | |
| Common Stock | 07/31/2017 | | M | 456 | A | \$ 0 | 7,990 | D | |
| Common Stock | 07/31/2017 | | F(1) | 124 | D | \$ 17.87 | 7,866 | 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)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and A Underlying S (Instr. 3 and 4 | |
|---|---|---|---|---|-----|--|------------------|---|-----------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | \$ 0 | 07/30/2017 | | M | | 1,377 | 07/30/2016(2) | 07/30/2018(2) | Common Stock |
| Restricted Stock Units | \$ 0 | 07/31/2017 | | M | | 456 | 07/31/2015(3) | 07/31/2017(3) | Common Stock |
| Stock Option (Right to Buy) (4) | \$ 21.52 | | | | | | 08/02/2013(4) | 08/02/2022 | Common Stock |
| Restricted Stock Units | \$ 0 | | | | | | 05/20/2017(5) | 05/20/2019(2) | Common Stock |
| Performance Units (6) | \$ 0 | | | | | | 03/31/2019(6) | 03/31/2019(6) | Common Stock |
| Stock Option (Right to Buy) (7) | \$ 12 | | | | | | 05/04/2012(7) | 05/04/2021 | Common Stock |
| Performance Units (8) | \$ 0 | | | | | | 03/31/2020(8) | 03/31/2020(8) | Common Stock |
| Performance Units (9) | \$ 0 | | | | | | 03/31/2019(9) | 03/31/2019(9) | Common Stock |
| Restricted Stock Units | \$ 0 | | | | | | 06/19/2018(10) | 06/19/2020(10) | Common Stock |
| Performance Units (11) | \$ 0 | | | | | | 03/31/2020(11) | 03/31/2020(11) | Common Stock |

Performance Units (12) \$ 0

 $03/31/2018^{(12)}$ $03/31/2018^{(12)}$

Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reitler Eric 100 THERMON DRIVE SAN MARCOS, TX 78666

SVP - Global Sales

Signatures

/s/ Eric Reitler by Sarah Alexander as attorney in fact

08/01/2017

**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) Shares withheld by Issuer to satisfy applicable withholding tax upon vesting of restricted stock units.
- On July 30, 2015, the reporting person was granted a restricted stock unit award. Each restricted stock unit represents the right to receive, at settlement, one share of the Issuer's common stock. Award vests in equal annual installments on the first, second and third anniversaries of the grant date. The number of shares reflected in this filing represents unvested restricted stock units.
- On July 31, 2014, the reporting person was granted a restricted stock unit award. Each restricted stock unit represents the right to receive, at settlement, one share of the Issuer's common stock. Award vests in equal annual installments on the first, second and third anniversaries of the grant date. The number of shares reflected in this filing represents unvested restricted stock units.
- On August 2, 2012, 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. The number of options reflected in this filing represents unexercised options.
- On May 20, 2016, the reporting person was granted a restricted stock unit award. Each restricted stock unit represents the right to receive, at settlement, one share of the Issuer's common stock. Award vests in equal annual installments on the first, second and third anniversaries of the grant date. The number of shares reflected in this filing represents unvested restricted stock units.
- On May 20, 2016, the reporting person was granted a performance unit award vesting on March 31, 2019, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.
- 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. The number of options reflected in this filing represents unexercised options.
- On June 19, 2017, the reporting person was granted a performance unit award vesting on March 31, 2020, subject to the Issuer's adjusted EBITDA performance goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.
- On May 20, 2016, the reporting person was granted a performance unit award vesting on March 31, 2019, subject to the Issuer's adjusted EBITDA performance goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.
- On June 19, 2017, the reporting person was granted a restricted stock unit award. Each restricted stock unit represents the right to (10) receive, at settlement, one share of the Issuer's common stock. Award vests in equal annual installments on the first, second and third anniversaries of the grant date. The number of shares reflected in this filing represents unvested restricted stock units.

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- On June 19, 2017, the reporting person was granted a performance unit award vesting on March 31, 2020, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.
- On July 30, 2015, the reporting person was granted a performance unit award vesting on March 31, 2018, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.

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.