

GEORGE MARCUS J  
Form 4/A  
April 02, 2019

**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 \*  
GEORGE MARCUS J

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)  
7171 SOUTHWEST  
PARKWAY, BUILDING 300,  
SUITE 200

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2019

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

(Street)  
AUSTIN, TX 78735

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/04/2019

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) |                 | 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 Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------|---|--|--|
|                                 |                                      |  |                                | (A) or (D)                                    | Amount or Price |   |  |  |
| Common Stock                    | 01/03/2019                           |  | A                              | 728 <sup>(1)</sup>                            | A               | \$ 0 20,465   | D  |  |
| Common Stock                    |                                      |  |                                |   |                 | 50  | I  | Shares held by minor children living in the same household as reporting person. <sup>(2)</sup> |

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

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GEORGE MARCUS J<br>7171 SOUTHWEST PARKWAY<br>BUILDING 300, SUITE 200<br>AUSTIN, TX 78735 |               | X         |         |       |

## Signatures

/s/ Marcus George by Sarah Alexander as attorney in fact  
 Date: 04/02/2019

\*\*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).
- The original Form 4 filed on January 4, 2019 disclosed a grant of 723 shares made pursuant to the Issuer's Non-Executive Director Compensation Program on January 2, 2019. This amended Form 4 corrects the grant date to January 3, 2019 and the number of shares issued to 728 (difference of 5 shares).
- (2) Reporting person disclaims beneficial ownership of the securities, except to the extent of a pecuniary interest therein.

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.