

Thermon Group Holdings, Inc.
Form 4
May 10, 2011

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 *
THOMPSON STREET CAPITAL PARTNERS II L P

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)
120 S. CENTRAL AVENUE, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2011

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

ST. LOUIS, MO 63105

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
Common Stock	05/10/2011 ⁽¹⁾	⁽¹⁾	C	V	4,811,467 A <u>(1)</u>	D ⁽³⁾	
Common Stock	05/10/2011	05/10/2011	S	D	\$ 1,494,794 11.16 <u>(2)</u>	D ⁽³⁾	

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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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock	(1)	05/10/2011(1)	(1)	C	4,811,467	(1)	(1)	Common Stock	4,811,467

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON STREET CAPITAL PARTNERS II L P 120 S. CENTRAL AVENUE SUITE 600 ST. LOUIS, MO 63105			X	
Thompson Street Capital Partners II GP, L.P. 120 S. CENTRAL AVENUE SUITE 600 ST. LOUIS, MO 63105			X	
Thompson Street Capital LLC 120 S. CENTRAL AVENUE SUITE 600 ST. LOUIS, MO 63105			X	

Signatures

/s/ James A. Cooper
05/10/2011

__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) The Class A Common Stock was converted into common stock on a one for one basis immediately prior to the consummation of the underwritten initial public offering, and has no expiration date.
- (2) This amount represents the \$12.00 initial public offering price per share less the underwriting discount of \$.84 per share.
- (3) Thompson Street Capital Partners II, GP, L.P. is the general partner of Thompson Street Capital Partners II, L.P. Thompson Street Capital LLC is the general partner of Thompson Street Capital II GP, L.P. Each of Thompson Street Capital Partners II GP, L.P. and Thompson Street Capital LLC beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the reported securities

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except to the extent of its 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.

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