

GEORGE MARCUS J
Form 4/A
March 20, 2012

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)
10 SOUTH WACKER DRIVE

(Street)

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

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

CHICAGO, IL 60606

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/10/2011

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) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------|-----------|---|------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/10/2011 | | S | | 4,305,008 | D | | \$ 11.16 (1) | 9,552,017 | I | See Footnote (2) |
| Common Stock (4) | 05/10/2011 | | J | | 72,458 | D | | \$ 0 | 9,479,559 | I | See Footnote (3) |
| Common Stock (5) | 05/10/2011 | | P | | 3,000 | A | | \$ 12 | 3,842 | 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)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (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 10 SOUTH WACKER DRIVE CHICAGO, IL 60606 | X | X | | |

Signatures

/s/ Marcus George, by Sarah Alexander as attorney-in-fact 03/20/2012

**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) This amount represents the \$12.00 initial public offering price per share less the underwriting discount of \$0.84 per share.
CHS Private Equity V LP is the record holder of these securities. Reporting person is a limited partner of CHS Management V LP, which is the general partner of CHS Private Equity V LP. Reporting person disclaims beneficial ownership of the securities except to the extent of a pecuniary interest therein.
 - (2) CHS Private Equity V LP made a distribution of the net proceeds received by it from the initial public offering of the Issuer to its partners. CHS Management V LP, its general partner, elected to receive a portion of its distribution in the form of the Issuer's common stock and received 72,458 shares in respect thereof. Reporting person has a direct interest in 842 of those shares. Reporting person disclaims beneficial ownership of the other 71,616 shares distributed to CHS Management V LP, except to the extent of a pecuniary interest therein.
 - (3) This transaction was omitted from the reporting person's original Form 4.
 - (5) These shares were omitted from the reporting person's original Form 4.

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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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