

Thermon Group Holdings, Inc.  
Form 8-K  
August 02, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 27, 2016

THERMON GROUP HOLDINGS, INC.  
(Exact name of Registrant as specified in its charter)

Delaware                              001-35159    27-2228185  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)                      File Number) Identification No.)

100 Thermon Drive  
San Marcos, Texas 78666  
(Address of principal executive offices) (zip code)

(512) 396-5801  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

Three proposals were submitted to a vote of the stockholders of Thermon Group Holdings, Inc. (the "Company") at the Company's annual meeting of stockholders held on July 27, 2016 (the "2016 Annual Meeting") in Houston, Texas. A total of 30,597,596 shares of the Company's common stock were present in person or by proxy at the 2016 Annual Meeting, representing approximately 94.9% of the Company's common stock outstanding. The final results for each of the three proposals are set forth below. Percentages are based on the number of shares cast.

(1) The following individuals were elected to serve on the Company's Board of Directors until the next annual meeting of stockholders:

| DIRECTOR NOMINEE FOR  | % FOR      | WITHHELD | BROKER NON-VOTES    |
|-----------------------|------------|----------|---------------------|
| Marcus J. George      | 28,743,343 | 97.2%    | 816,053 1,038,200   |
| Richard E. Goodrich   | 28,845,923 | 97.6%    | 713,473 1,038,200   |
| Kevin J. McGinty      | 28,845,923 | 97.6%    | 713,473 1,038,200   |
| John T. Nesser, III   | 28,802,347 | 97.4%    | 757,049 1,038,200   |
| Michael W. Press      | 28,467,977 | 96.3%    | 1,091,419 1,038,200 |
| Stephen A. Snider     | 28,802,347 | 97.4%    | 757,049 1,038,200   |
| Charles A. Sorrentino | 28,700,007 | 97.1%    | 859,389 1,038,200   |
| Bruce A. Thames       | 28,846,223 | 97.6%    | 713,173 1,038,200   |

(2) The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2017:

|                    |            |        |         |
|--------------------|------------|--------|---------|
| FOR                | 30,589,263 | 99.97% | FOR     |
| AGAINST            | 7,301      | 0.02%  | AGAINST |
| ABSTENTIONS        | 1,032      | —      | ABSTAIN |
| BROKER NON-VOTES — |            |        |         |

(3) The Company's stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as described in the proxy statement:

|                            |            |       |         |
|----------------------------|------------|-------|---------|
| FOR                        | 29,263,870 | 99.0% | FOR     |
| AGAINST                    | 277,408    | 0.9%  | AGAINST |
| ABSTENTIONS                | 18,118     | 0.1%  | ABSTAIN |
| BROKER NON-VOTES 1,038,200 |            |       |         |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 2, 2016 THERMON GROUP  
HOLDINGS, INC.

By: /s/ Jay  
Peterson  
Name: Jay  
Peterson  
Chief  
Title: Financial  
Officer