

Thermon Group Holdings, Inc.  
Form 8-K  
August 04, 2014

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 31, 2014

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

|   |  |  |
|---|--|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 001-35159<br>(Commission<br>File Number) | 27-2228185<br>(IRS Employer<br>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 Company's stockholders at the annual meeting of stockholders of Thermon Group Holdings, Inc. (the "Company") held on July 31, 2014 (the "2014 Annual Meeting"). The final voting results for each proposal are set forth below.

- (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        | WITHHELD | BROKER<br>NON-VOTES |
|-----------------------|------------|----------|---------------------|
| Rodney L. Bingham     | 29,995,288 | 88,578   | 919,753             |
| Marcus J. George      | 29,995,291 | 88,575   | 919,753             |
| Richard E. Goodrich   | 29,995,291 | 88,575   | 919,753             |
| Kevin J. McGinty      | 29,995,291 | 88,575   | 919,753             |
| John T. Nesser, III   | 29,994,654 | 89,212   | 919,753             |
| Michael W. Press      | 29,994,654 | 89,212   | 919,753             |
| Stephen A. Snider     | 29,994,588 | 89,278   | 919,753             |
| Charles A. Sorrentino | 29,994,588 | 89,278   | 919,753             |

- (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, 2015:

|                  |            |
|------------------|------------|
| FOR              | 30,988,691 |
| AGAINST          | 14,006     |
| ABSTENTIONS      | 922        |
| 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              | 28,253,519 |
| AGAINST          | 1,798,412  |
| ABSTENTIONS      | 31,935     |
| BROKER NON-VOTES | 919,753    |

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 4, 2014

THERMON GROUP HOLDINGS, INC.

By: /s/ Jay Peterson

Name: Jay Peterson

Title: Chief Financial Officer