

Thermon Group Holdings, Inc.
Form 8-K
July 28, 2017

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 26, 2017

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

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

Not Applicable
(Former name or former address, if changed since last report)

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(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 26, 2017 (the "2017 Annual Meeting") in Houston, Texas. A total of 31,543,032 shares of the Company's common stock were present in person or by proxy at the 2017 Annual Meeting, representing approximately 97.4% 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	29,143,171	97.2% 828,178	1,571,683
Richard E. Goodrich	29,183,917	97.4% 787,432	1,571,683
Kevin J. McGinty	29,184,017	97.4% 787,332	1,571,683
John T. Nesser, III	29,134,820	97.2% 836,529	1,571,683
Michael W. Press	28,213,192	94.1% 1,758,157	1,571,683
Stephen A. Snider	29,134,580	97.2% 836,769	1,571,683
Charles A. Sorrentino	29,134,820	97.2% 836,529	1,571,683
Bruce A. Thames	29,184,157	97.4% 787,192	1,571,683

- (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, 2018:

FOR	31,536,562	99.98 %	FOR
AGAINST	5,784	0.02 %	AGAINST
ABSTENTIONS	686	—	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	29,053,003	96.9 %	FOR
AGAINST	917,571	3.1 %	AGAINST
ABSTENTIONS	775	—	ABSTAIN
BROKER NON-VOTES	1,571,683		

- (4) The Company's stockholders re-approved the material terms of the performance measures under the Thermon Group Holdings, Inc. 2012 Short-Term Incentive Plan:

FOR	29,829,886	99.5 %	FOR
AGAINST	141,163	0.5 %	AGAINST
ABSTENTIONS	300	—	ABSTAIN

BROKER NON-VOTES 1,571,683

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: July 28, 2017 THERMON GROUP
HOLDINGS, INC.

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