

CHS Private Equity V LP
 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 *
 CHS Private Equity V LP

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)

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

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

10 SOUTH WACKER DRIVE,
 SUITE 3175

(Street)

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

CHICAGO, IL 60606

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/10/2011 | | S | V | 4,305,008 | D | \$ 12 9,552,017 ⁽¹⁾ D |
| Common Stock | 05/10/2011 | | J | | 72,458 ⁽²⁾ | D | \$ 0 9,479,559 ⁽¹⁾ D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (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 Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| CHS Private Equity V LP 10 SOUTH WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |
| CHS Management V LP 10 SOUTH WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |
| CHS Capital LLC 10 SOUTH WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |

Signatures

| | |
|---|------------|
| Brian P. Simmons, for CHS Private Equity V LP | 05/10/2011 |
| **Signature of Reporting Person | Date |
| Brian P. Simmons, for CHS Management V LP | 05/10/2011 |
| **Signature of Reporting Person | Date |
| Brian P. Simmons, for CHS Capital LLC | 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) CHS Private Equity V LP is the record holder of these securities. CHS Capital LLC is the general partner of CHS Management V LP, which in turn is the general partner of CHS Private Equity V LP. CHS Capital LLC and CHS Management V LP disclaim beneficial

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ownership of the securities owned by CHS Private Equity V LP except to the extent of a pecuniary interest therein.

CHS Private Equity V LP is making a distribution of the net proceeds received by it from the initial public offering of Thermon Group Holdings, Inc. ("Thermon") to its partners. CHS Management V LP, its general partner, elected to receive a portion of its distribution in the form of shares of Thermon common stock and received 72,458 shares of Thermon common stock in respect thereof. CHS

- (2) Management V LP has entered into a lock up agreement with Barclays Capital Inc. and Jefferies & Company, Inc., the representatives of the underwriters for Thermon's initial public offering, restricting the sale of such shares until November 1, 2011, subject to extension under certain circumstances. CHS Capital LLC disclaims beneficial ownership of the securities owned by CHS Management V LP except to the extent of a 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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