

Thermon Group Holdings, Inc.
Form 8-K
July 30, 2018

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 25, 2018

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)

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-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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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.

Four 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 25, 2018 (the "2018 Annual Meeting") in Houston, Texas. A total of 31,219,671 shares of the Company's common stock were present in person or by proxy at the 2018 Annual Meeting, representing approximately 96.1% of the Company's common stock outstanding. The final results for each of the four 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 | |
|-----------------------|------------|----------|------------------|-----------|
| Linda A. Dalgetty | 29,591,423 | 99.6% | 113,848 | 1,514,400 |
| Marcus J. George | 29,172,811 | 98.2% | 532,460 | 1,514,400 |
| Richard E. Goodrich | 29,172,811 | 98.2% | 532,460 | 1,514,400 |
| Kevin J. McGinty | 29,172,811 | 98.2% | 532,460 | 1,514,400 |
| John T. Nesser, III | 29,258,046 | 98.5% | 447,225 | 1,514,400 |
| Michael W. Press | 28,754,713 | 96.8% | 950,558 | 1,514,400 |
| Stephen A. Snider | 29,186,602 | 98.3% | 518,669 | 1,514,400 |
| Charles A. Sorrentino | 29,253,200 | 98.5% | 452,071 | 1,514,400 |
| Bruce A. Thames | 29,375,929 | 98.9% | 329,342 | 1,514,400 |

- (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, 2019:

| | | | |
|--------------------|------------|-------|---------|
| FOR | 30,796,408 | 98.6% | FOR |
| AGAINST | 423,026 | 1.4% | AGAINST |
| ABSTENTIONS | 237 | — | 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 | 28,987,846 | 97.6% | FOR |
| AGAINST | 716,550 | 2.4% | AGAINST |
| ABSTENTIONS | 875 | — | ABSTAIN |
| BROKER NON-VOTES 1,514,400 | | | |

- (4) The Company's stockholders recommended, on a non-binding advisory basis, "ONE YEAR" as the frequency of future stockholder advisory votes on the compensation of the Company's named executive officers:

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| | | | |
|------------------|------------|-------|-----------|
| ONE YEAR | 28,090,234 | 94.6% | FOR |
| TWO YEARS | 100 | — | % AGAINST |
| TWO YEARS | 1,611,237 | 5.4 | % AGAINST |
| ABSTENTIONS | 3,700 | — | % ABSTAIN |
| BROKER NON-VOTES | 1,514,400 | | |

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 30, 2018 THERMON GROUP
HOLDINGS, INC.

By: /s/ Sarah
Alexander
Name: Sarah
Alexander
General
Title: Counsel
and
Secretary