

Thermon Group Holdings, Inc.  
Form 10-Q/A  
February 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

Amendment No. 1

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- x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

OR

- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-35159 (Thermon Group Holdings, Inc.)

Commission File Number: 333-168915-05 (Thermon Holding Corp.)

**THERMON GROUP HOLDINGS, INC.**  
**THERMON HOLDING CORP.**

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(Exact name of registrant as specified in its charter)

**Delaware (Thermon Group Holdings, Inc.)**

**27-2228185 (Thermon Group Holdings, Inc.)**

**Delaware (Thermon Holding Corp.)**

**26-0249310 (Thermon Holding Corp.)**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**100 Thermon Drive, San Marcos, Texas 78666**

(Address of principal executive offices, including zip code)

**(512) 396-5801**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

**Thermon Group Holdings, Inc.** Yes  No

**Thermon Holding Corp.** Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

**Thermon Group Holdings, Inc.** Yes  No

**Thermon Holding Corp.** Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

**Thermon Group Holdings, Inc.**

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**Thermon Holding Corp.**

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

**Thermon Group Holdings, Inc.** Yes  No

**Thermon Holding Corp.** Yes  No

As of February 11, 2013, each registrant had the following number of shares of common stock outstanding:

**Thermon Group Holdings, Inc.:** 31,139,628 shares, par value \$0.001 per share

**Thermon Holding Corp.:** 100,000 shares, par value \$0.001 per share. Thermon Group Holdings, Inc. is the sole stockholder of Thermon Holding Corp. common stock.

**Thermon Holding Corp. meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this Form with the reduced disclosure format.**

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**EXPLANATORY NOTE**

Thermon Group Holdings, Inc. ( TGH ) and Thermon Holding Corp. ( THC ) are filing this Amendment No. 1 (this Amendment ) to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, which was originally filed with the Securities and Exchange Commission on November 13, 2012 (the Quarterly Report ). This Amendment is being filed solely for the purpose of correcting an inadvertent omission of the reference to the certifying officers responsibility for establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) in the certifications of the Chief Executive Officer and Chief Financial Officer of TGH and THC pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. New Section 302 certifications of the Chief Executive Officer and Chief Financial Officer of TGH and THC correcting this error are filed herewith as Exhibits 31.1, 31.2, 31.3 and 31.4 to this Amendment.

This Amendment should be read in conjunction with the Quarterly Report, which continues to speak as of the date of the Quarterly Report. Other than as set forth above, this Amendment does not modify or update disclosures in the Quarterly Report or change any previously reported financial results. Accordingly, this Amendment does not reflect events occurring after the filing of the Quarterly Report or modify or update any related or other disclosures.

**Item 6 EXHIBITS**

| <b>Exhibit Number</b> | <b>Description</b>                                                                                                                                   |
|-----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1                  | Certification of Rodney Bingham, Chief Executive Officer of Thermon Group Holdings, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 31.2                  | Certification of Jay Peterson, Chief Financial Officer of Thermon Group Holdings, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*   |
| 31.3                  | Certification of Rodney Bingham, Chief Executive Officer of Thermon Holding Corp., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*        |
| 31.4                  | Certification of Jay Peterson, Chief Financial Officer of Thermon Holding Corp., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*          |

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\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to the Quarterly Report to be signed on its behalf by the undersigned thereunto duly authorized.

THERMON GROUP HOLDINGS, INC. (registrant)

Date: February 14, 2013

By: /s/ Jay Peterson  
Jay Peterson  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

THERMON HOLDING CORP. (registrant)

Date: February 14, 2013

By: /s/ Jay Peterson  
Jay Peterson  
Chief Financial Officer  
(Principal Financial and Accounting Officer)