Sensata Technologies Holding N.V.

Form 4

EUR 0.01

per share Ordinary Shares,

par value

EUR 0.01 per share

09/04/2014

September 08, 2014

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). OMB Number: Savabase Commission OMB									
(Print or Type Response	s)								
Name and Address o EDGERLEY PAUI		Symbol	ne and Ticker or T	J	5. Relationship of Issuer (Check	Reporting Per			
`	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) COCK TOWER, 200 09/04/2014 N STREET				X Director Officer (give below)	Officer (give title Other (specify			
(Street) BOSTON, MA 021	et)	4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by C Form filed by M	_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
					Person				
	action Date 2A. Deer Day/Year) Execution any	ned 3.	4. Securities sactiom Disposed (Instr. 3, 4 a	Acquired of (D)	(A) 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)		
Ordinary Shares, par value 09/04/2 EUR 0.01	2014	J <u>(1)</u>	1,002,530 (4)	D \$	0 14,048,102	I	See Footnotes (2) (3) (4) (5)		

182,461

<u>(7)</u>

D \$0 0

G

(6) (8)

D

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Titla			
						Exercisable	Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

D (1 0 N (1))	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

EDGERLEY PAUL B JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116

X

Signatures

/s/ Paul 09/08/2014 Edgerley

**Signature of Date
Reporting Person

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).
- On September 4, 2014, Sensata Investment Company S.C.A. ("Sensata Investment Co.") distributed 1,002,530 ordinary shares of Sensata (1) Technologies Holding N.V. (the "Issuer") to certain Bain Capital Funds discussed below. Following such distributions, Sensata Investment Co. held 14,048,102 ordinary shares of the Issuer.
- (2) Sensata Investment Co. is controlled by its manager, Sensata Management Company S.A. ("Sensata SA") through its board of directors. All of the outstanding capital stock of Sensata SA is owned by Bain Capital Fund VIII, L.P. ("Fund VIII") and Bain Capital Fund VIII-E, L.P. ("Fund VIII-E"), and in that capacity, these funds have the power to appoint the directors of Sensata SA. Because of the relationships described in footnotes (3) and (5) below, Bain Capital Investors, LLC ("BCI") may be deemed to control Fund VIII and Fund VIII-E and

Reporting Owners 2

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thus may be deemed to share voting and dispositive power with respect to the ordinary shares of the Issuer held by Sensata Investment Co. (Continued in Footnote 3).

- Approximately 80.6% of the ordinary shares of Sensata Investment Co. are owned by Fund VIII, Bain Capital VIII Coinvestment Fund, L.P. ("Coinvestment VIII"), Fund VIII-E, Bain Capital Fund IX, L.P. ("Fund IX"), Bain Capital IX Coinvestment Fund, L.P. ("Coinvestment IX"), BCIP Associates III ("BCIP III"), BCIP Trust Associates III ("BCIP Trust III"), BCIP Associates III-B ("BCIP III"), BCIP Trust III"), BCIP Associates III-B ("BCIP III")
- (3) III-B"), BCIP Trust Associates III-B ("BCIP Trust III-B") and BCIP Associates-G ("BCIP-G" and together with Fund VIII, Coinvestment VIII, Fund VIII-E, Fund IX, Coinvestment IX, BCIP III, BCIP Trust III, BCIP III-B and BCIP Trust III-B, the "Bain Capital Funds"). Each Bain Capital Fund disclaims beneficial ownership of the shares owned by Sensata Investment Co. except to the extent of its pecuniary interest therein.
- In connection with the distribution to the Bain Capital Funds discussed in Footnote 1, certain Bain Capital Funds received ordinary shares of the Issuer. Each such Bain Capital Fund then further distributed all of the ordinary shares of the Issuer it received from Sensata Investment Co. to one or more members or partners in connection with the charitable gifts made by such members or partners on September 4, 2014.
- BCI is the managing general partner of BCIP III, BCIP Trust III, BCIP III-B, BCIP Trust III-B and BCIP-G. BCI is also the general partner of Bain Capital Partners IX, L.P., which is the general partner of Fund IX and Coinvestment IX. BCI is also the general partner of Bain Capital Partners VIII, L.P. which is the general partner of Fund VIII and Coinvestment VIII. BCI is also the general partner of Bain Capital Partners VIII-E, L.P., which is the general partner of Fund VIII-E. By virtue of the relationships described in the footnotes, Mr. Edgerley may be deemed to share voting and dispositive power with respect to the ordinary shares of the Issuer that may be deemed to be beneficially owned by the Bain Capital Funds.
 - The governance, investment strategy and decision making process with respect to the investments held by the Bain Capital Funds is directed by BCI's Global Private Equity Board ("GPEB"). Mr. Edgerley is a Managing Director of BCI and a member of GPEB. By virtue
- (6) of the relationships described in these footnotes, Mr. Edgerley may be deemed to share voting and dispositive power with respect to the ordinary shares of the Issuer held by Sensata Investment Co. Mr. Edgerley disclaims beneficial ownership of the shares owned by Sensata Investment Co. except to the extent of his pecuniary interest therein.
- (7) Mr. Edgerley made a charitable gift of all 182,461 shares that he received in connection with the distribution.
- (8) Mr. Edgerley is a director of the Issuer. The Form 4 for Mr. Edgerley filed on May 29, 2014 indicated in error that Mr. Edgerley was no longer to subject to Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.