

Sensata Technologies Holding N.V.  
Form 8-K  
May 20, 2014

**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): May 19, 2014**

**SENSATA TECHNOLOGIES HOLDING N.V.**

**(Exact name of Registrant as specified in its charter)**

**The Netherlands**  
**(State or other jurisdiction**

**of incorporation)**

**001-34652**  
**(Commission**

**File Number)**  
**Kolthofsingel 8, 7602 EM Almelo**

**98-0641254**  
**(IRS Employer**

**Identification No.)**

**The Netherlands**

**(Address of Principal executive offices, including Zip Code)**

**31-546-879-555**

**(Registrant's telephone number, including area code)**

**(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))

**Item 1.01 Entry Into a Material Definitive Agreement.**

On May 19, 2014, Sensata Technologies Holding N.V. (the Company ) entered into a Share Repurchase Agreement (the Repurchase Agreement ) with Sensata Investment Company S.C.A. ( SCA ) to repurchase 4,000,000 ordinary shares directly from SCA (the Share Repurchase ) in a private transaction at a price per share equal to the price paid by the underwriter in the underwritten secondary offering announced today by the Company. The Company expects to fund the Share Repurchase with cash on hand.

A copy of the Repurchase Agreement is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 10.1 Share Repurchase Agreement, dated as of May 19, 2014, between Sensata Technologies Holding N.V. and Sensata Investment Company S.C.A.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SENSATA TECHNOLOGIES HOLDING N.V.**

Date: May 20, 2014

/s/ Paul Vasington

Name: Paul Vasington

Title: Executive Vice President and

Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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