

EDGERLEY PAUL B
Form 4
February 14, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
EDGERLEY PAUL B

2. Issuer Name and Ticker or Trading Symbol
Sensata Technologies Holding N.V.
[ST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2013

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

C/O BAIN CAPITAL PARTNERS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET

(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
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(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 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 Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Ordinary Shares, par value EUR 0.01 per share | 02/12/2013 | | J ⁽¹⁾ | | 1,691,922 | D | \$ 0 78,277,590 | I | See Footnotes (1) (2) (3) (4) (5) |
| Ordinary Shares, par value EUR 0.01 per share | 02/12/2013 | | J ⁽¹⁾ | | 647,079 | D | \$ 0 77,630,511 | I | See Footnotes (1) (2) (3) (4) (5) |

Ordinary
 Shares,
 par value 02/12/2013 G⁽⁶⁾ 134,963 D \$ 0 0 D
 EUR 0.01
 per share

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

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 (9-02)

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 Following Transaction (Instr. 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 |
| EDGERLEY PAUL B C/O BAIN CAPITAL PARTNERS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116 | X | X | | |

Signatures

/s/ Paul Edgerley 02/14/2013

**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).

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On February 12, 2013, Sensata Investment Company S.C.A. ("Sensata Investment Co.") distributed (i) 647,079 ordinary shares of Sensata Technologies Holding N.V. (the "Issuer") to certain Bain Capital Funds discussed below, (ii) 1,674,896 ordinary shares of the Issuer to Asia Opportunity Fund II, L.P. ("Asia Fund II") and (iii) 17,026 ordinary shares to AOF II Employee Co-invest Fund, L.P. ("AOF II").

- (1) Following such distributions, Sensata Investment Co. held 77,630,511 ordinary shares of the Issuer. The recipient Bain Capital Funds further distributed the ordinary shares to one or more members or partners in connection with certain charitable gifts made by such members or partners on February 12, 2013. Asia Fund II and AOF II, which are equity holders of Sensata Investment Co., did not further distribute the ordinary shares.

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 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).

- (2) 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-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.

- (4) In connection with the distribution to the Bain Capital Funds discussed in proviso (i) of the first sentence in Footnote 1, certain Bain Capital Funds received ordinary shares of the Issuer. Each 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 charitable gifts made by such members or partners on February 12, 2013.

- (5) Mr. Edgerley is a Managing Director and member of the investment committee of BCI. 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 his relationship with BCI, 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. Mr. Edgerley disclaims beneficial ownership of the shares owned by Sensata Investment Co. except to the extent of his pecuniary interest therein.
- (6) Mr. Edgerley received 134,963 shares of the Issuer in connection with the distribution described in the footnotes above. Mr. Edgerley made a charitable gift of all 134,963 shares that he received in connection with such distribution.

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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