

COTE JEFFREY J  
Form 4  
April 03, 2018

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
COTE JEFFREY J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP, Sensing Solutions and COO

C/O SENSATA TECHNOLOGIES, INC., 529 PLEASANT 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

ATTLEBORO, MA 02703

(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 (A) 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2018                           |  | A <sup>(1)</sup>               |   | 20,261 <sup>(2)</sup>   | A  | \$ 0  |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2018                           |  | D                              |   | 5,092 <sup>(4)</sup>  | D  | \$ 0  |
|   | 04/01/2018                           |  | F                              |   |   | D  | 131,373 <sup>(5)</sup>                                |

|             |            |       |
|-------------|------------|-------|
| Ordinary    | 5,330      | \$    |
| Shares, par | <u>(6)</u> | 51.83 |
| value EUR   |            |       |
| 0.01 per    |            |       |
| share       |            |       |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares    |
| Stock options to Buy                       | \$ 51.83   | 04/01/2018                           |  | A <sup>(1)</sup>               | 28,120  | <sup>(7)</sup> 04/01/2028                                | Ordinary Shares, par value EUR 0.01 per share                 | 28,120                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| COTE JEFFREY J<br>C/O SENSATA TECHNOLOGIES, INC.<br>529 PLEASANT STREET<br>ATTLEBORO, MA 02703 |               |           | EVP, Sensing Solutions and COO |       |

## Signatures

/s/ Michael Richards by power of attorney  
04/03/2018

\*\*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).

(1) Granted pursuant to Sensata Technologies Holding plc First Amended and Restated 2010 Equity Incentive Plan.

Consists of unvested restricted securities granted to the reporting person on April 1, 2018. The restricted securities include 4,342

(2) restricted securities that will vest on April 1, 2021 based on the reporting person's continued employment, and 15,919 restricted securities that will vest on April 1, 2021 based on the issuer's satisfaction of certain performance criteria.

(3) Includes 89,034 unvested restricted securities, of which 69,811 securities are subject to performance conditions.

(4) Represents the portion of the reporting person's performance-based restricted securities granted in 2015 that were forfeited based on certain performance criteria not being met.

(5) Includes 71,910 unvested restricted securities, of which 56,639 securities are subject to performance conditions.

(6) Represents shares withheld to cover taxes due by the reporting person upon vesting of certain restricted security awards.

(7) These options are exercisable over four years at 25% per year, beginning on the first anniversary date of April 1, 2019.

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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