

Sensata Technologies Holding N.V.
 Form 4
 February 22, 2011

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 *
BAIN CAPITAL INVESTORS LLC

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)
111 HUNTINGTON AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2011

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

BOSTON, MA 02199

(City) (State) (Zip)

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

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares, par value EUR 0.01 per share | 02/17/2011 | | J | 1,140,947 D | \$ 0 111,145,936 I | I | See Footnotes (1) (2) (3) (4) (5) |

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

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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 |
| BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP Associates III 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP Associates III-B 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP Trust Associates III-B 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP Associates-G 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| Sensata Investment Co S.C.A 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| Sensata Management Co S.C.A 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |

Signatures

/s/ Bain Capital Investors LLC By: Paul B.
Edgerley

02/22/2011

__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) On February 17, 2011, Sensata Investment Company S.C.A. ("Sensata Investment Co.") distributed 1,140,947 ordinary shares of Sensata Technologies Holding N.V. (the "Issuer") to certain Bain Capital Funds discussed below. Following such distribution, Sensata Investment Co. held 111,145,936 ordinary shares of the Issuer. The recipient 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 17, 2011.

(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 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).

(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-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. (Continued in Footnote 4).

(4) In connection with the distribution discussed in the first sentence of Footnote 1, certain of the Bain Capital Funds received ordinary shares of the Issuer. Each of such Bain Capital Funds 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 certain charitable gifts made by such members or partners on February 17, 2011.

(5) 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. ("Bain Capital IX"), which is the general partner of Fund IX and Coinvestment IX. BCI is also the general partner of Bain Capital Partners VIII, L.P. ("Bain Capital VIII"), 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. ("Bain Capital VIII-E"), which is the general partner of Fund VIII-E. By virtue of these relationships, BCI 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. BCI and each of the Bain Capital Funds disclaims beneficial ownership of the shares owned by Sensata Investment Co. except to the extent of their pecuniary interest therein.

Remarks:

This Form 4 is being filed in two parts due to the large number of reporting persons. This filing is being filed by BCI, BCIP II

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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