Edgar Filing: Sensata Technologies Holding N.V. - Form 4

Sensata Technologies Holding N.V. Form 4 February 20, 2013

		OMB APPROVAL			
		MISSION OMB Number: 3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue Check this box if no longer 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					
CTODG LLC		elationship of Reporting Person(s) to			
Sens [ST]	(Check all applicable)				
		_ DirectorX 10% Owner _ Officer (give title Other (specify			
WER, 200 02/1	- Delow				
(Street) 4. If Amendment, Date Original 6. Individual or Jo Filed(Month/Day/Year) 4. If Amendment, Date Original 6. Individual or Jo Filed(Month/Day/Year) 4. If Amendment, Date Original 6. Individual or Jo Applicable Line) Second Filed by Marcon					
(Zip)					
Date 2A. Deemed ear) Execution Date, if any	3. 4. Securities Acquired (A) 5. Transactionor Disposed of (D) Security Code (Instr. 3, 4 and 5) Become (Instr. 8) Code (Instr. 8) Code (A) Code (A)	Amount of ecurities6.7. Nature of IndirecteneficiallyForm:BeneficialwnedDirect (D)Ownershipoblowingor Indirect(Instr. 4)eported(I)Instr. 4			
	or (In Code V Amount (D) Price	ransaction(s) (Instr. 4) nstr. 3 and 4) 3,277,590 I See (1) (2) (3) (4)			
	ATEMENT OF CHA ed pursuant to Section on 17(a) of the Public 30(h) of the STORS LLC (Middle) 3. Dat (Mont WER, 200 02/19 T (Zip) T Date 2A. Deemed (ear) Execution Date, if any	SECURITIES ed pursuant to Section 16(a) of the Securities Exchange Act on 17(a) of the Public Utility Holding Company Act of 1933 30(h) of the Investment Company Act of 1940 Sorting Person [*] . 2. Issuer Name and Ticker or Trading Symbol Sensata Technologies Holding N.V. [ST] (Middle) 3. Date of Earliest Transaction (Month/Day/Year) WER, 200 02/19/2013 T 4. If Amendment, Date Original Filed(Month/Day/Year) Date 2A. Deemed 3. 4. Securities Acquired, City Date 2A. Deemed 3. 4. Securities Acquired, (Month/Day/Year) Date 2A. Deemed 3. 4. Securities Acquired, (Month/Day/Year) Code (Instr. 3, 4 and 5) any (Month/Day/Year) (Instr. 8) (A) (A) (A) (A) (A) (A) (A) (A			

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.

Edgar Filing: Sensata Technologies Holding N.V. - Form 4

 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Mane / Maress		10% Owner	Officer	Other		
BAIN CAPITAL INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		Х				
BAIN CAPITAL PARTNERS VIII-E, L.P. JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		Х				
BAIN CAPITAL FUND VIII-E, L.P. JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		Х				
BAIN CAPITAL FUND IX L P JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		Х				
BAIN CAPITAL IX COINVESTMENT FUND L P JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		Х				
BCIP Associates III JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		Х				

BCIP Associates III-B JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		Х
BCIP Trust Associates III JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		X
BCIP Trust Associates III-B JOHN HANCOCK TOWER 200 CLARENDON ST. BOSTON, MA 02116		X
Signatures /s/ Bain Capital Investors, LLC, Paul Edgerley	02/20/2013	

**Signature of 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).
- (1) On February 19, 2013, Sensata Investment Company S.C.A. ("Sensata Investment Co.") sold 14,352,921 ordinary shares of Sensata Technologies Holding N.V. (the "Issuer"). Following such sale, Sensata Investment Co. held 63,277,590 ordinary shares of the Issuer.

Date

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

(2) L.I. ("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 (4) 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).

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

(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.

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

(4) Capital Partners VIII-E, L.P., which is the general partner of Fund VIII-E. By virtue of these relationships with BCI, 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:

Form 1 of 2.

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.