

Sensata Technologies Holding N.V.
 Form 4
 May 29, 2014

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 *
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)
**JOHN HANCOCK TOWER, 200
 CLARENDON STREET**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2014

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

BOSTON, MA 02116

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Ordinary Shares, par value EUR 0.01 per share | 05/27/2014 | | S ⁽¹⁾ | | 10,425,979 | D | \$ 42.42 | 19,050,632 | I | See Footnotes (1) (2) (3) (4) |
| Ordinary Shares, par value EUR 0.01 per share | 05/27/2014 | | S ⁽¹⁾ | | 4,000,000 | D | \$ 42.42 | 15,050,632 | I | See Footnotes (1) (2) (3) (4) |

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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BAIN CAPITAL PARTNERS VIII-E, L.P. JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BAIN CAPITAL FUND VIII-E, L.P. JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BAIN CAPITAL FUND IX L P JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| | | | | X |

BAIN CAPITAL IX COINVESTMENT FUND L P
 JOHN HANCOCK TOWER
 200 CLARENDON STREET
 BOSTON, MA 02116

BCIP Associates III
 JOHN HANCOCK TOWER
 200 CLARENDON STREET
 BOSTON, MA 02116 X

BCIP Associates III-B
 JOHN HANCOCK TOWER
 200 CLARENDON STREET
 BOSTON, MA 02116 X

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

Bain Capital Partners IX, L.P.
 JOHN HANCOCK TOWER
 200 CLARENDON STREET
 BOSTON, MA 02116 X

Signatures

/s/ Paul
 Edgerley 05/29/2014

__Signature of Date
 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).

On May 27, 2014, Sensata Investment Company S.C.A. ("Sensata Investment Co.") sold 10,425,979 ordinary shares of Sensata

(1) Technologies Holding N.V. (the "Issuer") in an underwritten secondary offering and the Issuer repurchased 4,000,000 ordinary shares from Sensata Investment Co. Following such transactions, Sensata Investment Co. held 15,050,632 ordinary shares of the Issuer.

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,

(2) 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 (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).

(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

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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 the relationships described in the footnotes, 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.

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