

Sensata Technologies Holding N.V.  
Form 8-K  
March 31, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 26, 2010

**SENSATA TECHNOLOGIES HOLDING N.V.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**The Netherlands**  
(State or other jurisdiction

of incorporation)

**001-34652**  
(Commission File Number)

**Not Available**  
(IRS Employer Identification No.)

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**Kolthofsingel 8, 7602 EM Almelo**

**The Netherlands**

**(Address of Principal Executive Offices, including Zip Code)**

**31-546-879-555**

**(Registrant's Telephone Number, Including Area Code)**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On March 26, 2010, Sensata Technologies B.V. ( "ST B.V." ), an indirect, wholly-owned subsidiary of Sensata Technologies Holding N.V. (the "Company" ), issued a press release announcing the expiration and final results of its previously announced cash tender offer for its 8% Senior Notes due 2014, 9% Senior Subordinated Notes due 2016 and 11.25% Senior Subordinated Notes due 2014. ST B.V. accepted for purchase all of the notes validly tendered (and not validly withdrawn) in the tender offer. The aggregate principal amounts of the 8% Senior Notes, 9% Senior Subordinated Notes and 11.25% Senior Subordinated Notes validly tendered (and not validly withdrawn) pursuant to the tender offer were \$275,000, 200,000 and 71,700,000, respectively (or approximately \$95.8 million in the aggregate using an exchange rate on March 25, 2010 of \$1.3291 = 1.00). In connection with the settlement of the tender offer on March 29, 2010, ST B.V. retired such notes and paid aggregate cash consideration of approximately \$104.1 million (using an exchange rate on March 29, 2010 of \$1.3382 = 1.00), including accrued and unpaid interest, to the holders thereof. ST B.V. used net proceeds from a recently completed equity offering by the Company to fund the payments made in connection with the tender offer.

A copy of the press release announcing the expiration and final results of the tender offer is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	March 26, 2010 press release entitled "Sensata Technologies B.V. Announces the Expiration and Results of the Tender Offer for its Senior and Senior Subordinated Notes."

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SENSATA TECHNOLOGIES HOLDING N.V.**

/s/ Jeffrey Cote  
By: Jeffrey Cote  
Its: Chief Financial Officer

Date: March 31, 2010

**EXHIBIT INDEX**

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