

Sensata Technologies Holding N.V.  
Form 8-K  
May 22, 2014

**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): May 20, 2014**

**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)**  
**Kolthofsingel 8, 7602 EM Almelo**

**98-0641254**  
**(IRS Employer**

**Identification No.)**

**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 May 20, 2014, Sensata Technologies Holding N.V. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as underwriters, and the selling shareholders named therein. The Underwriting Agreement relates to the sale by the selling shareholders to the underwriters of 11,500,000 ordinary shares of the Company, nominal value EUR 0.01 per share (the Shares ). The underwriters may offer the Shares from time to time for sale in negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. The Underwriting Agreement contains customary representations, warranties and covenants of the Company and the selling shareholders, conditions to closing, indemnification obligations of the Company, the selling shareholders and the underwriters, and termination and other customary provisions. The Shares are expected to be delivered against payment therefor on May 27, 2014.

The offering of the Shares was registered under the Securities Act of 1933, as amended, pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-186615). This Current Report on Form 8-K is being filed to incorporate the Underwriting Agreement by reference into such registration statement. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

On May 20, 2014, the Company issued a press release announcing the underwritten public offering by the selling shareholders and the repurchase by the Company of 4,000,000 ordinary shares from one of the selling shareholders. On May 21, 2014, the Company issued a press release announcing the commencement of the offering. Copies of the press releases are attached hereto as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Underwriting Agreement, dated as of May 20, 2014, among Sensata Technologies Holding N.V., the selling shareholders named therein, and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as underwriters
- 99.1 Press release issued by Sensata Technologies Holding N.V. on May 20, 2014
- 99.2 Press release issued by Sensata Technologies Holding N.V. on May 21, 2014

**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/ Paul Vasington

Name: Paul Vasington

Title: Executive Vice President and Chief Financial  
Officer

Date: May 22, 2014

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of May 20, 2014, among Sensata Technologies Holding N.V., the selling shareholders named therein, and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as underwriters
99.1	Press release issued by Sensata Technologies Holding N.V. on May 20, 2014
99.2	Press release issued by Sensata Technologies Holding N.V. on May 21, 2014