

Vasington Paul S  
Form 4  
April 03, 2018

**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 \*  
Vasington Paul S

2. Issuer Name and Ticker or Trading Symbol  
Sensata Technologies Holding plc [ST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

C/O SENSATA TECHNOLOGIES, INC., 529 PLEASANT STREET

04/01/2018

Chief Financial Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

ATTLEBORO, MA 02703

(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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2018                           |  | A <sup>(1)</sup>               |   | 16,208 <sup>(2)</sup>   | A  | \$ 0  |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2018                           |  | D                              |   | 3,394 <sup>(4)</sup>  | D  | \$ 0  |
|   | 04/01/2018                           |  | F                              |   |   | D  | 95,744 <sup>(5)</sup>                                 |

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Ordinary Shares, par value EUR 0.01 per share 2,354 (6) \$ 51.83

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock options to Buy                       | \$ 51.83   | 04/01/2018                           |  | A(1)                           | 22,490  | (7) 04/01/2028   | Ordinary Shares, par value EUR 0.01 per share                 | 22,490                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Vasington Paul S<br>C/O SENSATA TECHNOLOGIES, INC.<br>529 PLEASANT STREET<br>ATTLEBORO, MA 02703 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Michael Richards by power of attorney 04/03/2018

\*\*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) Granted pursuant to Sensata Technologies Holding plc First Amended and Restated 2010 Equity Incentive Plan.

Consists of unvested restricted securities granted to the reporting person on April 1, 2018. The restricted securities include 3,473

(2) restricted securities that will vest on April 1, 2021 based on the reporting person's continued employment, and 12,735 restricted securities that will vest on April 1, 2021 based on the issuer's satisfaction of certain performance criteria.

(3) Includes 77,843 unvested restricted securities, of which 54,093 securities are subject to performance conditions.

(4) Represents the portion of the reporting person's performance-based restricted securities granted in 2015 that were forfeited based on certain performance criteria not being met.

(5) Includes 66,426 unvested restricted securities, of which 45,311 securities are subject to performance conditions.

(6) Represents shares withheld to cover taxes due by the reporting person upon vesting of certain restricted security awards.

(7) These options are exercisable over four years at 25% per year, beginning on the first anniversary date of April 1, 2019.

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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