

Elliott Allisha
Form 4
April 03, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Elliott Allisha

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)
529 PLEASANT STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Human Resources

ATTLEBORO, MA 02703
(City) (State) (Zip)

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

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

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 | 04/01/2019 | | A ⁽¹⁾ | | 10,443 ⁽²⁾ | A | \$ 0 70,370 ⁽³⁾ | D |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2019 | | A | | 2,336 ⁽⁴⁾ | A | \$ 0 72,706 ⁽⁵⁾ | D |
| Ordinary Shares, par | 04/01/2019 | | F | | 8,766 ⁽⁶⁾ | D | \$ 46.93 63,940 ⁽⁵⁾ | D |

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- (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, 2019. The restricted securities include 2,238
- (2) restricted securities that will vest on April 1, 2022 based on the reporting person's continued employment, and 8,205 restricted securities that will vest on April 1, 2022 based on the issuer's satisfaction of certain performance criteria.
- (3) Includes 56,836 unvested restricted securities, of which 34,637 securities are subject to performance conditions.
The performance-based restricted securities granted in 2016 vested at 126% of the original grant due to the extent that the related
- (4) performance criteria were above target. The ordinary shares presented represent the additional beneficial ownership attributable to the reporting person for such excess vesting.
- (5) Includes 32,322 unvested restricted securities, of which 25,653 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, 2020.

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.