

Sensata Technologies Holding N.V.
 Form 4
 May 23, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
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 ST.**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2013

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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
 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 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	05/21/2013		J ⁽¹⁾		1,408,916	D	\$ 0	61,868,674	I	See Footnotes (1) (2) (3) (4) (5)
Ordinary Shares, par value EUR 0.01 per share	05/21/2013		J ⁽¹⁾		709,240	D	\$ 0	61,159,434	I	See Footnotes (1) (2) (3) (4) (5)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Owned Beneficially (Instr. 3, 4, and 5)
				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 ST. BOSTON, MA 02116		X		
Bain Capital Partners IX, L.P. JOHN HANCOCK TOWER 200 CLARENDON ST BOSTON, MA 02116		X		
BCIP Associates-G JOHN HANCOCK TOWER, 200 CLARENDON ST. BOSTON, MA 02116		X		
Sensata Investment Co S.C.A JOHN HANCOCK TOWER 200 CLARENDON ST. BOSTON, MA 02116		X		
Sensata Management Co S.C.A JOHN HANCOCK TOWER 200 CLARENDON ST. BOSTON, MA 02116		X		

Signatures

/s/ Bain Capital Investors, LLC Paul
Edgerley

05/22/2013

__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).

On May 21, 2013, Sensata Investment Company S.C.A. ("Sensata Investment Co.") distributed (i) 709,240 ordinary shares of Sensata Technologies Holding N.V. (the "Issuer") to certain Bain Capital Funds discussed below, (ii) 1,394,738 ordinary shares of the Issuer to Asia Opportunity Fund II, L.P. ("Asia Fund II") and (iii) 14,178 ordinary shares to AOF II Employee Co-invest Fund, L.P ("AOF II").

- (1) Following such distributions, Sensata Investment Co. held 61,159,434 ordinary shares of the Issuer. The recipient Bain Capital Funds further distributed the ordinary shares to one or more members or partners in connection with certain charitable gifts made by such members or partners on May 21, 2013. Asia Fund II and AOF II, which are equity holders of Sensata Investment Co., did not further distribute the ordinary shares.

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, 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 (5) 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).

- (2)

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.

- (3) ("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 pecuniary interest therein.

In connection with the distribution to the Bain Capital Funds discussed in proviso (i) of the first sentence in Footnote 1, certain Bain Capital Funds received ordinary shares of the Issuer. Each Bain Capital Fund then further distributed all of the ordinary shares of the Issuer it received from Sensata Investment Co. to one or more members or partners in connection with charitable gifts made by such members or partners on May 21, 2013.

- (4)

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 Capital Partners VIII-E, L.P., which is the general partner of Fund VIII-E. By virtue of these relationships with BCI, 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.

- (5)

Remarks:

Form 2 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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