

Sullivan Martha N.
Form 4
April 03, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Sullivan Martha N.

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
 Officer (give title below) Other (specify below)

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

04/01/2019

Chief Executive Officer

(Street)

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

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) |
|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2019 | | A ⁽¹⁾ | 68,614 ⁽²⁾ | A \$ 0 | 445,358 ⁽³⁾ | D |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2019 | | A | 12,847 ⁽⁴⁾ | A \$ 0 | 458,205 ⁽⁵⁾ | D |
| | 04/01/2019 | | F | | | 423,980 ⁽⁵⁾ | D |

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Ordinary Shares, par value EUR 0.01 per share 34,225 ⁽⁶⁾ \$ 46.93

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock options to Buy | \$ 46.93 | 04/01/2019 | | A ⁽¹⁾ | 99,210 | ⁽⁷⁾ 04/01/2029 | Ordinary Shares, par value EUR 0.01 per share | 99,210 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sullivan Martha N. C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703 | X | | Chief Executive Officer | |

Signatures

/s/ Michael Richards by power of attorney 04/03/2019

**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, 2019. The restricted securities include 14,703

(2) restricted securities that will vest on April 1, 2022 based on the reporting person's continued employment, and 53,911 restricted securities that will vest on April 1, 2022 based on the issuer's satisfaction of certain performance criteria.

(3) Includes 264,109 unvested restricted securities, of which 208,000 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 199,876 unvested restricted securities, of which 158,590 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.

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