

Chawla Paul
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 *
Chawla Paul

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)
04/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Performance Sensing Auto

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 Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount (A) or (D) Price | | | |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2018 | | A ⁽¹⁾ | | 10,131 ⁽²⁾ | A | \$ 0 32,282 ⁽³⁾ | D |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2018 | | D | | 1,102 ⁽⁴⁾ | D | \$ 0 31,180 ⁽⁵⁾ | D |
| Ordinary Shares, par | 04/01/2018 | | F | | 2,156 ⁽⁶⁾ | D | \$ 51.83 29,024 ⁽⁵⁾ | D |

value EUR
0.01 per
share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | \$ 51.83 | 04/01/2018 | | A | 14,060 | <u>(7)</u> 04/01/2028 | Ordinary Shares, par value EUR 0.01 per share | 14,060 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chawla Paul 529 PLEASANT STREET ATTLEBORO, MA 02703 | | | SVP, Performance Sensing Auto | |

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).

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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, 2018. The restricted securities include 2,171
- (2) restricted securities that will vest on April 1, 2021 based on the reporting person's continued employment, and 7,960 restricted securities that will vest on April 1, 2021 based on the issuer's satisfaction of certain performance criteria.
- (3) Includes 31,318 unvested restricted securities, of which 23,105 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 25,681 unvested restricted securities, of which 20,251 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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