

Chawla Paul  
Form 4  
April 03, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(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)  
04/01/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP, Performance Sensing Auto

ATTLEBORO, MA 02703

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares, par value EUR 0.01 per share	04/01/2019		A <sup>(1)</sup>	14,917 <sup>(2)</sup>	A \$ 0 43,941 <sup>(3)</sup>	D	
Ordinary Shares, par value EUR 0.01 per share	04/01/2019		A	1,335 <sup>(4)</sup>	A \$ 0 45,276 <sup>(5)</sup>	D	
Ordinary Shares, par	04/01/2019		F	3,210 <sup>(6)</sup>	D \$ 42,066 <sup>(5)</sup> 46.93	D	

value EUR  
0.01 per  
share

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

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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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options to Buy	\$ 46.93	04/01/2019		A <sup>(1)</sup>		21,568		<sup>(7)</sup>	04/01/2029	Ordinary Shares, par value EUR 0.01 per share	21,568

## 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 04/03/2019

\_\_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).

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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 3,197

- (2) restricted securities that will vest on April 1, 2022 based on the reporting person's continued employment, and 11,720 restricted securities that will vest on April 1, 2022 based on the issuer's satisfaction of certain performance criteria.

- (3) Includes 40,598 unvested restricted securities, of which 31,971 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 33,923 unvested restricted securities, of which 26,837 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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