Ward Michael De Courcy Form 4 March 18, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

0.5

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Ward Michael De Courcy

Symbol Sensata Technologies Holding N.V.

(Check all applicable)

[ST]

(Last)

3. Date of Earliest Transaction

X_ Director Officer (give title

X__ 10% Owner _ Other (specify

C/O BAIN CAPITAL PARTNERS.

(First)

LLC, 111 HUNTINGTON AVENUE (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

03/16/2010

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BOSTON, MA 02199

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 7. Nature of

1. Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Middle)

3. Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Indirect Form: Beneficial Ownership Direct (D) or Indirect (Instr. 4)

Transaction(s)

(I) (Instr. 4)

(Instr. 3 and 4)

Ordinary Shares,

par value 03/16/2010 **EUR 0.01**

Code V Amount

4,930,209 D

Price (D)

(A)

or

139,099,427 I

Footnotes (1) (2) (3) (4)

See

per share

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

D

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Derivative			Secur	rities	(Instr. 5)	Bene
	Derivative			Securities			(Instr.	. 3 and 4)		Own	
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

Reporting Owners

111 HUNTINGTON AVENUE

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other Ward Michael De Courcy C/O BAIN CAPITAL PARTNERS, LLC X

Signatures

BOSTON, MA 02199

/s/ Michael D.

Ward 03/17/2010

Date **Signature of Reporting Person

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 March 16, 2010, Sensata Investment Company S.C.A. ("Sensata Investment Co.") 4,930,209 ordinary shares of Sensata Technologies Holdings N.V. Following such sale, Sensata Investment Co. held 139,099,427 ordinary shares of Sensata Technologies Holdings N.V.

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 (4) 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 Sensata Technologies Holdings N.V. held by Sensata Investment Co. (Continued in Footnote 3)
 - 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").

(4)

Reporting Owners 2

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Michael Ward is a Managing Director and member of the investment committee of BCI. 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-B 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 his relationship with BCI, Mr. Ward may be deemed to share voting and dispositive power with respect to the shares of the issuer that may be deemed to be beneficially owned by the Bain Capital Funds. Mr. Ward disclaims beneficial ownership of the ordinary shares that may be deemed to be beneficially owned by the Bain Capital Funds except to the extent of his pecuniary interest therein.

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.