

EDGERLEY PAUL B
Form 4/A
November 18, 2010

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

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 *
EDGERLEY PAUL B

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O BAIN CAPITAL PARTNERS, LLC, 111 HUNTINGTON AVENUE

11/17/2010

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/11/2010

6. Individual or Joint/Group Filing(Check Applicable Line)

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

BOSTON, MA 02199

(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)
Ordinary Shares, par value EUR 0.01 per share	11/11/2010		J	1,107,334	D \$ 0 133,605,558	I	See Footnotes (1) (2) (3) (4) (5)
Ordinary Shares, par value EUR 0.01 per share	11/11/2010		G	45,474 ⁽⁶⁾	D \$ 0 0	D	

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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)

Table with 9 columns: 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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Includes EDGERLEY PAUL B, C/O BAIN CAPITAL PARTNERS, LLC, 111 HUNTINGTON AVENUE, BOSTON, MA 02199.

Signatures

/s/ Paul B. Edgerley 11/18/2010

**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) On November 11, 2010, Sensata Investment Company S.C.A. ("Sensata Investment Co.") distributed 1,107,334 ordinary shares of Sensata Technologies Holdings N.V. (the "Issuer") to certain Bain Capital Funds discussed below. Following such distribution, Sensata Investment Co. held 133,605,558 shares of the Issuer. The recipient 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 November 11, 2010.
(2) 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

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described in footnote (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"). Each Bain Capital Fund disclaims beneficial ownership of the shares owned by Sensata Investment Co. except to the extent of its pecuniary interest therein.

- (4) In connection with the distribution discussed in the first sentence of Footnote 1, Fund VIII received 647,669 ordinary shares of the Issuer, Fund VIII-E received 172,803 ordinary shares of the Issuer, Fund IX received 220,758 ordinary shares of the Issuer and BCIP III received 66,104 ordinary shares of the Issuer. Each of Fund VIII, Fund VIII-E, Fund IX and BCIP III 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 certain charitable gifts made by such members or partners on November 11, 2010.

- (5) Paul Edgerley 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 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. Edgerley 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. Edgerley 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.

- (6) The original Form 4, filed on November 11, 2010 incorrectly represented the number of shares distributed to Mr. Edgerley. Mr. Edgerley received 45,474 ordinary shares of the Issuer in connection with the distributions described in Footnote 1. Mr. Edgerley made a charitable gift of all 45,474 ordinary shares that he received in connection with such distributions.

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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