

Sensata Technologies Holding plc  
Form POSASR  
March 28, 2018  
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As filed with the Securities and Exchange Commission on March 28, 2018  
Registration No. 333 - 212676  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT No. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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SENSATA TECHNOLOGIES HOLDING plc  
(Exact name of registrant as specified in its charter)

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England and Wales 98-1386780  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
Interface House, Interface Business Park  
Bincknoll Lane  
Royal Wootton Bassett  
Swindon SN4 8SY  
United Kingdom  
Telephone: +1 (508) 236 3800  
(Address, including zip code, and telephone number, including area code, of principal executive offices)

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Corporation Service Company  
2711 Centerville Road  
Wilmington, Delaware 19808  
Telephone: (866) 403-5272  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies of all communications, including communications sent to agent for service, should be sent to:  
Steven Reynolds  
Vice President, General Counsel  
Sensata Technologies Holding plc  
529 Pleasant Street  
Attleboro, Massachusetts 02703  
Telephone: (508) 236-3800  
Approximate date of commencement of proposed sale to the public: From time to time on or after the effective date of this Registration Statement.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
	(Do not check if a smaller reporting company)	Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

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EXPLANATORY NOTE

This post-effective amendment no. 1 to the Registration Statement on Form S-3 (File No. 333-212676) (this “post-effective amendment”), is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the “Securities Act”), by Sensata Technologies Holding plc, a public limited company incorporated under the laws of England and Wales (“Sensata-UK”), as the successor issuer to Sensata Technologies Holding N.V., a Dutch company (“Sensata-Netherlands”), following a merger transaction (the “Merger”) that became effective on March 28, 2018. The Merger was effected through the common draft terms of the cross-border legal merger between Sensata-Netherlands and Sensata-UK, dated as of October 26, 2017 (the “Merger Proposal”), pursuant to which Sensata-Netherlands merged with and into Sensata-UK with Sensata-UK being the surviving entity. The Merger Proposal was approved by the stockholders of Sensata-Netherlands at an extraordinary meeting of shareholders on February 16, 2018.

Pursuant to the Merger Proposal, each registered share of Sensata-Netherlands (each, a “Sensata-Netherlands Share”), excluding shares held by Sensata-Netherlands, was exchanged for one ordinary share in Sensata-UK, €0.01 nominal value per share (each, a “Sensata-UK Share”). As a result of the Merger, each shareholder of Sensata-Netherlands became a holder of Sensata-UK Shares evidencing the same proportional interests in Sensata-UK that such shareholder held in Sensata-Netherlands.

Sensata-UK hereby expressly adopts the Registration Statement on Form S-3 (File No. 333-212676) filed by Sensata-Netherlands with the Securities and Exchange Commission (the “SEC”) as its own Registration Statement for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

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PROSPECTUS

Ordinary Shares

Sensata Technologies Holding plc

We may offer and sell from time to time ordinary shares covered by this prospectus in amounts, at prices, and on terms determined at the time of offering. This prospectus describes the general manner in which these ordinary shares will be offered. We may sell the ordinary shares covered by this prospectus, on a continuous or delayed basis, directly, through agents, dealers, or underwriters as designated from time to time, or through a combination of these methods. For additional information on the methods of sale, you should refer to the section entitled "Plan of Distribution."

We will provide specific terms of any offering, including the price to the public of the ordinary shares, in supplements to this prospectus. The prospectus supplements will also describe the specific manner in which these ordinary shares will be offered and may also supplement, update or amend information contained in this document. You should carefully read this prospectus and any applicable prospectus supplement and free writing prospectus, together with any documents we incorporate by reference, before you invest.

We reserve the sole right to accept, and together with any agents, dealers and underwriters, reserve the right to reject, in whole or in part, any proposed purchase of ordinary shares. If any agents, dealers, or underwriters are involved in the sale of any ordinary shares, the applicable prospectus supplement will set forth any applicable commissions or discounts. The net proceeds to us from the sale of ordinary shares will also be set forth in the applicable prospectus supplement. This prospectus may not be used to sell ordinary shares unless accompanied by a prospectus supplement. Our registration of the ordinary shares covered by this prospectus does not mean that we will offer or sell any shares. Our ordinary shares are listed on the New York Stock Exchange under the symbol "ST." The last reported sale price of our ordinary shares on the New York Stock Exchange on March 26, 2018 was \$51.49 per share.

Investing in our ordinary shares involves risks. Before investing in our ordinary shares, you should read and consider the risk factors referred to on page 5 of this prospectus, in any applicable prospectus supplement, and in the documents incorporated by reference in this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is March 28, 2018

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission, or “SEC,” utilizing a “shelf” registration process. Under this shelf registration process, we may from time to time sell ordinary shares in one or more offerings. Each time our ordinary shares are offered under this prospectus, we will provide a prospectus supplement that will contain specific information about the terms of that offering.

This prospectus does not contain all of the information included in the registration statement. The prospectus supplement may also add, update, or change information contained in this prospectus. You should read both this prospectus and the applicable prospectus supplement together with all exhibits and additional information under the heading “Where You Can Find More Information.” To the extent there are inconsistencies between any prospectus supplement, this prospectus, and any documents incorporated by reference, the document with the most recent date will control.

You should rely only on information contained in, or incorporated by reference into, this prospectus and any prospectus supplement. We have not authorized anyone to provide you with information different from that contained in, or incorporated by reference into, this prospectus or any prospectus supplement. We are not making offers to sell our ordinary shares in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

The information contained in this prospectus, in any prospectus supplement, or in any document incorporated by reference herein or therein is accurate only as of the date of the relevant document. You should not assume that the information contained in, or incorporated by reference into, this prospectus or any prospectus supplement is accurate as of any other date.

Unless the context specifically indicates otherwise, references in this prospectus to “we,” “us,” “our,” the “Company,” and “Sensata” refer collectively to Sensata Technologies Holding plc, a public limited liability company incorporated under the laws of the England and Wales, successor to Sensata Technologies Holding N.V., and its consolidated subsidiaries.

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OUR COMPANY

Sensata, a global industrial technology company, engages in the development, manufacture, and sale of sensors and controls. We produce a wide range of sensors and controls for applications such as pressure, temperature, and speed and position sensors in automotive systems, thermal circuit breakers in aircraft, and bimetal current and temperature control devices in electric motors. We can trace our origins back to entities that have been engaged in the sensors and controls business since 1916.

Our sensors are customized devices that translate a physical phenomenon, such as pressure, temperature, or position, into electronic signals that microprocessors or computer-based control systems can act upon. Our controls are customized devices embedded within systems to protect them from excessive heat or current. Underlying these sensors and controls are core technology platforms—thermal and magnetic-hydraulic circuit protection, micro electromechanical systems, ceramic capacitance, Microfused Silicon Strain Gage, and wireless communication protocol—that we leverage across multiple products and applications, enabling us to optimize our research, development, and engineering investments and achieve economies of scale.

Our primary products include low-, medium-, and high-pressure sensors, speed and position sensors, bimetal electromechanical controls, temperature sensors, power conversion and control products, thermal and magnetic-hydraulic circuit breakers, pressure switches, and interconnection products. We develop customized, innovative solutions for specific customer requirements or applications across a variety of end markets, including automotive, heavy vehicle off-road ("HVOR"), appliance and heating, ventilation, and air conditioning, industrial, and aerospace, among others.

Our Performance Sensing business supplies automotive and HVOR sensors, including pressure sensors, speed and position sensors, temperature sensors, and pressure switches. Our Sensing Solutions business supplies bimetal electromechanical controls, industrial and aerospace sensors, power conversion and control products, thermal and magnetic-hydraulic circuit breakers, and interconnection products.

We have long-standing relationships with a geographically diverse base of leading global original equipment manufacturers and other multinational companies.

We develop products that address increasingly complex engineering requirements by investing substantially in research, development, and application engineering. By locating our global engineering teams in close proximity to key customers in regional business centers, we are exposed to many development opportunities at an early stage and work closely with our customers to deliver solutions that meet their needs. As a result of the long development lead times and embedded nature of our products, we collaborate closely with our customers throughout the design and development phase of their products. Systems development by our customers typically requires significant multi-year investment for certification and qualification, which are often government or customer mandated. We believe the capital commitment and time required for this process significantly increases the switching costs once a customer has designed and installed a particular sensor or control into a system.

ADDITIONAL INFORMATION

The address of our registered office and principal executive office is Interface House, Interface Business Park, Bincknoll Lane, Royal Wootton Bassett, Swindon SN4 8SY, United Kingdom, and its telephone number is +1 (508) 236 3800. Our principal U.S. operating subsidiary is Sensata Technologies, Inc., a Delaware corporation, or "STI." The address for STI is 529 Pleasant Street, Attleboro, Massachusetts 02703, and its telephone number is (508) 236-3800. Our website address is [www.sensata.com](http://www.sensata.com). The information on, or accessible through, our website is not part of this prospectus.







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changes in, or inability to comply with, various regulations, including tax laws, import/export regulations, anti-bribery laws, environmental and safety laws, and other governmental regulations;

foreign currency risks and changes in socio-economic conditions and/or monetary and fiscal policies, including as a result of the impending exit of the U.K. from the European Union;

losses and costs as a result of intellectual property, product liability, warranty, and recall claims that may be brought against us;

taxing authorities challenging our historical and future tax positions or our allocation of taxable income among our subsidiaries;

our level of indebtedness or inability to meet our debt service obligations or comply with the covenants contained in the credit agreements;

security breaches and other disruptions to our information technology infrastructure; and

various other risks and uncertainties, including those discussed in this prospectus and those set forth under the heading "Risk Factors" in the documents incorporated by reference in this prospectus.

All forward-looking statements attributable to us or persons acting on our behalf speak only as of the date on which the statements were made and are expressly qualified in their entirety by the cautionary statements contained in this prospectus, any prospectus supplement, and any document incorporated by reference in this prospectus. We undertake no obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events.

**USE OF PROCEEDS**

We will describe the use of the net proceeds of any offering of our ordinary shares in the applicable prospectus supplement.

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PLAN OF DISTRIBUTION

We may offer and sell the ordinary shares offered in this prospectus in and outside the United States through underwriters or dealers, directly to purchasers, including our affiliates, through agents, in privately negotiated transactions, or through a combination of any of these methods. Each prospectus supplement will describe the applicable method of distribution of our ordinary shares and set forth the terms and conditions of the offering of such shares.

Sale through Underwriters or Dealers

If underwriters are used in the sale of any of the ordinary shares, the underwriters will acquire the ordinary shares for their own account. The underwriters may resell the ordinary shares from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. Underwriters may offer ordinary shares to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as underwriters. Unless we inform you otherwise in any prospectus supplement, the obligations of the underwriters to purchase the ordinary shares will be subject to certain conditions, and the underwriters will be obligated to purchase all the offered shares if they purchase any of them. The underwriters may change from time to time any public offering price and any discounts or concessions allowed or reallocated or paid to dealers.

During and after an offering through underwriters, the underwriters may purchase and sell the shares in the open market. These transactions may include overallotment and stabilizing transactions and purchases to cover syndicate short positions created in connection with the offering. The underwriters may also impose a penalty bid, which means that selling concessions allowed to syndicate members or other broker-dealers for the offered shares sold for their account may be reclaimed by the syndicate if the offered shares are repurchased by the syndicate in stabilizing or covering transactions. These activities may stabilize, maintain, or otherwise affect the market price of the offered shares, which may be higher than the price that might otherwise prevail in the open market. If commenced, the underwriters may discontinue these activities at any time.

If dealers are used in the sale of shares, we will sell the shares to them as principals. They may then resell those shares to the public at varying prices determined by the dealers at the time of resale. We will include in the prospectus supplement the names of the dealers and the terms of the transaction.

Direct Sales and Sales Through Agents

We may sell the ordinary shares directly, and not through underwriters or agents. Ordinary shares may also be sold through agents designated from time to time. In the prospectus supplement, we will name any agent involved in the offer or sale of the offered shares, and we will describe any commissions payable to the agent. Unless we inform you otherwise in the prospectus supplement, any agent will agree to use its reasonable best efforts to solicit purchases for the period of its appointment.

We may sell the ordinary shares directly to institutional investors or others who may be deemed to be underwriters within the meaning of the Securities Act with respect to any sale of those shares. We will describe the terms of any such sales in the prospectus supplement.

Delayed Delivery Contracts

If we so indicate in the prospectus supplement, we may authorize agents, underwriters, or dealers to solicit offers from certain types of institutions to purchase ordinary shares from us, if applicable, at the public offering price under delayed delivery contracts. These contracts would provide for payment and delivery on a specified date in the future. The contracts would be subject only to those conditions described in the prospectus supplement. The prospectus supplement will describe the commission payable for solicitation of those contracts.

General Information

We may have agreements with the agents, dealers, and underwriters to indemnify them against certain civil liabilities, including liabilities under the Securities Act, or to contribute with respect to payments that the agents, dealers, or underwriters may be required to make. Agents, dealers, and underwriters may be customers of, engage in transactions with, or perform services for, us in the ordinary course of their businesses.

LEGAL MATTERS

Unless we state otherwise in the applicable prospectus supplement, the validity of any ordinary shares that we may offer by the prospectus will be passed upon for us by Clifford Chance LLP, London, England.

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EXPERTS

The consolidated financial statements of Sensata Technologies Holding N.V. appearing in Sensata Technologies Holding N.V.'s Annual Report on Form 10-K for the year ended December 31, 2017, including schedules appearing therein, and the effectiveness of Sensata Technologies Holding N.V.'s internal control over financial reporting as of December 31, 2017, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon included therein, and incorporated herein by reference. Such financial statements are, and audited financial statements to be included in subsequently filed documents will be, incorporated herein in reliance upon the reports of Ernst & Young LLP pertaining to such financial statements and the effectiveness of our internal control over financial reporting as of the respective dates (to the extent covered by consents filed with the Securities and Exchange Commission) given on the authority of such firm as experts in accounting and auditing.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to “incorporate by reference” information into this prospectus, which means that we can disclose important information about us by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus. The following documents, which have been filed with the SEC by us, are incorporated by reference in this prospectus (other than portions of these documents that are either (1) described in paragraph (e) of Item 201 of Registration S-K or paragraphs (d)(1)-(3) and (e)(5) of Item 407 of Regulation S-K promulgated by the SEC or (2) furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K):

• Sensata Technologies Holding N.V.'s Annual Report on Form 10-K for the year ended December 31, 2017;  
• Sensata Technologies Holding N.V.'s Current Reports on Form 8-K filed on January 5, 2018, February 16, 2018 and February 27, 2018;

• Our Current Report on Form 8-K filed on March 28, 2018; and

Sensata Technologies Holding N.V.'s registration statement on Form 8-A filed on March 8, 2010 pursuant to Section 42(b) of the Securities Act, including any amendments or supplements thereto, as updated by the description of our ordinary shares contained in our Current Report on Form 8-K (File No. 001-34652) filed on March 28, 2018.

We also incorporate by reference the information contained in all other documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than portions of these documents that are either (1) described in paragraph (e) of Item 201 of Registration S-K or paragraphs (d)(1)-(3) and (e)(5) of Item 407 of Regulation S-K promulgated by the SEC or (2) furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein) after the date of this prospectus and prior to the termination of this offering. The information contained in any such document will be considered part of this prospectus from the date the document is filed with the SEC.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

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WHERE YOU CAN FIND MORE INFORMATION

We are currently subject to the information requirements of the Exchange Act and file reports, proxy statements, and other information with the SEC. You may read and copy any reports, proxy statements, or other information filed by us at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at (800) SEC-0330. The SEC maintains a website that contains reports, proxy statements, and other information regarding us. The address of the SEC website is [www.sec.gov](http://www.sec.gov).

This prospectus and any applicable prospectus supplement are part of a registration statement that we filed with the SEC with respect to the ordinary shares offered hereby and do not contain all the information set forth in the registration statement, parts of which are omitted in accordance with the rules and regulations of the SEC. For further information with respect to us and the ordinary shares offered hereby, reference is made to the full registration statement, which may be obtained from the SEC, as provided above.

We undertake to provide without charge to any person, including any beneficial owner, to whom a copy of this prospectus or any prospectus supplement is delivered, upon oral or written request of such person, a copy of any or all of the documents that have been incorporated by reference in this prospectus or the applicable prospectus supplement, other than exhibits to such other documents (unless such exhibits are specifically incorporated by reference therein).

Requests for such copies should be directed to:

Sensata Technologies Holding plc  
c/o Sensata Technologies, Inc.  
529 Pleasant Street  
Attleboro, Massachusetts 02703  
Attn: Director, Investor Relations  
Telephone: (508) 236-3800

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following is a statement of estimated expenses, to be paid solely by Sensata Technologies Holding plc (“we,” “us,” “our,” or the “Company”), of the issuance and distribution of the securities being registered hereby:

SEC registration fee	(1)
FINRA filing fee	(1)
Blue Sky fees	(1)
Printing expenses	(1)
Accounting fees and expenses	(1)
Legal fees and expenses	(1)
Miscellaneous expenses	(1)

Total (1)

Estimated expenses are not presently known. The foregoing sets forth the general categories of expenses (other than underwriting discounts and commissions) that the Company anticipates it will incur in connection with the (1) offering of ordinary shares under this Registration Statement. An estimate of the aggregate expenses in connection with the issuance and distribution of the ordinary shares being offered will be included in the applicable prospectus supplement.

Item 15. Indemnification of Directors and Officers.

Our articles of association of (the “Articles”) enable us to indemnify our directors and officers and to advance expenses to defend claims against our directors and officers to the full extent of English law. Subject to exceptions described below, English law does not permit a company to exempt a director or certain officers from, or indemnify him or her against, liability in connection with any negligence, default, breach of duty or breach of trust by him or her in relation to the company. Indemnification is permitted for liabilities incurred in proceedings in which judgment is entered in favor of the director or officer and the director or officer is acquitted, or the director or officer is held liable, but the court finds that he or she acted honestly or reasonably and the relief should be granted.

The exceptions under the English Companies Act of 2006 allow a company to (and the Articles provide that we may): purchase and maintain director and officer insurance “D&O Insurance” against any liability arising in connection with any negligence, default, breach of duty or breach of trust owed to the company. D&O Insurance generally covers costs incurred in defending allegations and compensatory damages that are awarded. D&O Insurance will not cover damages awarded in relation to criminal acts, intentional malfeasance or other forms of dishonesty, regulatory offences or excluded matters such as environmental liabilities. In relation to these matters, D&O Insurance generally only covers defense costs, subject to the obligation of the director or officer to repay the costs if an allegation of criminality, dishonesty or intentional malfeasance is subsequently admitted or found to be true; provide a qualifying third party indemnity provision, or “QTPIP.” This permits a company to indemnify its directors and certain officers (and directors and certain officers of an associated company) in respect of proceedings brought by third parties (covering both legal costs and the amount of any adverse judgment, except for: the legal costs of an unsuccessful defense of criminal proceedings or civil proceedings brought by the company itself, fines imposed in criminal proceedings and penalties imposed by regulatory bodies). We can therefore indemnify directors and certain officers against such third party actions as class actions or

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actions following mergers and acquisitions or share issues; and

make a loan to a director or certain officers in respect of defense costs in relation to civil and criminal proceedings against him or her (even if the action is brought by the company itself). This is subject to the requirement for the director or officer to reimburse the company if the defense is unsuccessful. However, if the company has a QTPIP in place whereby the director or officer is indemnified in respect of legal costs in civil proceedings brought by third parties, then the director or officer will not be required to reimburse the company as the cost of the loan can be paid under the QTPIP.

We maintain directors' and officers' liability insurance for the members of the board of directors and certain of our officers.

Item 16. Exhibits.

The agreements and other documents filed as exhibits to this Registration Statement on Form S-3 are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by the registrant in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

Exhibit No.	Description
1.1*	Form of Underwriting Agreement.
2.1	<u>Merger Proposal by the boards of directors of Sensata Technologies Holding N.V. and Sensata Technologies Holding plc (incorporated by reference to Annex A to the registration statement on Form S-4/A (File No. 333-220735) filed by Sensata Technologies Holding plc on December 22, 2017).</u>
3.1	<u>Articles of Association of Sensata Technologies Holding plc (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on March 28, 2018 (File No. 001-34652)).</u>
5.1**	<u>Opinion of Clifford Chance LLP.</u>
23.1**	<u>Consent of Ernst &amp; Young LLP.</u>
23.2**	<u>Consent of Clifford Chance LLP (included in Exhibit 5.1).</u>
24.1**	<u>Powers of Attorney (included in signature pages).</u>
24.2	<u>Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-3 filed on July 26, 2016 (File No. 333-212676)).</u>

To be filed, if necessary, subsequent to the effectiveness of this registration statement by an amendment to the \*registration statement or incorporated by reference to a Current Report on Form 8-K filed in connection with an underwritten offering of the shares offered hereunder.

\*\* Filed herewith.

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a



fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule

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424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement;  
and

(iii) To i