

Sensata Technologies Holding N.V.
Form SC 13G/A
February 14, 2014

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

Schedule 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Sensata Technologies Holding N.V.
(Name of Issuer)

Ordinary Shares, 0.01 Nominal Value Per Share
(Title of Class of Securities)

N7902X106
(CUSIP Number)

December 31, 2013
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

- 0 Rule 13d-1(b)
- 0 Rule 13d-1(c)
- X Rule 13d-1(d)

*The remainder of this cover page shall be filled out
for a reporting person's initial filing on this form with
respect to the subject class of securities, and for any
subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this
cover page shall not be deemed to be "filed" for the
purpose of Section 18 of the Securities Exchange Act
of 1934 ("Act") or otherwise subject to the liabilities
of that section of the Act but shall be subject to all other
provisions of the Act (however, see the Notes).

1
NAMES OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Sensata Investment Company S.C.A.

2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

- (a)
- (b) X

3
SEC USE ONLY

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4

CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

5

SOLE VOTING POWER

0

6

SHARED VOTING POWER

30,550,532 (See Item 4)

7

SOLE DISPOSITIVE POWER

0

8

SHARED DISPOSITIVE POWER

30,550,532 (See Item 4)

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

30,550,532 (See Item 4)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.21% (See Item 4) (a)

12

TYPE OF REPORTING PERSON (See Instructions)

00

c

NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Bain Capital Fund VIII, L.P.

2

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b) X

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5
SOLE VOTING POWER

0

6
SHARED VOTING POWER

30,550,532 (See Item 4)

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TYPE OF REPORTING PERSON (See Instructions)

PN

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1

NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Bain Capital VIII Coinvestment Fund, L.P.

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b) X

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TYPE OF REPORTING PERSON (See Instructions)

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NAMES OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Bain Capital Partners VIII, L.P.

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Bain Capital Fund VIII-E, L.P.

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TYPE OF REPORTING PERSON (See Instructions)

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NAMES OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Bain Capital Fund IX, L.P.

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Bain Capital Partners IX, L.P.

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(a)

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SEC USE ONLY

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TYPE OF REPORTING PERSON (See Instructions)

PN

1

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NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BCIP Associates III

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

0

(b)

1

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY
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SHARED VOTING POWER

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12

TYPE OF REPORTING PERSON (See Instructions)

PN

1

NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BCIP Trust Associates III

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b) X

3

SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY
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30,550,532 (See Item 4)

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CHECK BOX IF THE AGGREGATE AMOUNT IN

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ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

11
PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (9)

17.21% (See Item 4) (a)

12
TYPE OF REPORTING PERSON (See Instructions)

PN

1
NAMES OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BCIP Associates III-B

2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b) X

3
SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH

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SOLE VOTING POWER

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SHARED VOTING POWER

30,550,532 (See Item 4)

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SOLE DISPOSITIVE POWER

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8
SHARED DISPOSITIVE POWER

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30,550,532 (See Item 4)

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON

30,550,532 (See Item 4)

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(See Instructions)

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN
ROW (9)

17.21% (See Item 4) (a)

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TYPE OF REPORTING PERSON (See Instructions)

PN

1
NAMES OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BCIP Trust Associates III-B

2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b) X

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH

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SOLE VOTING POWER

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SHARED VOTING POWER

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30,550,532 (See Item 4)

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SOLE DISPOSITIVE POWER

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30,550,532 (See Item 4)

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ROW (9)

17.21% (See Item 4) (a)

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TYPE OF REPORTING PERSON (See Instructions)

PN

1

NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BCIP Associates-G

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b) X

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

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REPORTING PERSON WITH

5
SOLE VOTING POWER

0

6
SHARED VOTING POWER

30,550,532 (See Item 4)

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SOLE DISPOSITIVE POWER

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TYPE OF REPORTING PERSON (See Instructions)

PN

1
NAMES OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Sensata Management Company S.A.

2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

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(b) X

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
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PN

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NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Bain Capital Investors, LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b) X

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

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17.21% (See Item 4) (a)

12

TYPE OF REPORTING PERSON (See Instructions)

PN

Item 1(a) Name of Issuer:
Sensata Technologies Holding N.V. (the "Company").

Item 1(b) Address of Issuer's Principal Executive Offices:
Kolthofsingel 8, 7602 EM Almelo
The Netherlands.

Item 2(a) Name of Person Filing:
Sensata Investment Company S.C.A ("Sensata Investment Co."),
Bain Capital Fund VIII, L.P. ("Fund VIII"),
Bain Capital VIII Coinvestment Fund, L.P. ("Coinvestment VIII"),
Bain Capital Partners VIII, L.P. ("Bain Capital VIII"),
Bain Capital Fund VIII-E, L.P. ("Fund VIII-E"),
Bain Capital Partners VIII-E, L.P. ("Bain Capital VIII-E"),
Bain Capital Fund IX, L.P. ("Fund IX"), Bain Capital IX
Coinvestment Fund, L.P. ("Coinvestment IX"),
Bain Capital Partners IX, L.P. ("Bain Capital 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"),
BCIP Associates-G ("BCIP-G"), Sensata Management
Company S.A. ("Sensata Management Co.") and Bain Capital
Investors, LLC ("BCI") (collectively, the "Reporting Persons").

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2014, a copy of which is attached as Exhibit A to this Statement, pursuant to which the Reporting Persons agreed to file this Schedule 13G/A and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k) (1) under the Act.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is c/o Bain Capital Investors, LLC, John Hancock Tower, 200 Clarendon Street, Boston, Massachusetts 02116.

Item 2(c) Citizenship:
Each of Sensata Investment Co. and Sensata Management Co. is organized under the laws of Luxembourg.

Each of Fund VIII, Coinvestment VIII, Bain Capital VIII, Fund VIII-E, Bain Capital VIII-E, Fund IX, Coinvestment IX, Bain Capital IX, BCIP III, BCIP Trust III, BCIP III-B and BCIP Trust III-B is organized under the laws of the Cayman Islands.

Each of BCIP-G and BCI is organized under the laws of the State of Delaware.

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Item 2(d) Title of Class of Securities:
Ordinary shares, nominal value 0.01 per
share (the "Ordinary Shares")

Item 2(e) CUSIP Number:
N7902X106

Item 3 If this statement is filed pursuant to Sections
240.13d-1(b) or 240.13d-2(b) or (c), check whether
the person filing is a:

- (a) Broker or dealer registered under section 15
of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the
Act (15 U.S.C. 73c).
- (c) Insurance company as defined in section
3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8
of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with
Section 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund
in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person
in accordance with Section 240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section
3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the
definition of an investment company under section 3(c)(14)
of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to
Section 240.13d-1(c), check this box.

Not applicable.

Item 4 Ownership:

(a) Amount beneficially owned: In the aggregate,
the Reporting Persons beneficially own 30,550,632
Ordinary Shares directly held by Sensata Investment Co.
Sensata Investment Co. is controlled by its manager,
Sensata Management Co. through its board of directors.
All of the outstanding capital stock of Sensata Management
Co. is owned by Fund VIII and Fund VIII-E, and in that
capacity, these funds have the power to appoint the
directors of Sensata Investment Co. Because of the
relationships described below, 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 the Company held by
Sensata Investment Co. Approximately 80.6% of the ordinary
shares of Sensata Investment Co. are owned by Fund VIII,
Coinvestment VIII, Fund IX, Coinvestment IX, BCIP III, BCIP
Trust III, BCIP III-B, BCIP Trust III-B and BCIP-G
(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").
BCI is the managing general partner of BCIP III, BCIP
Trust III, BCIP III-B, BCIP Trust III-B and BCIP-G. BCI
is the general partner of Bain Capital IX, which is the

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general partner of Fund IX and Coinvestment IX. BCI is also the general partner of Bain Capital VIII, which is the general partner of Fund VIII and Coinvestment VIII. BCI is also the general partner of Bain Capital VIII-E, which is the general partner of Fund VIII-E. By virtue of these relationships, BCI may be deemed to share voting and dispositive power with respect to the Ordinary Shares of the Company that may be deemed to be beneficially owned by the Bain Capital Funds.

Neither the filing of this Schedule 13G/A nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the Ordinary Shares referred to herein for purposes of Section 13(d) of the Act, or for any other purpose.

(b) Percent of class: In the aggregate, the Reporting Persons beneficially own 30,550,632 Ordinary Shares, or 17.21% of the total number of Ordinary Shares outstanding, by virtue of the 30,550,632 Ordinary Shares directly held by Sensata Investment Co. The percentage is calculated using 178,562,449 Ordinary Shares outstanding as of December 5, 2013 as disclosed in the Company's report on final prospectus filed with the Securities and Exchange Commission on December 5, 2013 pursuant to Rule 424(b)(3).

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: See Item 5 on the cover pages hereto.

(ii) shared power to vote or to direct the vote: See Item 6 on the cover pages hereto.

(iii) sole power to dispose or to direct the disposition of: See Item 7 on the cover pages hereto.

(iv) shared power to dispose or to direct the disposition of: See Item 8 on the cover pages hereto.

Item 5 Ownership of Five Percent or Less of a Class:
Not Applicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:
Not Applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:
Not Applicable.

Item 8 Identification and Classification of Members of the Group:
As a result of the relationship described in Item 4(a), the Reporting Persons may be deemed to be a "group" for purposes of Section 13(d)(3) of the Act. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this statement.

Item 9 Notice of Dissolution of Group:
Not Applicable.

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Item 10 Certification:
Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014
SENSATA INVESTMENT COMPANY S.C.A.
SENSATA MANAGEMENT COMPANY S.A.

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Title: Authorized Signatory

BAIN CAPITAL INVESTORS, LLC

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Its: Managing Director

BAIN CAPITAL FUND VIII, L.P.
BAIN CAPITAL VIII COINVESTMENT FUND, L.P.

By: Bain Capital Partners VIII, L.P.
Its: General Partner

By: Bain Capital Investors, LLC
Its: General Partner

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Its: Managing Director

BAIN CAPITAL PARTNERS VIII, L.P.

By: Bain Capital Investors, LLC
Its: General Partner

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Its: Managing Director

BAIN CAPITAL FUND VIII-E, L.P.

By: Bain Capital Partners VIII-E, L.P.
Its: General Partner

By: Bain Capital Investors, LLC
Its: General Partner

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Its: Managing Director

BAIN CAPITAL PARTNERS VIII-E, L.P.

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By: Bain Capital Investors, LLC
Its: General Partner

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Its: Managing Director

BAIN CAPITAL FUND IX, L.P.
BAIN CAPITAL IX COINVESTMENT FUND, L.P.

By: Bain Capital Partners IX, L.P.
Its: General Partner

By: Bain Capital Investors, LLC
Its: General Partner

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Its: Managing Director

BAIN CAPITAL PARTNERS IX, L.P.

By: Bain Capital Investors, LLC
Its: General Partner

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Its: Managing Director

BCIP ASSOCIATES III
BCIP ASSOCIATES III-B
BCIP TRUST ASSOCIATES III
BCIP TRUST ASSOCIATES III-B
BCIP ASSOCIATES-G

By: Bain Capital Investors, LLC
Its: General Partner

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Its: Managing Director

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G/A

The undersigned hereby agree that a single Schedule 13G/A (or any amendment thereto) relating to the Ordinary Shares of Sensata Technologies Holding N.V. may be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G/A.

Date: February 14, 2014

SENSATA INVESTMENT COMPANY S.C.A.
SENSATA MANAGEMENT COMPANY S.A.

By: ___/s/ Stephen M. Zide_____
Name: Stephen M. Zide
Title: Authorized Signatory

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BAIN CAPITAL INVESTORS, LLC

By: ___/s/ Stephen M. Zide_____

Name: Stephen M. Zide

Its: Managing Director

BAIN CAPITAL FUND VIII, L.P.

BAIN CAPITAL VIII COINVESTMENT FUND, L.P.

By: Bain Capital Partners VIII, L.P.

Its: General Partner

By: Bain Capital Investors, LLC

Its: General Partner

By: ___/s/ Stephen M. Zide_____

Name: Stephen M. Zide

Its: Managing Director

BAIN CAPITAL PARTNERS VIII, L.P.

By: Bain Capital Investors, LLC

Its: General Partner

By: ___/s/ Stephen M. Zide_____

Name: Stephen M. Zide

Its: Managing Director

BAIN CAPITAL FUND VIII-E, L.P.

By: Bain Capital Partners VIII-E, L.P.

Its: General Partner

By: Bain Capital Investors, LLC

Its: General Partner

By: ___/s/ Stephen M. Zide_____

Name: Stephen M. Zide

Its: Managing Director

BAIN CAPITAL PARTNERS VIII-E, L.P.

By: Bain Capital Investors, LLC

Its: General Partner

By: ___/s/ Stephen M. Zide_____

Name: Stephen M. Zide

Its: Managing Director

BAIN CAPITAL FUND IX, L.P.

BAIN CAPITAL IX COINVESTMENT FUND, L.P.

By: Bain Capital Partners IX, L.P.

Its: General Partner

By: Bain Capital Investors, LLC

Its: General Partner

By: ___/s/ Stephen M. Zide_____

Name: Stephen M. Zide

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Its: Managing Director

BAIN CAPITAL PARTNERS IX, L.P.

By: Bain Capital Investors, LLC

Its: General Partner

By: ___/s/ Stephen M. Zide_____

Name: Stephen M. Zide

Its: Managing Director

BCIP ASSOCIATES III

BCIP ASSOCIATES III-B

BCIP TRUST ASSOCIATES III

BCIP TRUST ASSOCIATES III-B

BCIP ASSOCIATES-G

By: Bain Capital Investors, LLC

Its: General Partner

By: ___/s/ Stephen M. Zide_____

Name: Stephen M. Zide

Its: Managing Director

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13G/A

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