

Sensata Technologies Holding plc
Form 8-K
May 31, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): May 31, 2018

SENSATA TECHNOLOGIES HOLDING PLC
(Exact name of Registrant as specified in its charter)

ENGLAND AND WALES 001-34652 98-1386780

(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

Interface House, Interface Business Park
Bincknoll Lane
Royal Wootton Bassett
Swindon SN4 8SY
United Kingdom
(Address of Principal executive offices, including Zip Code)
+1 (508) 236 3800
(Registrant's telephone number, including area code)
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual General Meeting of Shareholders (the "General Meeting") of Sensata Technologies Holding plc (the "Company") was held on May 31, 2018. Set forth below are the matters the shareholders voted on and the final voting results. The proposals below are described in detail in the Proxy Statement for the General Meeting previously filed with the Securities and Exchange Commission.

1. Ordinary resolution to approve the election of Directors:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|-------------|---------------|-------------|------------------|
| Paul Edgerley | 134,793,245 | 19,394,021 | 31,717 | 3,198,178 |
| Martha Sullivan | 153,961,394 | 225,267 | 32,322 | 3,198,178 |
| James E. Heppelmann | 153,720,619 | 466,464 | 31,900 | 3,198,178 |
| Charles W. Peffer | 153,877,855 | 309,104 | 32,024 | 3,198,178 |
| Kirk P. Pond | 154,039,763 | 147,259 | 31,961 | 3,198,178 |
| Constance E. Skidmore | 153,818,728 | 368,866 | 31,389 | 3,198,178 |
| Andrew Teich | 153,813,487 | 373,596 | 31,900 | 3,198,178 |
| Thomas Wroe | 153,823,530 | 280,204 | 115,249 | 3,198,178 |
| Stephen Zide | 133,647,666 | 20,539,670 | 31,647 | 3,198,178 |

Each of the nominees was elected for a term of one year.

2. Ordinary advisory resolution to approve executive compensation:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 153,395,424 | 677,009 | 146,550 | 3,198,178 |

3. Ordinary resolution to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 156,787,084 | 516,540 | 113,537 | — |

4. Ordinary resolution to reappoint Ernst & Young LLP as the Company's U.K. statutory auditor:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 156,801,940 | 501,674 | 113,547 | — |

5. Ordinary resolution to authorize the Audit Committee, for and on behalf of the Board, to determine the Company's U.K. statutory auditor's remuneration:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 157,310,914 | 74,698 | 31,549 | — |

6. Ordinary resolution to receive the Sensata Technologies Holding N.V. 2017 Annual Report:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 157,146,914 | 8,147 | 262,100 | — |

7. Special resolution to approve the form of share repurchase contracts and repurchase counterparties:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 150,373,975 | 3,558,970 | 286,038 | 3,198,178 |

8. Ordinary resolution to authorize the Board of Directors to allot shares under the Company's equity incentive plans:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 153,926,259 | 251,798 | 40,926 | 3,198,178 |

9. Special resolution to authorize the Board of Directors to allot equity securities under the Company's equity incentive plans without pre-emptive rights:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 154,137,449 | 45,813 | 35,721 | 3,198,178 |

Item 8.01 Other Events.

On May 31, 2018, the Company issued a press release announcing that its Board of Directors has authorized a \$400 million ordinary share repurchase program. A copy of the press release is filed as Exhibit 99.1 to this Current Report

on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

| | |
|------|---|
| 99.1 | Press release issued by Sensata Technologies Holding plc dated May 31, 2018 announcing authorization of share repurchase program. |
|------|---|

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SENSATA TECHNOLOGIES HOLDING PLC

/s/ Paul Vasington

Date: May 31, 2018

Name: Paul Vasington

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

| | |
|------|--|
| 99.1 | <u>Press release issued by Sensata Technologies Holding plc dated May 31, 2018 announcing authorization of share repurchase program.</u> |
|------|--|