

Edgar Filing: Sensata Technologies Holding N.V. - Form FWP

Sensata Technologies Holding N.V.  
Form FWP  
November 12, 2010

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus dated November 12, 2010

(Preliminary Prospectus dated November 9, 2010

contained in Amendment No. 1 to the Registration Statement)

Registration Statement No. 333-170323

**Sensata Technologies Holding N.V.**

**20,000,000 Shares**

Issuer:	Sensata Technologies Holding N.V.
Symbol:	ST (NYSE)
Size:	\$482,000,000
Total Shares Offered:	20,000,000 shares (pre-greenhoe)
Greenhoe Offered:	3,000,000 shares
Offer Price:	\$24.10 per share
Trade Date:	November 12, 2010
Expected Closing Date:	November 17, 2010
CUSIP No.:	N7902X106
Underwriters:	Morgan Stanley & Co. Incorporated
	Barclays Capital Inc.
	Goldman, Sachs & Co.
	Merrill Lynch, Pierce, Fenner & Smith
	Incorporated
	J.P. Morgan Securities LLC
	Citigroup Global Markets Inc.
	BMO Capital Markets Corp.
	RBC Capital Markets Corporation
	The Williams Capital Group, L.P.

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The Company has been informed by Morgan Stanley & Co. Incorporated ( Morgan Stanley ) that Morgan Stanley bought 38,884 shares of the Company s common stock on behalf of the underwriters of this offering at an average purchase price of \$24.20 per share on November 11, 2010 in pre-stabilization activities.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley toll-free at 1-(866) 718-1649, or by emailing [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com), or by calling Barclays Capital Inc. toll-free at 1-(888) 603-5847, or by emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com).