

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Clarke Mike</b>			<b>Delphi Technologies PLC [ DLPH ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior Vice President *</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O DELPHI TECHNOLOGIES PLC, 1 ANGEL COURT, 10TH FLOOR</b>			<b>2/28/2019</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>LONDON, X0 EC2R 7HJ</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	2/28/2019		X (1)		129	A	\$0.00	10213	D	
Ordinary Shares	2/28/2019		X (2)		830	A	\$0.00	11043	D	
Ordinary Shares	2/28/2019		X (2)		830	A	\$0.00	11873	D	
Ordinary Shares	2/28/2019		A (3)		2338	A	\$0.00	14211	D	
Ordinary Shares	2/28/2019		F (4)		1897	D	\$0.00	12314 (5)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Dividend Equivalent Rights	(6)	2/28/2019		X		129		(6)	(6)	Ordinary Shares	129	\$0.00	37.99	D	
Restricted Share Units	(7)	2/28/2019		X		830		(7)	(7)	Ordinary Shares	830	\$0.00	4151	D	
Restricted Share Units	(8)	2/28/2019		X		830		(8)	(8)	Ordinary Shares	830	\$0.00	3321	D	
Restricted Share Units	(9)	2/28/2019		A		8148		(9)	(9)	Ordinary Shares	8148	\$0.00	8148	D	

### Explanation of Responses:

- Represents the acquisition of ordinary shares upon the disposition of dividend equivalent rights reported in Table 2.
- Represents the acquisition of ordinary shares upon the disposition of restricted share units reported in Table 2.
- Ordinary shares received upon settlement of performance based awards granted pursuant to an approved employee incentive plan the value and issuance of which was conditioned on the Issuer achieving certain operating and financial performance targets over the 2016 through 2018 fiscal year period.
- Represents ordinary shares being withheld to pay tax liability incident to the vesting of time-based restricted stock units and settlement of dividend equivalent rights previously granted pursuant to an approved employee incentive plan.
- Includes Ordinary Shares plus an additional 1,464 of restricted stock units previously granted pursuant to an approved employee incentive plan, which vest at various points with the passage of time and which earn dividend equivalents until fully vested.
- Reflects settlement of dividend equivalent rights in connection with the vesting of restricted share units. The rights accrued when and as dividends were paid on the Issuer's ordinary shares and vested proportionately with the restricted share units to which they related. Each dividend equivalent right is the economic equivalent of one ordinary share.
- Reflects settlement of a portion of restricted share units awarded to the reporting person as a one-time special grant pursuant to Rule 16b-3, each of which represents the right to receive one ordinary share of the Issuer (but which may be settled in cash in certain circumstances). The remaining award vests in two

equal installments on each of February 28, 2020 and February 28, 2021.

- (8) Reflects settlement of a portion of restricted share units awarded to the reporting person as an annual grant pursuant to Rule 16b-3, each of which represents the right to receive one ordinary share of the Issuer (but which may be settled in cash in certain circumstances). The remaining award vests in two equal installments on each of February 28, 2020 and February 28, 2021.
- (9) Reflects the annual grant of restricted share units awarded to the reporting person pursuant to Rule 16b-3, each of which represents the right to receive one ordinary share of the Issuer (but which may be settled in cash in certain circumstances). The award vests in three equal installments on each of February 28, 2020, February 28, 2021 and February 28, 2022.

**Remarks:**

\*and Chief Human Resources Officer

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarke Mike C/O DELPHI TECHNOLOGIES PLC 1 ANGEL COURT, 10TH FLOOR LONDON, X0 EC2R 7HJ			Senior Vice President *	

**Signatures**

/s/ James D. Harrington, Attorney-in-Fact for Mike Clarke

3/4/2019

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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