

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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>2/16/2018</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	2/16/2018		F	(1)	2516	D	\$0.00	7066 (2)	D	
Ordinary Shares	2/16/2018		X		23	A	\$0.00	7089 (3)	D	
Ordinary Shares	2/16/2018		A		3066	A	\$0.00	10156 (4)	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				
Dividend Equivalent Rights	(5)	2/16/2018		X		23.008	(5)	(5)	Ordinary Shares	23.008	\$0.00	8.813	D	

**Explanation of Responses:**

- (1) 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.
- (2) Includes Ordinary Shares plus an additional 4,149 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.
- (3) Represents the acquisition of ordinary shares upon the disposition of dividend equivalent rights reported in Table 2.
- (4) 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 company achieving certain operating and financial performance targets over the 2015 through 2017 fiscal year period.
- (5) Reflects settlement of dividend equivalent rights in connection with the vesting of restricted stock units. The rights accrued when and as dividends were paid on the Issuer's ordinary shares and vested proportionately with the restricted stock unit to which they related. Each dividend equivalent right is the economic equivalent of one ordinary share.

**Reporting Owners**

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

**Signatures**

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

2/21/2018

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\*\*Signature of Reporting Person

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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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