

Burton Karen L
 Form 4
 March 28, 2019

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Burton Karen L

(Last) (First) (Middle)

C/O RUTHERFORD HOUSE,
 STEPHENSONS
 WAY, CHADDESSEN

(Street)

DERBY, X0 DE21 6LY

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 STERIS plc [STE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/28/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Controller & CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Shares, 10 pence par value	03/28/2019		D	8,404 <u>(1)</u>	D	<u>(2)</u>	0	D

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

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SEC 1474
 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.09	03/28/2019		D	3,800	<u>(3)</u> 05/31/2021		Ordinary Shares	3,800
Employee Stock Option (right to buy)	\$ 29.94	03/28/2019		D	3,700	<u>(4)</u> 05/30/2022		Ordinary Shares	3,700
Employee Stock Option (right to buy)	\$ 45.34	03/28/2019		D	4,040	<u>(5)</u> 05/31/2023		Ordinary Shares	4,040
Employee Stock Option (right to buy)	\$ 53.52	03/28/2019		D	3,400	<u>(6)</u> 05/30/2024		Ordinary Shares	3,400
Employee Stock Option (right to buy)	\$ 66.15	03/28/2019		D	2,852	<u>(7)</u> 05/28/2025		Ordinary Shares	2,852
Employee Stock Option (right to buy)	\$ 69.72	03/28/2019		D	2,600	<u>(8)</u> 06/01/2026		Ordinary Shares	2,600
Employee Stock	\$ 77.07	03/28/2019		D	4,000	<u>(9)</u> 05/30/2027		Ordinary Shares	4,000

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 114.22	03/28/2019	D	7,900	(10)	05/31/2028	Ordinary Shares	7,900
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burton Karen L C/O RUTHERFORD HOUSE, STEPHENSONS WAY CHADDESSEN DERBY, X0 DE21 6LY			VP, Controller & CAO	

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of Attorney	03/28/2019
<u> </u> **Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) 7,016 of these ordinary shares are restricted and vest as follows: 764 on May 28, 2019; 700 on October 1, 2019; 1,220 on June 1, 2020; 3,000 on June 1, 2021; and 1,332 on May 31, 2022.

Represents ordinary shares of STERIS plc, a public limited company organized under the laws of England and Wales ("Old STERIS"), cancelled pursuant to a court-approved scheme of arrangement under English law (the "Scheme"). In connection with the Scheme, the reporting person received ordinary shares of STERIS plc, a public limited company organized under the laws of Ireland ("STERIS"), in an amount equal to the number of the reporting person's cancelled Old STERIS shares. The reporting person's STERIS shares will be subject to terms and conditions, including restrictions, substantially identical to those that were applicable to the Old STERIS shares. Following the completion of the Scheme, STERIS became the ultimate holding company of Old STERIS.
- (2) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,800 ordinary shares of STERIS for \$36.09 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (3) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,700 ordinary shares of STERIS for \$29.94 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (4) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,040 ordinary shares of STERIS for \$45.34 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (5) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,400 ordinary shares of STERIS for \$53.52 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (6) This option becomes exercisable as follows: 713 on May 28, 2016, 713 on May 30, 2017, 713 on May 29, 2018 and 713 on May 28, 2019. This option was assumed by STERIS under the Scheme and converted to an option to purchase 2,852 ordinary shares of STERIS for \$66.15 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (7)

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- This option becomes exercisable as follows: 650 on June 1, 2017, 650 on June 1, 2018, 650 on June 3, 2019 and 650 on June 1, 2020.
- (8) This option was assumed by STERIS under the Scheme and converted to an option to purchase 2,600 ordinary shares of STERIS for \$69.72 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- This option becomes exercisable as follows: 1,000 on May 30, 2018; 1,000 on May 30, 2019; 1,000 on June 1, 2020 and 1,000 on June 1, 2021. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,000 ordinary shares of STERIS for \$77.07 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (9)
- This option becomes exercisable as follows: 1,975 on May 31, 2019; 1,975 on June 1, 2020; 1,975 on June 1, 2021 and 1,975 on May 31, 2022. This option was assumed by STERIS under the Scheme and converted to an option to purchase 7,900 ordinary shares of STERIS for \$114.22 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (10)

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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