

Steris plc
Form 4
November 02, 2015

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 *
Breedon Richard C

(Last) (First) (Middle)

C/O CHANCERY HOUSE, 190
WATERSIDE ROAD, HAMILTON
INDUSTRIAL PARK

(Street)

LEICESTER, X0 LE5 1QZ

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2015

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)

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. 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)	
			Code	V	Amount	(A) or (D)	Price	
Ordinary Shares, ?0.10 Nominal Value	11/02/2015		A		22,195	A	11 22,195	D
Ordinary Shares, ?0.10 Nominal Value	11/02/2015		A		72,242	A	11 72,242	I

See Footnote Below. (2)
(3)

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

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(9-02)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 34.17	11/02/2015		A	2,744	<u>(4)</u> 07/31/2018	Ordinary Shares, ?0.10 Nominal Value	2,744	
Director Stock Option (right to buy)	\$ 28.08	11/02/2015		A	3,609	<u>(5)</u> 07/31/2019	Ordinary Shares, ?0.10 Nominal Value	3,609	
Director Stock Option (right to buy)	\$ 32.34	11/02/2015		A	3,133	<u>(6)</u> 08/04/2020	Ordinary Shares, ?0.10 Nominal Value	3,133	
Director Stock Option (right to buy)	\$ 31.61	11/02/2015		A	3,121	<u>(7)</u> 08/03/2021	Ordinary Shares, ?0.10 Nominal Value	3,121	
Director Stock Option (right to buy)	\$ 32.36	11/02/2015		A	3,218	<u>(8)</u> 08/03/2022	Ordinary Shares, ?0.10 Nominal Value	3,218	
Director Stock	\$ 43.92	11/02/2015		A	4,657	<u>(9)</u> 08/08/2023	Ordinary Shares,	4,657	

Option (right to buy)							?	0.10	Nominal Value	
Director Stock Option (right to buy)	\$ 51.53	11/02/2015	A	4,584	(10)	08/06/2024	?	0.10	Ordinary Shares, Nominal Value	4,584
Director Stock Option (right to buy)	\$ 64.05	11/02/2015	A	4,110	(11)	08/31/2025	?	0.10	Ordinary Shares, Nominal Value	4,110
Career Restricted Stock Units	(12)	11/02/2015	A	7,655	(12)	(12)	?	0.10	Ordinary Shares, Nominal Value	7,655

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breeden Richard C C/O CHANCERY HOUSE, 190 WATERSIDE ROAD HAMILTON INDUSTRIAL PARK LEICESTER, X0 LE5 1QZ	X			

Signatures

/s/ Dennis P. Patton, Authorized Representative under Power of Attorney
 11/02/2015
 **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).

Represents ordinary shares of STERIS plc ("New STERIS") acquired pursuant to merger of a wholly-owned subsidiary of New STERIS with and into STERIS Corporation ("STERIS"), with STERIS surviving the merger as a wholly-owned subsidiary of New STERIS (the "Merger"), in exchange for common shares of STERIS, which was consummated simultaneous with and conditioned on New STERIS' acquisition of Synergy Health plc by commencing a "recommended offer" under English law. At the effective time of the Merger, each STERIS common share was cancelled and converted into the right to receive one New STERIS ordinary share.

Richard C. Breeden is the managing member of Breeden Capital Partners LLC, managing member and chairman and chief executive officer of Breeden Capital Management LLC. Breeden Capital Partners LLC is in turn the general partner of Breeden Partners L.P. (the "Fund").

Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended, Mr. Breeden in his capacity as managing member, as well as chairman and chief executive officer of Breeden Capital Management LLC and as the managing member of Breeden Capital Partners LLC, may be deemed to be the indirect beneficial owner of the ordinary shares of New STERIS owned by the Fund and its General Partner, and may be deemed to have beneficial ownership of all such shares.

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- (4) This option to purchase 2,744 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 2,744 STERIS common shares for \$34.17 per share, subject to the same terms and conditions as the original STERIS stock option.
- (5) This option to purchase 3,609 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,609 STERIS common shares for \$28.08 per share, subject to the same terms and conditions as the original STERIS stock option.
- (6) This option to purchase 3,133 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,133 STERIS common shares for \$32.34 per share, subject to the same terms and conditions as the original STERIS stock option.
- (7) This option to purchase 3,121 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,121 STERIS common shares for \$31.61 per share, subject to the same terms and conditions as the original STERIS stock option.
- (8) This option to purchase 3,218 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,218 STERIS common shares for \$32.36 per share, subject to the same terms and conditions as the original STERIS stock option.
- (9) This option to purchase 4,657 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 4,657 STERIS common shares for \$43.92 per share, subject to the same terms and conditions as the original STERIS stock option.
- (10) This option to purchase 4,584 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 4,584 STERIS common shares for \$51.53 per share, subject to the same terms and conditions as the original STERIS stock option.
- (11) This option to purchase 4,110 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 4,110 STERIS common shares for \$64.05 per share, subject to the same terms and conditions as the original STERIS stock option.
- (12) At the effective time of the Merger, each STERIS career restricted stock unit was cancelled and converted to a New STERIS career restricted stock unit, subject to the same terms and conditions that were applicable to the original STERIS career restricted stock unit. These New STERIS career restricted stock units are fully vested and will be settled in New STERIS ordinary shares six months after the cessation of the Director's Board service.

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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