

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 *
Rosebrough Walter M Jr

(Last) (First) (Middle)

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

(Street)

LEISCESTER, 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)
President & CEO

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) | |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Ordinary Shares, 70.10 Nominal Value | 11/02/2015 | | A | | 116,376 <u>(1)</u> | A | <u>(2)</u> 116,376 | D |
| Ordinary Shares, 70.10 Nominal Value | 11/02/2015 | | A | | 20,000 | A | <u>(2)</u> 20,000 | I |
| | 11/02/2015 | | A | | 68,806 | A | <u>(2)</u> 68,806 | I |

See Footnote Below. (3)

| | | | | | | | | | |
|--|------------|--|---|-------|---|------------|-------|--------------------------------------|--------------------------------------|
| Ordinary Shares, ?0.10 Nominal Value | | | | | | | | See Footnote Below. <u>(4)</u> | |
| Ordinary Shares, ?0.10 Nominal Value | 11/02/2015 | | A | 6,960 | A | <u>(2)</u> | 6,960 | I | See Footnote Below. <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Employee Stock Option (right to buy) | \$ 29.94 | 11/02/2015 | | A | 18,000 | <u>(6)</u> 05/30/2022 | Ordinary Shares, ?0.10 Nominal Value 18,000 |
| Employee Stock Option (right to buy) | \$ 45.34 | 11/02/2015 | | A | 50,000 | <u>(7)</u> 05/31/2023 | Ordinary Shares, ?0.10 Nominal Value 50,000 |
| Employee Stock Option (right to buy) | \$ 53.52 | 11/02/2015 | | A | 119,000 | <u>(8)</u> 05/30/2024 | Ordinary Shares, ?0.10 Nominal Value 119,000 |
| Employee Stock Option (right to buy) | \$ 67.98 | 11/02/2015 | | A | 111,000 | <u>(9)</u> 08/10/2025 | Ordinary Shares, ?0.10 Nominal Value 111,000 |

buy)

Value

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rosebrough Walter M Jr C/O CHANCERY HOUSE, 190 WATERSIDE ROAD HAMILTON INDUSTRIAL PARK LEISCESTER, X0 LE5 1QZ | X | | President & CEO | |

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).

(1) These 116,376 ordinary shares are held by the Reporting Person as Trustee of a revocable trust established for his benefit. 44,750 of these ordinary shares are restricted. The restrictions on the restricted ordinary shares lapse as follows: 5,000 on May 31, 2016; 6,250 on May 31, 2016; 6,250 on May 31, 2017; 4,250 on May 30, 2016; 4,250 on May 30, 2017; 4,250 on May 30, 2018; 3,625 on May 30, 2016; 3,625 on May 29, 2017; 3,625 on May 28, 2018 and 3,625 on May 28, 2019.

(2) 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.

(3) These ordinary shares are held by the Reporting Person as Trustee of an irrevocable trust established for the benefit of the children of the Reporting Person and the Reporting Person's Spouse.

(4) These ordinary shares are held by the Reporting Person's Spouse as Trustee of a revocable trust established for her benefit.

(5) These ordinary shares are held by the Reporting Person as Trustee of an irrevocable trust established for the benefit of the grandchildren of the Reporting Person and the Reporting Person's Spouse.

(6) This option will become exercisable as follows: 18,000 on May 30, 2016. This option was received in the Merger in exchange for an option to purchase 18,000 STERIS common shares for \$29.94 per share, subject to the same terms and conditions as the original STERIS stock option.

(7) This option will become exercisable as follows: 25,000 on May 31, 2016 and 25,000 on May 31, 2017. This option was received in the Merger in exchange for an option to purchase 50,000 STERIS common shares for \$45.34 per share, subject to the same terms and conditions as the original STERIS stock option.

(8) This option became or will become exercisable as follows: 29,750 on May 30, 2015; 29,750 on May 30, 2016; 29,750 on May 30, 2017 and 29,750 on May 30, 2018. This option was received in the Merger in exchange for an option to purchase 119,000 STERIS common shares for \$53.52 per share, subject to the same terms and conditions as the original STERIS stock option.

(9) This option will become exercisable as follows: 27,750 on May 28, 2016; 27,750 on May 28, 2017; 27,750 on May 28, 2018 and 27,750 on May 28, 2019. This option was received in the Merger in exchange for an option to purchase 111,000 STERIS common shares for \$67.98 per share, subject to the same terms and conditions as the original STERIS stock option.

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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