

STERIS CORP
Form POS AM
November 06, 2015

As filed with the Securities and Exchange Commission on November 6, 2015

Registration No. 333-06529

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

Post-Effective Amendment No. 1

to

FORM S-3

REGISTRATION STATEMENT NO. 333-06529

UNDER

THE SECURITIES ACT OF 1933

STERIS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Ohio
(State or Other Jurisdiction of

34-1482024
(IRS Employer

Incorporation or Organization)

Identification No.)

5960 Heisley Road

Mentor, Ohio 44060-1868

(Address of Principal Executive Offices) (Zip Code)

(440) 354-2600

(Registrant's telephone number, including area code)

J. Adam Zangerle

Vice President, General Counsel, and Secretary

STERIS Corporation

5960 Heisley Road

Mentor, Ohio 44060-1868

(440) 354-2600

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to the above referenced registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the

following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the Exchange Act). (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to Registration Statement No. 333-06529 on Form S-3 (the Registration Statement), originally filed with the Securities and Exchange Commission on June 21, 1996 by STERIS Corporation, an Ohio corporation (the Registrant).

The Registrant is filing this Post-Effective Amendment to the Registration Statement to withdraw and remove from registration all of the Registrant 's common shares, no par value per share (the Shares), remaining unissued under the Registration Statement.

On November 2, 2015, the Registrant and Synergy Health plc (Synergy) completed their previously announced combination (the Combination) whereby (i) STERIS plc, a public limited company organized under the laws of England and Wales (formerly named New STERIS Limited) acquired all of the outstanding shares of Synergy by means of a court-sanctioned scheme of arrangement under English law (the Scheme) and then (ii) a wholly owned indirect subsidiary of STERIS plc merged with and into the Registrant (the Merger) with the Registrant surviving the Merger as an indirect wholly owned subsidiary of STERIS plc. Under the terms of the Combination, (i) the Registrant 's shareholders received one STERIS plc ordinary share, nominal value £0.10 per share (each, a New STERIS Share), for each Share and (ii) Synergy shareholders received 439 pence in cash and 0.4308 New STERIS Shares for each Synergy ordinary share. As a result of the Combination, both the Registrant and Synergy became wholly owned subsidiaries of STERIS plc.

In connection with the completion of the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Registrant hereby removes from registration all Shares registered under the Registration Statement but not sold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mentor, State of Ohio, on this November 6, 2015. No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.

STERIS CORPORATION

By: /s/ Michael J. Tokich
Name: Michael J. Tokich
Title: Senior Vice President, Chief
Financial Officer and Treasurer