

Rosebrough Walter M Jr
 Form 4
 March 28, 2019

FORM 4

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

OMB APPROVAL

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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 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)
 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Shares, 10 pence par value	03/28/2019		D	(1)	48,895	D	(2) 0	D
Ordinary Shares, 10 pence par value	03/28/2019		D	(3)	13,000	D	(2) 0	I
							See Footnote Below. (3)	

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Employee Stock Option (right to buy)	\$ 53.52	03/28/2018		D	119,000	<u>(4)</u> 05/30/2024	Ordinary Shares 119,000
Employee Stock Option (right to buy)	\$ 67.98	03/28/2019		D	111,000	<u>(5)</u> 08/10/2025	Ordinary Shares 111,000
Employee Stock Option (right to buy)	\$ 69.72	03/28/2019		D	112,340	<u>(6)</u> 06/01/2026	Ordinary Shares 112,340
Employee Stock Option (right to buy)	\$ 77.07	03/28/2019		D	136,000	<u>(7)</u> 05/30/2027	Ordinary Shares 136,000
Employee Stock Option (right to buy)	\$ 114.22	03/28/2019		D	136,268	<u>(8)</u> 05/31/2028	Ordinary Shares 136,268

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rosebrough Walter M Jr
 C/O RUTHERFORD HOUSE, STEPHENSONS WAY
 CHADDESSEN
 DERBY, X0 DE21 6LY

X

President
 & CEO

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of
 Attorney

03/28/2019

__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 48,895 ordinary shares are held by the reporting person as trustee of a revocable trust established for his benefit. 37,375 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 3,625 on May 28, 2019; 4,000 on May 30, 2019; 3,097 on May 31, 2019; 4,681 on June 3, 2019; 4,681 on June 1, 2020; 4,000 on June 1, 2020; 3,097 on June 1, 2020; 4,000 on June 1, 2021; 3,097 on June 1, 2021 and 3,097 on May 31, 2022.

(2) 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.

(3) These ordinary shares are held by the reporting person's spouse as trustee of a revocable trust established for her benefit.

(4) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 119,000 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.

(5) 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 assumed by STERIS under the Scheme and converted to an option to purchase 111,000 ordinary shares of STERIS for \$67.98 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: 28,085 on June 1, 2017; 28,085 on June 1, 2018; 28,085 on June 3, 2019 and 28,085 on June 1, 2020. This option was assumed by STERIS under the Scheme and converted to an option to purchase 112,340 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.

(7) This option becomes exercisable as follows: 34,000 on May 30, 2018; 34,000 on May 30, 2019; 34,000 on June 1, 2020 and 34,000 on June 1, 2021. This option was assumed by STERIS under the Scheme and converted to an option to purchase 136,000 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.

(8) This option becomes exercisable as follows: 34,067 on May 31, 2019; 34,067 on June 1, 2020; 34,067 on June 1, 2021 and 34,067 on May 31, 2022. This option was assumed by STERIS under the Scheme and converted to an option to purchase 136,268 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.

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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