

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 \*  
**Pahwa Sudhir K**

(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)  
**Sr. V.P., IPT**

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, 70.10 Nominal Value	11/02/2015		A		21,288.7296 <u>(1)</u>	A	21,288.7296

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

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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.83	11/02/2015		A	3,000	<u>(3)</u> 05/21/2019	Ordinary Shares, ?0.10 Nominal Value 3,000
Employee Stock Option (right to buy)	\$ 31.87	11/02/2015		A	6,825	<u>(4)</u> 05/20/2020	Ordinary Shares, ?0.10 Nominal Value 6,825
Employee Stock Option (right to buy)	\$ 36.09	11/02/2015		A	6,000	<u>(5)</u> 05/31/2021	Ordinary Shares, ?0.10 Nominal Value 6,000
Employee Stock Option (right to buy)	\$ 29.94	11/02/2015		A	7,000	<u>(6)</u> 05/30/2022	Ordinary Shares, ?0.10 Nominal Value 7,000
Employee Stock Option (right to buy)	\$ 45.34	11/02/2015		A	9,552	<u>(7)</u> 05/31/2023	Ordinary Shares, ?0.10 Nominal Value 9,552
Employee Stock Option (right to buy)	\$ 53.52	11/02/2015		A	17,500	<u>(8)</u> 05/30/2024	Ordinary Shares, ?0.10 Nominal Value 17,500
Employee Stock Option (right to buy)	\$ 67.98	11/02/2015		A	18,000	<u>(9)</u> 08/10/2025	Ordinary Shares, ?0.10 Nominal Value 18,000

buy)

Value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pahwa Sudhir K C/O CHANCERY HOUSE, 190 WATERSIDE ROAD HAMILTON INDUSTRIAL PARK LEICESTER, X0 LE5 1QZ			Sr. V.P., IPT	

## 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) 8,650 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 1,250 on May 31, 2016; 1,075 on May 31, 2016; 1,075 on May 31, 2017; 750 on May 30, 2016; 750 on May 30, 2017; 750 on May 30, 2018; 750 on May 30, 2016; 750 on May 29, 2017; 750 on May 28, 2018 and 750 on May 28, 2019. 2,027.6908 of these Common Shares are jointly held by the Reporting Person and his spouse in a joint brokerage account.

(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) This option to purchase 3,000 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,000 STERIS common shares for \$22.83 per share, subject to the same terms and conditions as the original STERIS stock option.

(4) This option to purchase 6,825 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 6,825 STERIS common shares for \$31.87 per share, subject to the same terms and conditions as the original STERIS stock option.

(5) This option to purchase 6,000 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 6,000 STERIS common shares for \$36.09 per share, subject to the same terms and conditions as the original STERIS stock option.

(6) This option became or will become exercisable as follows: 1,750 on May 30, 2013; 1,750 on May 30, 2014; 1,750 on May 30, 2015 and 1,750 on May 30, 2016. This option was received in the Merger in exchange for an option to purchase 7,000 STERIS common shares for \$29.94 per share, subject to the same terms and conditions as the original STERIS stock option.

(7) This option became or will become exercisable as follows: 2,388 on May 31, 2014; 2,388 on May 31, 2015; 2,388 on May 31, 2016 and 2,388 on May 31, 2017. This option was received in the Merger in exchange for an option to purchase 9,552 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: 4,375 on May 30, 2015; 4,375 on May 30, 2016; 4,375 on May 30, 2017 and 4,375 on May 30, 2018. This option was received in the Merger in exchange for an option to purchase 17,500 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: 4,500 on May 28, 2016; 4,500 on May 28, 2017; 4,500 on May 28, 2018 and 4,500 on May 28, 2019. This option was received in the Merger in exchange for an option to purchase 18,000 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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