

Steris plc
Form 4
November 02, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bardwell Kathleen

(Last) (First) (Middle)

C/O CHANCERY HOUSE, 190
WATERSIDE RD., HAMILTON
INDUSTRIAL PARK

(Street)

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
X Officer (give title _____ Other (specify
below) below)
Sr. V. P. & C.C.O.

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

LEISCETER, X0 LE5 1QZ

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Ordinary Shares, ?0.10 Nominal Value	11/02/2015		A		15,731 (1)	A 22	15,731 D

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

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information contained in this form are not
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SEC 1474
(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		962		<u>(3)</u>	05/21/2019	Ordinary Shares, ?0.10 Nominal Value	962
Employee Stock Option (right to buy)	\$ 34.23	11/02/2015		A		1,000		<u>(4)</u>	11/12/2019	Ordinary Shares, ?0.10 Nominal Value	1,000
Employee Stock Option (right to buy)	\$ 31.87	11/02/2015		A		4,275		<u>(5)</u>	05/20/2020	Ordinary Shares, ?0.10 Nominal Value	4,275
Employee Stock Option (right to buy)	\$ 36.09	11/02/2015		A		4,000		<u>(6)</u>	05/31/2021	Ordinary Shares, ?0.10 Nominal Value	4,000
Employee Stock Option (right to buy)	\$ 29.94	11/02/2015		A		3,795		<u>(7)</u>	05/30/2022	Ordinary Shares, ?0.10 Nominal Value	3,795
Employee Stock Option (right to buy)	\$ 45.34	11/02/2015		A		5,360		<u>(8)</u>	05/31/2023	Ordinary Shares, ?0.10 Nominal Value	5,360
Employee Stock Option (right to	\$ 53.52	11/02/2015		A		7,000		<u>(9)</u>	05/30/2024	Ordinary Shares, ?0.10 Nominal	7,000

buy)								Value	
Employee								Ordinary	
Stock								Shares,	
Option	\$ 67.98	11/02/2015	A	10,000	(10)	08/10/2025	70.10	10,000	
(right to								Nominal	
buy)								Value	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bardwell Kathleen C/O CHANCERY HOUSE, 190 WATERSIDE RD. HAMILTON INDUSTRIAL PARK LEISCESTER, X0 LE5 1QZ			Sr.V. P. & C.C.O.	

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).
- 6,805 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 450 on May 31, 2016; 1,155 on May 31, 2016; 450 on May 31, 2017; 750 on May 30, 2016; 750 on May 30, 2017; 750 on May 30, 2018; 625 on May 30, 2016; 625 on May 29, 2017; 625 on May 28, 2018 and 625 on May 28, 2019.
- 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 962 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 962 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 1,000 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 1,000 STERIS common shares for \$34.23 per share, subject to the same terms and conditions as the original STERIS stock option.
- (5) This option to purchase 4,275 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 4,275 STERIS common shares for \$31.87 per share, subject to the same terms and conditions as the original STERIS stock option.
- (6) This option to purchase 4,000 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 4,000 STERIS common shares for \$36.09 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: 948 on May 30, 2013; 949 on May 30, 2014; 949 on May 30, 2015 and 949 on May 30, 2016. This option was received in the Merger in exchange for an option to purchase 3,795 STERIS common shares for \$29.94 per share, subject to the same terms and conditions as the original STERIS stock option.
- (8)

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This option became or will become exercisable as follows: 1,340 on May 31, 2014; 1,340 on May 31, 2015; 1,340 on May 31, 2016 and 1,340 on May 31, 2017. This option was received in the Merger in exchange for an option to purchase 5,360 STERIS common shares for \$45.34 per share, subject to the same terms and conditions as the original STERIS stock option.

- (9) This option became or will become exercisable as follows: 1,750 on May 30, 2015; 1,750 on May 30, 2016; 1,750 on May 30, 2017 and 1,750 on May 30, 2018. This option was received in the Merger in exchange for an option to purchase 7,000 STERIS common shares for \$53.52 per share, subject to the same terms and conditions as the original STERIS stock option.

- (10) This option will become exercisable as follows: 2,500 on May 28, 2016; 2,500 on May 28, 2017; 2,500 on May 28, 2018 and 2,500 on May 28, 2019. This option was received in the Merger in exchange for an option to purchase 10,000 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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