

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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

LEISCETER, 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(A) Code (Instr. 8)	4. Securities Acquired 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)
Ordinary Shares, 70.10 Nominal Value	11/02/2015		A	116,376 (1)	A (2) 116,376	D	
Ordinary Shares, 70.10 Nominal Value	11/02/2015		A	20,000	A (2) 20,000	I	See Footnote Below. (3)
	11/02/2015		A	68,806	A (2) 68,806	I	

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.

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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	\$ 67.98	11/02/2015		A		111,000		<u>(9)</u>	08/10/2025	Ordinary Shares, \$0.10 Nominal	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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