

Rosebrough Walter M Jr
Form 4
December 06, 2018

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
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(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)

12/03/2018

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, 10 pence par value	12/03/2018		M	(A) or (D) Amount 18,000 (1)	\$ 29.94 66,895	D	
Ordinary Shares, 10 pence par value	12/03/2018		S	(A) or (D) Amount 18,000 (1)	\$ 120 48,895 (2)	D	
Ordinary Shares, 10 pence par	12/03/2018		G V	(A) or (D) Amount 5,000 (3)	\$ 0 13,000	I	See Footnote Below. (4)

value

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 or Number of Shares
Employee Stock Option (right to buy)	\$ 29.94	12/03/2018		M		18,000		<u>(5)</u>	05/30/2022	Ordinary Shares	18,000

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

12/06/2018

__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) This exercise and sale of a total of 18,000 ordinary shares is pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on November 28, 2018.

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- 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 the restricted 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)
- (3) This gift of a total of 5,000 shares, held by the Reporting Person's Spouse as Trustee of a revocable trust established for her benefit, was pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person's Spouse, as Trustee, on November 28, 2018.
- (4) These ordinary shares are held by the Reporting Person's Spouse as Trustee of a revocable trust established for her benefit.
- This option to purchase 18,000 STERIS plc ordinary shares, which is fully vested, was received in the Merger in exchange for an option
- (5) to purchase 18,000 STERIS Corporation common shares for \$29.94 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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