

Rosebrough Walter M Jr
 Form 4/A
 June 01, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 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)
 05/30/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/31/2018

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Ordinary Shares, 10 pence par value	05/30/2018		F	D	\$ 104.57	50,639	D
Ordinary Shares, 10 pence par value	05/30/2018		F	D	\$ 104.57	48,804 ⁽⁴⁾	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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
 **Signature of Reporting Person
 Date 06/01/2018

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) 1,934 shares were withheld from the 4,250 restricted shares that vested on May 30, 2018. These 1,934 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 4,250 ordinary shares were awarded to Mr. Rosebrough on May 30, 2014 as part of an award of 17,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 30, 2018.
 - (2) The reporting of this transaction is being amended to reflect the correct number of shares withheld for taxes.
 - (3) 1,835 shares were withheld from the 4,000 restricted shares that vested on May 30, 2018. These 1,835 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 4,000 ordinary shares were awarded to Mr. Rosebrough on May 30, 2017 as part of an award of 16,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 30, 2018. The remaining restrictions on these ordinary shares lapse as follows: 4,000 on

Edgar Filing: Rosebrough Walter M Jr - Form 4/A

May 30, 2019; 4,000 on May 30, 2020; and 4,000 on May 30, 2021.

- (4) These 48,804 ordinary shares are held by the Reporting Person as Trustee of a revocable trust established for his benefit. 29,668 of these Ordinary Shares are restricted. The restrictions on the restricted Ordinary Shares lapse as follows: 4,681 on June 1, 2018; 3,625 on May 28, 2019; 4,000 on May 30, 2019; 4,681 on June 3, 2019; 4,681 on June 1, 2020; 4,000 on June 1, 2020 and 4,000 on June 1, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.