

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 *
WAREHAM JOHN P

(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)

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) |
|--|---|---|---|--|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares, ?0.10 Nominal Value | 11/02/2015 | | A | | 31,560 | A | 11 31,560 |
| | | | | | | 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
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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) | | 8. Dollar Amount of Cash or Cash Equivalent Received (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | Code | V | (A) | (D) | | | |
| Director Stock Option (right to buy) | \$ 31.61 | 11/02/2015 | | A | 4,995 | (2) | 08/03/2021 | Ordinary Shares, ?0.10 Nominal Value | 4,995 | |
| Director Stock Option (right to buy) | \$ 32.36 | 11/02/2015 | | A | 5,150 | (3) | 08/03/2022 | Ordinary Shares, ?0.10 Nominal Value | 5,150 | |
| Director Stock Option (right to buy) | \$ 43.92 | 11/02/2015 | | A | 6,727 | (4) | 08/08/2023 | Ordinary Shares, ?0.10 Nominal Value | 6,727 | |
| Director Stock Option (right to buy) | \$ 51.53 | 11/02/2015 | | A | 6,622 | (5) | 08/06/2024 | Ordinary Shares, ?0.10 Nominal Value | 6,622 | |
| Director Stock Option (right to buy) | \$ 64.05 | 11/02/2015 | | A | 5,936 | (6) | 08/31/2025 | Ordinary Shares, ?0.10 Nominal Value | 5,936 | |
| Career Restricted Stock Units | (7) | 11/02/2015 | | A | 5,633 | (7) | (7) | Ordinary Shares, ?0.10 Nominal Value | 5,633 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WAREHAM JOHN P C/O CHANCERY HOUSE, 190 WATERSIDE ROAD HAMILTON INDUSTRIAL PARK LEICESTER, X0 LE5 1QZ | X | | | |

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).

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

(1) "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.

This option to purchase 4,995 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option

(2) to purchase 4,995 STERIS common shares for \$31.61 per share, subject to the same terms and conditions as the original STERIS stock option.

This option to purchase 5,150 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option

(3) to purchase 5,150 STERIS common shares for \$32.36 per share, subject to the same terms and conditions as the original STERIS stock option.

This option to purchase 6,727 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option

(4) to purchase 6,727 STERIS common shares for \$43.92 per share, subject to the same terms and conditions as the original STERIS stock option.

This option to purchase 6,622 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option

(5) to purchase 6,622 STERIS common shares for \$51.53 per share, subject to the same terms and conditions as the original STERIS stock option.

This option to purchase 5,936 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option

(6) to purchase 5,936 STERIS common shares for \$64.05 per share, subject to the same terms and conditions as the original STERIS stock option.

At the effective time of the Merger, each STERIS career restricted stock unit was cancelled and converted to a New STERIS career restricted stock unit, subject to the same terms and conditions that were applicable to the original STERIS career restricted stock unit.

(7) These New STERIS career restricted stock units are fully vested and will be settled in New STERIS ordinary shares six months after the cessation of the Director's Board service.

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.