FELDMANN CYNTHIA L

Form 4

March 28, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FELDMANN CYNTHIA L (First) (Middle) (Last)

2. Issuer Name and Ticker or Trading Symbol

STERIS plc [STE]

3. Date of Earliest Transaction

(Month/Day/Year) 03/28/2019

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner

Other (specify

C/O RUTHERFORD HOUSE, **STEPHENSONS** WAY, CHADDESDEN

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DERBY, X0 DE21 6LY

(City)

(City)	(State) (2	Zip) Ta	ble I - Non-D	erivative Securities	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, i	f Transaction	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership

(Zip)

(State)

5. Amount of Securities Beneficially Owned **Following** Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Ordinary Shares, 10

value

03/28/2019 pence par

8,663 D (1)

D 0 (2)

(A)

See I Footnote Below. $\underline{^{(1)}}$

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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
Director Stock Option (right to buy)	\$ 64.05	03/28/2019		D		4,110	(3)	08/31/2025	Ordinary Shares	4,110
Director Stock Option (right to buy)	\$ 71.4	03/28/2019		D		3,781	<u>(4)</u>	08/10/2026	Ordinary Shares	3,781
Director Stock Option (right to buy)	\$ 86.23	03/28/2019		D		4,058	(5)	08/09/2027	Ordinary Shares	4,058
Director Stock Option (right to buy)	\$ 114.74	03/28/2019		D		3,495	<u>(6)</u>	08/09/2028	Ordinary Shares	3,495
Career Restricted Stock Units	(7)	03/28/2019		D		5,449	<u>(7)</u>	<u>(7)</u>	Ordinary Shares	5,449

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
FELDMANN CYNTHIA L C/O RUTHERFORD HOUSE, STEPHENSONS WAY CHADDESDEN	X					

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DERBY, X0 DE21 6LY

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of Attorney

03/28/2019

**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 ordinary shares, which were previously reported as directly owned, have been transferred to the Cynthia L. Feldman Revocable Trust, with Ms. Feldman and her husband as Trustees.
 - Represents ordinary shares of STERIS plc, a public limited company organized under the laws of England and Wales ("Old STERIS"), cancelled pursuant to a court-approved scheme of arrangement under English law (the "Scheme"). In connection with the Scheme, the
- reporting person received ordinary shares of STERIS plc, a public limited company organized under the laws of Ireland ("STERIS"), in an amount equal to the number of the reporting person's cancelled Old STERIS shares. The reporting person's STERIS shares will be subject to terms and conditions, including restrictions, substantially identical to those that were applicable to the Old STERIS shares. Following the completion of the Scheme, STERIS became the ultimate holding company of Old STERIS.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,110 ordinary shares of STERIS for \$64.05 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (4) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,781 ordinary shares of STERIS for \$71.40 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (5) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,058 ordinary shares of STERIS for \$86.23 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (6) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,495 ordinary shares of STERIS for \$114.74 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- These career restricted stock units were assumed by STERIS pursuant to the Scheme and converted to career restricted stock units of STERIS representing the right to receive 5,449 STERIS ordinary shares. These career restricted stock units are fully vested and will be settled in STERIS ordinary shares six months after the cessation of the reporting person's board service, subject to the terms and conditions of the award agreement.

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.

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