

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 5, 2021**

**STERIS plc**

(Exact Name of Registrant as Specified in Charter)

**Ireland**  
(State or Other Jurisdiction  
of Incorporation)

**001-38848**  
(Commission  
File Number)

**98-1455064**  
(IRS Employer  
Identification No.)

**70 Sir John Rogerson's Quay  
Dublin 2, Ireland, D02 R296**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: +353 1232 2000**

**Not Applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Ordinary Shares, \$0.001 par value</b>	<b>STE</b>	<b>New York Stock Exchange</b>
<b>2.700% Senior Notes due 2031</b>	<b>STE/31</b>	<b>New York Stock Exchange</b>
<b>3.750% Senior Notes due 2051</b>	<b>STE/51</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

The Board of Directors (the “Board”) of STERIS plc (the “Company”) increased its size from ten to eleven members on May 5, 2021, and appointed Paul E. Martin to serve as Director effective as of that date.

Mr. Martin, age 63, most recently served as the Senior Vice President and Chief Information Officer of Baxter International, from January 1, 2011 to October 2020. He is a member of the Board of Directors of Unisys Corporation, Ping Identity Holding Corp. and Owens Corning, a member of the Audit and Finance Committee of Unisys Corporation and chair of its Security and Risk Committee, a member of the Audit and Finance Committees of Owens Corning, and a member of the Audit Committee of Ping Identity.

Mr. Martin will receive a prorated fee of \$72,500 for the remainder of the Board’s 2020-21 term of office, which will be payable in career restricted stock units granted in conjunction with the Company’s Non-Employee Director Compensation Program. Mr. Martin will be eligible for the same indemnification program as the other members of the Board.

On May 5, 2021, David Lewis advised the Board that he was retiring as a Board member on July 29, 2021, upon the holding of the Company’s annual general meeting of shareholders. As previously announced, Walter Rosebrough, Jr. also will cease to serve as a Director at that time, with Daniel Carestio remaining as a Board member. Immediately following the annual general meeting, the Board is expected to decrease the number of Board seats from eleven to nine.

**Item 7.01 Regulation FD Disclosure**

On May 11, 2021, the Company issued a press release announcing the changes to the Board. The press release is attached hereto as Exhibit 99.1.

The information contained in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being furnished to the Securities and Exchange Commission and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. Furthermore, the information contained in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release issued by STERIS plc on May 11, 2021 announcing the appointment of new Director and a change in Board size</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STERIS plc

By /s/ J. Adam Zangerle

Name: J. Adam Zangerle

Title: Senior Vice President, General Counsel & Company Secretary

Dated: May 11, 2021

**STERIS Announces Changes to Board of Directors**

- *David B. Lewis to retire at the Company's 2021 Annual Meeting of Shareholders*
- *Company appoints Paul E. Martin to Board*

DUBLIN, IRELAND—(May 11, 2021)—STERIS plc (NYSE: STE) (“STERIS” or the “Company”) today announced changes to its Board of Directors. David Lewis, Board member since 2010 has announced that he will not stand for election when his term expires on July 29, 2021. In addition, effective May 5, 2021, Paul E. Martin, former Senior Vice President and Chief Information Officer for Baxter International Inc., has been elected to the company’s Board of Directors.

“We are grateful for David’s long-term commitment to STERIS and will miss his unique perspective. We wish him all the best in his retirement,” said Mohsen Sohi, Chairman of STERIS. “We are pleased to welcome Paul to our Board of Directors. Paul is a seasoned healthcare executive with crucial experience in IT. He will provide valuable insight to our Board.”

Mr. Martin served as Senior Vice President and Chief Information Officer for Baxter International Inc., a multinational healthcare company, from 2011 until his retirement in 2020. From 1999 to 2011, he held several senior management positions at Rexam plc (Rexam), a consumer packaging manufacturing company based in the U.K., including Chief Information Officer. Prior to that, Mr. Martin held information technology leadership positions at CIT Group Inc., BNSF Railway Company and Frito-Lay, Inc.

Since 2017, Mr. Martin has served on the Board of Directors of Unisys Corporation and is currently a member of its Audit and Finance Committee as well as the chair of its Security and Risk Committee. Early in 2021, he joined the Board of Directors of Ping Identity Holding Corp., a global provider of intelligent identity management software solutions, and is currently a member of its Audit Committee. He also joined the Board of Directors of Owens Corning, where he serves on the Audit Committee and Finance Committee.

Mr. Martin graduated with a Bachelor’s degree in Management Information Systems from Western Kentucky University.

As previously announced, Walt Rosebrough, STERIS President and CEO, will not be standing for re-election at the end of his term, which also expires at the Company’s Annual Meeting this summer. The combination of these changes, along with the recent addition of Dan Carestio, who is currently COO and the Board intends to appoint as CEO directly following the Annual Meeting, will return the Board to nine members following the Annual Meeting on July 29, 2021.

**About STERIS**

STERIS’s MISSION IS TO HELP OUR CUSTOMERS CREATE A HEALTHIER AND SAFER WORLD by providing innovative healthcare and life science products and services around the globe. For more information, visit [www.steris.com](http://www.steris.com).

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#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This press release and the referenced conference call may contain forward-looking statements within the meaning of the federal securities laws about STERIS. Forward-looking statements speak only as to the date the statement is made and may be identified by the use of forward-looking terms such as “may,” “will,” “expects,” “believes,” “anticipates,” “plans,” “estimates,” “projects,” “targets,” “forecasts,” “outlook,” “impact,” “potential,” “confidence,” “improve,” “optimistic,” “deliver,” “orders,” “backlog,” “comfortable,” “trend”, and “seeks,” or the negative of such terms or other variations on such terms or comparable terminology. These forward-looking statements are based on current expectations, estimates or forecasts about our businesses, the industries in which we operate and current beliefs and assumptions of management and are subject to uncertainty and changes in circumstances. Investors should understand that these statements are not guarantees of performance or results. Many important factors could affect actual financial results and cause them to vary materially from the expectations contained in the forward-looking statements. No assurances can be provided as to any result or the timing of any outcome regarding matters described in STERIS’s or Cantel’s securities filings or otherwise with respect to any regulatory action, administrative proceedings, government investigations, litigation, warning letters, cost reductions, business strategies, earnings or revenue trends or future financial results. Unless legally required, we do not undertake to update or revise any forward-looking statements even if events make clear that any projected results, express or implied, will not be realized. These risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements include, without limitation:

- the failure to obtain Cantel stockholder approval of the proposed transaction;
- the possibility that the closing conditions to the proposed transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant a necessary regulatory approval and any conditions imposed on the combined entity in connection with consummation of the proposed transaction;
- delay in closing the proposed transaction or the possibility of non-consummation of the proposed transaction;
- the risk that the cost savings and any other synergies from the proposed transaction may not be fully realized or may take longer to realize than expected, including that the proposed transaction may not be accretive within the expected timeframe or to the extent anticipated;

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- the occurrence of any event that could give rise to termination of the merger agreement;
  - the risk that shareholder/stockholder litigation in connection with the proposed transaction may affect the timing or occurrence of the proposed transactions or result in significant costs of defense, indemnification and liability;
  - risks related to the disruption of the proposed transaction to STERIS, Cantel and our respective managements;
  - risks relating to the value of the STERIS shares to be issued in the transaction;
  - the effect of announcement of the proposed transaction on our ability to retain and hire key personnel and maintain relationships with customers, suppliers and other third parties;
  - the impact of the COVID-19 pandemic on STERIS's or Cantel's operations, performance, results, prospects, or value;
  - STERIS's ability to achieve the expected benefits regarding the accounting and tax treatments of the redomiciliation to Ireland ("Redomiciliation");
  - operating costs, Customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, Customers, clients or suppliers) being greater than expected following the Redomiciliation;
  - STERIS's ability to meet expectations regarding the accounting and tax treatment of the Tax Cuts and Jobs Act ("TCJA") or the possibility that anticipated benefits resulting from the TCJA will be less than estimated;
  - changes in tax laws or interpretations that could increase our consolidated tax liabilities, including changes in tax laws that would result in STERIS being treated as a domestic corporation for United States federal tax purposes;
  - the potential for increased pressure on pricing or costs that leads to erosion of profit margins;
  - the possibility that market demand will not develop for new technologies, products or applications or services, or business initiatives will take longer, cost more or produce lower benefits than anticipated;
  - the possibility that application of or compliance with laws, court rulings, certifications, regulations, regulatory actions, including without limitation any of the same relating to FDA, EPA or other regulatory authorities, government investigations, the outcome of any pending or threatened FDA, EPA or other regulatory warning notices, actions, requests, inspections or submissions, or other requirements or standards may delay, limit or prevent new product or service introductions, affect the production, supply and/or marketing of existing products or services or otherwise affect STERIS's or Cantel's performance, results, prospects or value;
  - the potential of international unrest, economic downturn or effects of currencies, tax assessments, tariffs and/or other trade barriers, adjustments or anticipated rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs;
  - the possibility of reduced demand, or reductions in the rate of growth in demand, for STERIS's or Cantel's products and services;
  - the possibility of delays in receipt of orders, order cancellations, or delays in the manufacture or shipment of ordered products or in the provision of services;

- the possibility that anticipated growth, cost savings, new product acceptance, performance or approvals, or other results may not be achieved, or that transition, labor, competition, timing, execution, regulatory, governmental, or other issues or risks associated with STERIS's and Cantel's businesses, industry or initiatives including, without limitation, those matters described in STERIS's and Cantel's respective Annual Reports on Form 10-K for the year ended March 31, 2020 and July 31, 2020, respectively, and other securities filings, may adversely impact STERIS's and/or Cantel's performance, results, prospects or value;
- the impact on STERIS and its operations, or tax liabilities, of Brexit or the exit of other member countries from the EU, and STERIS's ability to respond to such impacts;
- the impact on STERIS, Cantel and their respective operations of any legislation, regulations or orders, including but not limited to any new trade or tax legislation, regulations or orders, that may be implemented by the U.S. administration or Congress, or of any responses thereto;
- the possibility that anticipated financial results or benefits of recent acquisitions, including the acquisition of Key Surgical, or of STERIS's restructuring efforts, or of recent divestitures, or of restructuring plans will not be realized or will be other than anticipated;
- the effects of contractions in credit availability, as well as the ability of STERIS's and Cantel's Customers and suppliers to adequately access the credit markets when needed;
- STERIS's ability to complete the acquisition of Cantel, including the fulfillment of closing conditions and obtaining financing, on terms satisfactory to STERIS or at all; and
- other risks described in STERIS's and Cantel's respective most recent Annual Reports on Form 10-K and other reports filed with the Securities and Exchange Commission.

Investors are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by applicable law. This cautionary statement is applicable to all forward-looking statements contained herein and in the referenced conference call.