

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Rosebrough Walter M Jr</u> (Last) (First) (Middle) <u>C/O 70 SIR JOHN ROGERSON'S QUAY</u> (Street) <u>DUBLIN L2 2</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>STERIS Ltd [STE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/28/2019		A		48,895	A	(1)	48,895 ⁽²⁾	D	
Ordinary Shares	03/28/2019		A		13,000	A	(1)	13,000	I	See Footnote Below. ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$53.52	03/28/2019		A		119,000		(4)	05/30/2024	Ordinary Shares 119,000	(4)	119,000	D	
Employee Stock Option (right to buy)	\$67.98	03/28/2019		A		111,000		(5)	08/10/2025	Ordinary Shares 111,000	(5)	111,000	D	
Employee Stock Option (right to buy)	\$69.72	03/28/2019		A		112,340		(6)	06/01/2026	Ordinary Shares 112,340	(6)	112,340	D	
Employee Stock Option (right to buy)	\$77.07	03/28/2019		A		136,000		(7)	05/30/2027	Ordinary Shares 136,000	(7)	136,000	D	
Employee Stock Option (right to buy)	\$114.22	03/28/2019		A		136,268		(8)	05/31/2028	Ordinary Shares 136,268	(8)	136,268	D	

Explanation of Responses:

- Represents ordinary shares of STERIS plc, a public limited company organized under the laws of Ireland ("STERIS") received by the reporting person pursuant to a court-approved scheme of arrangement under English law (the "Scheme"). In connection with the Scheme, the reporting person received shares of STERIS in an amount equal to the number of the reporting person's cancelled shares of STERIS plc, a public limited company organized under the laws of England and Wales ("Old STERIS"). The reporting person's STERIS shares are 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.
- 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 these 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.
- 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 119,000 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 119,000 Old STERIS ordinary shares for \$53.52 per share, subject to the same terms and conditions as the original Old STERIS stock option.
- This option becomes exercisable as follows: 27,750 on May 28, 2016; 27,750 on May 28, 2017; 27,750 on May 28, 2018 and 27,750 on May 28, 2019. This option was received under the Scheme in exchange for an option to purchase 111,000 STERIS ordinary shares for \$67.98 per share, subject to the same terms and conditions as the original Old STERIS stock option.
- This option becomes exercisable as follows: 28,085 on June 1, 2017; 28,085 on June 1, 2018; 28,085 on June 3, 2019 and 28,085 on June 1, 2020. This option was received under the Scheme in exchange for an option to purchase 112,340 STERIS ordinary shares for \$69.72 per share, subject to the same terms and conditions as the original Old STERIS stock option.
- This option becomes exercisable as follows: 34,000 on May 30, 2018; 34,000 on May 30, 2019; 34,000 on June 1, 2020 and 34,000 on June 1, 2021. This option was received under the Scheme in exchange for an option to purchase 136,000 STERIS ordinary shares for \$77.07 per share, subject to the same terms and conditions as the original Old STERIS stock option.

8. This option becomes exercisable as follows: 34,067 on May 31, 2019; 34,067 on June 1, 2020; 34,067 on June 1, 2021 and 34,067 on May 31, 2022. This option was received under the Scheme in exchange for an option to purchase 136,268 STERIS ordinary shares for \$114.22 per share, subject to the same terms and conditions as the original Old STERIS stock option.

Remarks:

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

03/28/2019

** Signature of Reporting Person

Date

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

* 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).

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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