

**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): January 29, 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
Ordinary Shares, \$0.001 par value	STE	New York Stock Exchange

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.

Walter M Rosebrough

On January 29, 2021, Walter M Rosebrough advised the Board of Directors (the “Board”) of STERIS plc (the “Company”) of his intention to retire as President and CEO of the Company at the Company’s 2021 Annual General Meeting of Shareholders, to be held on July 29, 2021. Consequently, the Board and Mr. Rosebrough have determined that his status as President and CEO of the Company and STERIS Corporation (the “Employer”, and collectively with the Company, “STERIS”) and all his officerships and directorships of STERIS subsidiaries will terminate as of the same date. Mr. Rosebrough has served as President and CEO and a Director of STERIS since 2007.

Mr. Rosebrough and STERIS have executed a Transition Agreement, effective July 31, 2021 (the “Agreement”). The Agreement provides for a continuation of Mr. Rosebrough’s employment for the two-year period ending July 31, 2023, subject to termination by the Company for “Cause” (as defined in the Agreement) or by Mr. Rosebrough at any time and for any reason. Under the Agreement, Mr. Rosebrough will remain in the employment of STERIS as CEO Emeritus and Senior Advisor on a part-time basis, anticipated to be approximately five days per month on average, and will perform such duties as may be assigned by the Board, the new President and CEO, and/or their delegates, at a reduced salary at a rate of \$250,000 per year with a bonus target of 120% of salary received under the Company’s Management and Incentive Compensation Plan (“MICP”). The bonus will be at the sole discretion of the Company’s Compensation and Organization Development Committee. Mr. Rosebrough also will be reimbursed for any COBRA expenses for his medical and dental coverages through the end of calendar year 2021. No severance plan benefits will be payable to Mr. Rosebrough. However, should Mr. Rosebrough’s employment be terminated by STERIS without Cause he would be entitled to receive the remainder of his salary (subject to the execution of a mutually satisfactory release agreement) but no bonus or benefits.

Board of Directors

On January 29, 2021, the Board increased its size from nine members to ten. In conjunction with the increase, the Board elected Mr. Daniel A. Carestio to serve as a Director, effective immediately. Mr. Carestio’s years of experience with STERIS, including his contributions to the success of STERIS and his operational and management experience, which are briefly described below, make him a valuable member of the Board.

Daniel A. Carestio

Mr. Carestio, age 48, currently serves as the Senior Vice President and Chief Operating Officer of the Company, a position he has held since August 1, 2018. On January 29, 2021, the Board determined, consistent with its succession planning process, that Mr. Carestio will succeed Mr. Rosebrough and elected Mr. Carestio as President and CEO of the Company, effective immediately following the Company’s 2021 Annual General Meeting of Shareholders. Upon the effectiveness of such election, his base salary will be increased to an annual rate of \$875,000 and his target bonus opportunity under the MICP will be increased to 110% of base salary. He also will receive an equity award consisting of restricted stock and stock options with a value of approximately \$3.3 million at the time of the Company’s annual equity awards in June of 2021.

Mr. Carestio has been employed by STERIS since 1997. He served as Senior Vice President, Sterilization and Disinfection from February 2018 to July 31, 2018 when he became Senior Vice President and Chief Operating Officer. From August 2015 to February 2018 he served as Senior Vice President, STERIS Applied Sterilization Technologies and Life Sciences.

Item 7.01 *Regulation FD Disclosure*

On February 3, 2021, the Company issued a press release announcing recent management and Board changes. 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.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by STERIS plc on February 3, 2021 announcing certain management and board changes
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: February 3, 2021

STERIS Announces Leadership Succession Plan

- ***Walt Rosebrough to step down as CEO at the upcoming Annual General Meeting***
- ***Chief Operating Officer, Dan Carestio, to succeed as President and CEO***

DUBLIN, IRELAND - (February 3, 2021) - STERIS plc (NYSE: STE) (“STERIS” or the “Company”) today announced that Walt Rosebrough, President and CEO, has announced his intention to step down on July 29, 2021, in conjunction with the company’s Annual General Meeting. Mr. Rosebrough will remain as CEO Emeritus and Senior Advisor to STERIS’s leadership and Board for the next two years.

STERIS’s Board of Directors has unanimously appointed Dan Carestio, currently Chief Operating Officer (COO), to the Board of Directors as of January 29, 2021 and Mr. Carestio will succeed Mr. Rosebrough as President and CEO, effective July 29, 2021. The board intends to include Mr. Carestio on the slate of Directors for election at the upcoming Annual General Meeting, and Mr. Rosebrough has advised the Board that he does not intend to stand for re-election.

“I believe that STERIS is stronger and better positioned than ever and has a very talented overall leadership team in place to continue to drive forward,” said Walt Rosebrough, President and CEO. “Dan has been with STERIS over twenty years with progressively increasing responsibilities in marketing, sales, and general management. He drove our improvements in Life Sciences and Applied Sterilization Technologies (AST) segments the past decade. He led the successful integration of the Synergy Health AST business, took on the additional leadership of our Healthcare IPT business when that leader retired, and finally became responsible for all our operations as COO in 2018. The success of all three of our business segments since he became COO is a testament to Dan and the STERIS leadership team. I am extremely confident that Dan is the right person to lead STERIS into the future.”

“This announcement follows a well-planned and thoughtful succession process, which prioritizes developing leaders from within the Company,” said Dr. Mohsen Sohi, Chairman of the Board. “Dan has a long history of demonstrating his ability to lead and drive results, and the Board has full confidence in him as the next CEO for STERIS. We are fortunate to have had Walt’s leadership for well over a decade, through some of the most challenging times in STERIS’s history. During Walt’s tenure, we have grown revenue three-fold, completed close to fifty acquisitions, added more than 8,000 people to our workforce and grown shareholder value nearly 10 times, adding over \$14 billion of market capitalization. We are forever grateful for his contributions and look forward to continuing to have access to his counsel and expertise as an advisor to the Board and senior management for the next two years.”

About STERIS

STERIS’s MISSION IS TO HELP OUR CUSTOMERS CREATE A HEALTHIER AND SAFER WORLD by providing innovative healthcare and life science product and service solutions around the globe. For more information, visit www.steris.com.

Investor Contact:

Julie Winter, Vice President, Investor Relations and Corporate Communications
Julie_Winter@steris.com
+1 440 392 7245

Media Contact:

Stephen Norton, Senior Director, Corporate Communications
Stephen_Norton@steris.com
+1 440 392 7482

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This press release may contain forward-looking statements within the meaning of the federal securities laws. 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;
- 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.