FISCAL 2017 ANNUAL REPORT

STERIS

Fellow Shareholders,

Fiscal 2017 was another year of record performance for our business, growing revenue 17% and adjusted earnings per diluted share 11%. We ended the year strong and feel good about where we stand today, and even better about where we're headed tomorrow.

Following the close of the Synergy Health Combination in the fall of 2015, we reviewed our portfolio and made decisions to improve the business for the long-term. Specific to fiscal 2017, we have had success on several broad objectives. First, integrating Synergy Health and achieving cost synergies greater than our original expectations, which we now expect to be $45 million per year by the end of fiscal 2019. We also decided to divest the legacy Synergy and STERIS businesses that do not fit our strategy going forward, but consume valuable management focus, capital expenditures and dilute our profit margins. I am pleased to report that we have completed the sale of most of the identified businesses. While these divestitures reduce our as-reported revenue in the short term, the impact to adjusted profit is relatively minimal. In addition, we have completed several smaller acquisitions that are helping to offset the lost revenue and profitability.

We grew revenue 5% on a constant currency organic basis during fiscal 2017, a good showing in today's market. We had a particularly strong fourth quarter, ending the year on a high note. Our actions have delivered results beyond revenue growth, which is apparent in our profitability expansion. Overall, adjusted operating margins improved by 130 basis points in the year, resulting in a record 18.2% of sales. We also achieved another double-digit increase in full-year adjusted earnings per share to $3.76.

Looking at our segments, we had much to be pleased with this year. Healthcare Products revenue grew 4% on a constant currency organic basis for the year. Consumables were strong, excluding the impact of divestitures, as we benefited from continued mid-single digit growth in our instrument cleaning chemistries, and double-digit growth in U.S. Endoscopy and V-PRO consumables. Equipment service revenue continued its history of consistent growth, particularly for preventive maintenance contracts and for installation of our OR integration products. Capital equipment shipments in Healthcare Products started the year a bit slow, but ended very strong. For the full year, we saw particular strength in washers and steam sterilizers on the Infection Prevention side of our business and OR integration in our Surgical business unit.

Healthcare Specialty Services grew constant currency organic revenue 5% for the year, with improving profitability in the fourth quarter. Our people in IMS have done a nice job winning new contracts, and we ended the year with above average growth in the fourth quarter. We expect profitability to continue to ramp up in fiscal 2018, as we see the full benefit of divestitures and are able to leverage the people we added in fiscal 2017.

In Applied Sterilization Technologies (AST), revenue grew 7% for the year on a constant currency organic basis, reflecting strong underlying demand from our core medical device Customers. Of course, the fall in the Euro and British pound offset much of this growth outside the United States on an as-reported basis. As we have announced previously, we have been making a number of capacity expansion investments in AST which will continue into fiscal 2018. These are sound expansions with return on invested capital typically exceeding our cost of capital in a three to four-year time frame, or less. However, we do not expect to see the level of margin expansion next year in AST that we might expect for the level of growth we anticipate, due to the startup costs and higher level of depreciation on these new facilities. We look forward to significant margin expansions in fiscal 2019 and beyond as a result of these investments.

Life Sciences constant currency organic revenue increased 4%, led by consumable revenue growth, with strength in both barrier products and formulated chemistries. Service revenue grew double digits for the year with growth in maintenance contracts and new service offerings. Capital equipment revenue ended the year slightly below our expectations, but with strong orders in hand. We increased backlog double-digits to a record $53 million, which is a good start for fiscal 2018.

We also made progress improving our balance sheet, which is reflected in our increased free cash flow and reduced debt levels. We do not expect current historically-low interest rates to last forever, so we fixed the interest rates on a larger portion of our debt. We intend to pay off more of our floating rate debt in fiscal 2018, as we reduce our overall leverage. We believe that the cash we are generating, along with our strong balance sheet, will give us considerable flexibility to promote shareholder value by funding our organic growth and acquisitions, while continuing to return cash to shareholders through dividends and share repurchases.

But more important than last year's numbers, we have put in place a strong platform for the future. We exited businesses that held back our growth rate and profitability, and have continued to add new products and businesses to our portfolio. We are now the broadest and deepest provider of sterilization and disinfection services around the globe. We have the technical knowhow, the breadth and depth of products and services, the global reach, and the cross-healthcare-life-science-industry coverage – in hospitals and surgery centers, in pharmaceutical plants, and for medical device companies – that no other company has. And we bring additional products and services to serve the procedural areas of hospitals and surgery centers, the heartbeat of these institutions. We have strategically positioned ourselves to be in the growth spots of the healthcare industry: procedures drive our Healthcare Products and Healthcare Specialty Services segments, procedures drive our AST business that serves medical device companies, and vaccines and biologics drive our Life Sciences sterilization and disinfection services for pharmaceutical companies. We are excited to be able to continue our mission to help our Customers create a healthier and safer world.

We continue to believe that we can grow revenue mid-to-high-single digits through a combination of organic growth and acquisitions, and leverage that growth to deliver double-digit bottom line expansion over the long-term. Our team has successfully delivered on those commitments the past 10 years or so, despite substantial challenges and headwinds along the way.

As this is my tenth shareholder letter, I think it is appropriate to comment on what we have achieved for our shareholders over that time. Our revenue has grown from just over $1 billion to $2.6 billion. Similarly, we were earning less than $100 million in net income; this year we made over $300 million in adjusted net income. The market has reflected that performance, as our market capitalization was under $2 billion then, and we ended the last fiscal year at about $6 billion. As a result, our Total Shareholder Return has been over 200% from September 2007 to March 2017. This performance is substantially better than the S&P 500 and the Medical Device Index for the same period. It is my honor to continue to serve all of you by leading this business, and I look forward to all that STERIS will accomplish in the next ten years.

In closing, I appreciate the continued support from our long-term shareholders and our Board of Directors. And finally, we could not do what we do without the dedication of our fine management team and our 12,000 people around the world, who work to make STERIS a great Company.

Until next year,

Walt Rosebrough
President and Chief Executive Officer
June 2017

Adjusted financials have been included in this document. Please refer to the reconciliation of adjusted results to GAAP results contained at the end of this annual report under "Non-GAAP Financial Measures".

United States Securities and Exchange Commission

Washington, D. C. 20549

FORM 10-K

☒ Annual Report Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

For the fiscal year ended March 31, 2017

OR

☐ Transition Report Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

For the transition period from to

Commission file number 1-37614

STERIS plc

(Exact name of registrant as specified in its charter)

United Kingdom		98-1203539
(State or other jurisdiction of incorporation or organization)		(IRS Employer Identification No.)
Chancery House, 190 Waterside Road, Hamilton Industrial Park Leicester (Address of principal executive offices)	LE51QZ (Zip Code)	44-116-276-8636 (Registrant's telephone number including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Title of each class	Name of Exchange on Which Registered
Ordinary Shares, 10 pence par value	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒	Accelerated Filer ☐
Non-Accelerated Filer ☐ (Do not check if a smaller reporting company)	Smaller Reporting Company ☐
	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. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of September 30, 2016, the aggregate market value of shares held by non-affiliates of STERIS Corporation (the predecessor issuer pursuant to Rule 12g-3(a) under the Securities Exchange Act of 1934), based upon the closing sale price of its shares on September 30, 2016, was approximately $6,140.3 million.

The number of Ordinary Shares outstanding as of May 22, 2017: 85,022,711

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2017 Annual Meeting – Part III

STERIS plc and Subsidiaries

Table of Contents

PART I

Throughout this Annual Report, STERIS plc and its subsidiaries together are called “STERIS,” “the Company,” “we,” “us,” or “our,” unless otherwise noted. References in this Annual Report to a particular “year,” "fiscal year," or “year-end” mean our fiscal year, which ends on March 31. For example, fiscal year 2017 ended on March 31, 2017.

ITEM 1. BUSINESS

INTRODUCTION

STERIS plc is a leading provider of infection prevention and other procedural products and services. Our 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. We offer our Customers a unique mix of innovative capital equipment products, such as sterilizers and surgical tables, and connectivity solutions such as operating room (“OR”) integration; consumable products, such as detergents, gastrointestinal ("GI") endoscopy accessories, barrier product solutions, and other products and services, including: equipment installation and maintenance, microbial reduction of medical devices, instrument and scope repair solutions, laboratory testing services, and on-site and off-site reprocessing.

STERIS plc (“Parent”) was organized in 2014 under the laws of England and Wales under the name Solar New HoldCo Limited as a private limited company for the purpose of effecting under the laws of England and Wales the combination (“Combination”) of STERIS Corporation, an Ohio corporation (“Old STERIS”), and Synergy Health plc, a public limited company organized under the laws of England and Wales (“Synergy”). Effective November 2, 2015 the Parent was re-registered as a public company under the name of STERIS plc and the Combination closed. As a result of the Combination closing, STERIS plc became the ultimate parent company of Old STERIS and Synergy. Synergy has been re-registered under the name of Synergy Health Limited. The acquisition of Old STERIS was accounted for in the consolidated financial statements as a merger between entities under common control; accordingly the historical consolidated financial statements of Old STERIS for periods prior to November 2, 2015, are considered to be the historical financial statements of STERIS plc. Due to the timing of the Combination, the results of Synergy are only reflected in the results of operations of the Company from November 2, 2015 forward, which will affect the comparability to the prior period historical operations of the Company throughout this Annual Report on Form 10-K.

With registered offices located in Leicester, UK, STERIS plc has approximately 12,000 employees. Through our field sales and service and a network of dealers and distributors, we serve Customers in more than 100 countries around the world.

We operate and report in four reportable business segments: Healthcare Products, Healthcare Specialty Services, Life Sciences, and Applied Sterilization Technologies. Corporate and other, which is presented separately, contains the Defense and Industrial business unit plus costs that are associated with being a publicly traded company and certain other corporate costs. These costs include executive office costs, Board of Directors compensation, shareholder services and investor relations, external audit fees, and legacy pension and post-retirement benefit costs.

Our Healthcare Products segment offers infection prevention and procedural solutions for healthcare providers worldwide, including capital equipment and related maintenance and installation services, as well as consumables.

Our Healthcare Specialty Services segment provides a range of specialty services for healthcare providers including hospital sterilization services and instrument and scope repairs. Linen management operations were divested during fiscal 2017.

Our Life Sciences segment offers capital equipment and consumable products, and equipment maintenance and specialty services for pharmaceutical manufacturers and research facilities.

Our Applied Sterilization Technologies segment offers contract sterilization and laboratory services for medical device and pharmaceutical Customers and others.

The bulk of our revenues are derived from the healthcare and pharmaceutical industries. Much of the growth in these industries is driven by the aging of the population throughout the world, as an increasing number of individuals are entering their prime healthcare consumption years, and is dependent upon advancement in healthcare delivery, acceptance of new technologies, government policies, and general economic conditions. The pharmaceutical industry has been impacted by increased regulatory scrutiny of cleaning and validation processes, mandating that manufacturers improve their processes. Within healthcare, there is increased concern regarding the level of hospital acquired infections around the world; increased demand for medical procedures, including preventive screenings such as endoscopies and colonoscopies; and a desire by our Customers to operate more efficiently, all of which are driving increased demand for many of our products and services.

INFORMATION RELATED TO BUSINESS SEGMENTS

Our chief operating decision maker is our President and Chief Executive Officer ("CEO"). The CEO is responsible for performance assessment and resource allocation. The CEO regularly receives discrete financial information about each reportable segment, and uses this information to assess performance and allocate resources. The accounting policies of the reportable segments are the same as those described in Note 1 to the Consolidated Financial Statements titled, "Nature of Operations and Summary of Significant Accounting Policies," of this Annual Report. Segment performance information for fiscal years 2017, 2016, and 2015 is presented in Note 11 to our Consolidated Financial Statements titled, "Business Segment Information" and in Item 7 titled, "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A"), of this Annual Report.

HEALTHCARE PRODUCTS SEGMENT

Description of Business. Our Healthcare Products segment provides a broad portfolio of infection prevention, surgical and gastrointestinal ("GI") solutions to healthcare providers, including acute care hospitals and ambulatory surgery centers and GI clinics. These solutions aid our Customers in improving the safety, quality, productivity, and utility consumption of their surgical, sterile processing, gastrointestinal, and emergency environments.

Products Offered. These perioperative solutions include:

- Steam, vaporized hydrogen peroxide ("VHP"®) and ethylene oxide ("EO") sterilizers, as well as liquid chemical sterilant processing systems, that allow Customers to meet rigorous standards and regulations and assist in the safe and effective re-use of medical equipment and devices.
- Automated washer/disinfector systems that clean and disinfect a wide range of items from rolling instrument carts and other large healthcare equipment to small surgical instruments.
- General and specialty surgical tables, surgical and examination lights, equipment management systems, operating room storage cabinets, warming cabinets, scrub sinks, and other complementary products and accessories for use in hospitals and other ambulatory surgery sites.
- Gastrointestinal devices and accessories for a variety of GI procedure areas including bleed management and procedure irrigation, foreign body retrieval, polypectomy, and tissue acquisition.
- Connectivity solutions such as OR integration, OR and sterile processing department ("SPD") workflow, patient tracking and instrument management that allow for high quality transfer of information and images throughout the hospital and between hospitals throughout the world.
- Cleaning chemistries and sterility assurance products used prior to automated processes as well as within our instrument cleaning and decontamination systems.

Significant brand names for these products include SYSTEM 1E®, Amsco®, Reliance®, Cmax®, Harmony®, Verify®, Roth Net®, Little Sister®, and T-Series®.

Services Offered. Our Healthcare Products segment provides various preventive maintenance programs and repair services to support the effective operation of capital equipment over its lifetime. We offer these corrective and preventive service solutions to Customers who have internal clinical/biomedical engineering departments and Customers who rely on us to provide those services. Field service personnel install, maintain, upgrade, repair, and troubleshoot equipment throughout the world. We also offer comprehensive sterilization and surgical management consulting services allowing healthcare facilities to achieve safety, quality, and productivity improvements in the perioperative loop that flows between and among surgical suites and the central sterilization services department. We offer remote equipment monitoring technology to anticipate potential failure modes and take corrective action thereby improving Customers' equipment uptime. Finally, our Healthcare Products segment provides other support services such as construction and facility planning, engineering support, device testing, Customer education, asset management/planning, and the sale of replacement parts. These solutions also include information management and decision support solutions to operating room and central sterilization managers to help in managing these environments and identifying opportunities to improve performance.

Customer Concentration. Our Healthcare Products segment sells capital equipment, consumables, and services to Customers in the United Kingdom, United States and many other countries throughout the world. For the year ended March 31, 2017, no Customer represented more than 10% of the Healthcare Product segment's total revenues and the loss of any single Customer is not expected to have a material impact on the segment's results of operations or cash flows.

Competition. We compete with a number of large companies that have significant product portfolios and global reach, as well as a number of small companies with very limited product offerings and operations in one or a limited number of countries. On a product basis, competitors include 3M, Belimed, Cantel Medical, Ecolab, Getinge, Go Jo, Hill-Rom, Johnson & Johnson, Kimberly-Clark, Skytron, and Stryker.

HEALTHCARE SPECIALTY SERVICES SEGMENT

Description of Business. Our Healthcare Specialty Services segment provides a range of solutions and outsourced and managed services for acute care hospitals and other healthcare settings that aid our Customers in improving the safety, quality and productivity of their operations.

Services Offered. Our Healthcare Specialty Services segment provides comprehensive instrument and endoscope repair and maintenance solutions (on site or at one of our dedicated facilities) as well as custom process improvement consulting. Linen management operations were divested during fiscal 2017.

Customer Concentration. Our Healthcare Specialty Services segment offers an array of services to Customers in the United Kingdom, United States and many other countries throughout the world. For the year ended March 31, 2017, no Customer represented more than 10% of the Healthcare Specialty Services segment's total revenues and the loss of any single Customer is not expected to have a material impact on the segment's results of operations or cash flows.

Competition. We compete with a number of large companies that have significant product portfolios and global reach, as well as a number of small companies with very limited service offerings and operations in one or a limited number of countries. On a service line basis, competitors include Owens & Minor, Stryker, Olympus, Pentax, Karl Storz, Mobile, Prezio, Northfield, BBraun Sterilog Limited, Berendsen plc, CleanLease (Clean Lease Fortex), Rentex Awé and Rentex Floren.

LIFE SCIENCES SEGMENT

Description of Business. Our Life Sciences segment designs, manufactures and sells a broad range of capital equipment, service solutions and contamination control solutions, including formulated chemistries, barrier products and sterility assurance products, to pharmaceutical companies and private and public research facilities around the world.

Products Offered. These capital equipment and formulated cleaning chemistries include:

- Formulated cleaning chemistries that are used to prevent biological and chemical contamination and to monitor sterilization and decontamination processes, including products used to clean components used in manufacturing, decontaminate systems, and disinfect or sterilize hard surfaces.
- Vaporized Hydrogen Peroxide generators used to decontaminate many high value spaces, from small isolators to large pharmaceutical processing and laboratory animal rooms.
- High-purity water equipment, which generates water for injection and pure steam.
- Steam sterilizers used in the manufacture of pharmaceuticals and biopharmaceuticals as well as sterilizers for equipment and instruments used in research studies, mitigating the risk of contamination.
- Washer/disinfectors that decontaminate various large and small components in pharmaceutical and industrial manufacturing processes and in research labs, such as glassware, vessels, equipment parts, drums, hoses, and animal cages.

Significant brand names for these products include Amsco®, Reliance®, Finn-Aqua®, VHP®, and the CIP® Products.

Services Offered. Our Life Sciences segment offers various preventive maintenance programs and repair services to support the effective operation of capital equipment over its lifetime. Field service personnel install, maintain, upgrade, repair, and troubleshoot equipment throughout the world. We utilize remote equipment monitoring technology to improve Customers' equipment uptime. We also offer consulting services and technical support to architecture and engineering firms and laboratory planners. Our services deliver expertise in decontamination and infection control technologies and processes to end users. Our service personnel also provide higher-end validation services in support of our pharmaceutical Customers.

Customer Concentration. Our Life Sciences segment sells capital equipment, consumables, and services to Customers in the United Kingdom, United States and many other countries throughout the world. For the year ended March 31, 2017, no Customer represented more than 10% of the Life Sciences segment's total revenues and the loss of any single Customer is not expected to have a material impact on the segment's results of operations or cash flows.

Competition. Our Life Sciences segment operates in highly regulated environments where the most intense competition results from technological innovations, product performance, convenience and ease of use, and overall cost-effectiveness. We compete for pharmaceutical, research and industrial Customers with a number of large companies that have significant product portfolios and global reach, as well as a number of small companies with very limited product offerings and operations in one or a limited number of countries. Competitors include Belimed, Ecolab, Fedegari, Getinge, MECO, Stilmas, and Techniplast.

APPLIED STERILIZATION TECHNOLOGIES SEGMENT

Description of Business. Our Applied Sterilization Technologies segment operates through a network of over 50 facilities located in 16 countries. We sell a comprehensive array of contract sterilization services using Gamma, electron beam and X-ray technologies, as well as ethylene oxide gas. In addition, we offer an array of laboratory testing and validation services. Our Customers include many of the world's largest manufacturers of medical devices, as well as innovative start up companies.

Services Offered. We use Gamma, EO, electron beam and X-ray technologies to provide a wide range of processing services at our facilities. Gamma is an irradiation process which utilizes radioisotope (cobalt-60). Electron beam and X-ray utilize high energy electrons as their radiation source. EO is a gaseous process. In addition, we offer an array of laboratory testing services that complements the manufacturing of sterilized products. Our locations are in major population centers and core distribution corridors throughout the Americas, Europe and Asia. Our technical services group supports Customers in all phases of product development, materials testing, and process validation.

Customer Concentration. Our Applied Sterilization Technologies segment's services are offered to Customers throughout its network. For the year ended March 31, 2017, no Customer represented more than 10% of the segment's revenues and the loss of a single Customer is not expected to have a material impact on the segment's results of operations or cash flows.

Competition. Applied Sterilization Technologies operates in a highly regulated industry and competes with Sterigenics International, Inc., other smaller contract sterilization companies and manufacturers that sterilize products in-house.

INFORMATION WITH RESPECT TO OUR BUSINESS IN GENERAL

Sources and Availability of Raw Materials. We purchase raw materials, sub-assemblies, components, and other supplies needed in our operations from numerous suppliers in the United States and internationally. The principal raw materials and supplies used in our operations include stainless steel, organic and inorganic chemicals, fuel, and plastic components. These raw materials and supplies are generally available from several suppliers and in sufficient quantities that we do not currently expect any significant sourcing problems in fiscal 2018. We have long-term supply contracts for certain materials for which there are few suppliers, or those that are single-sourced in certain regions of the world, such as EO and cobalt-60, which are necessary to our AST operations.

Intellectual Property. We protect our technology and products by, among other means, obtaining United States and foreign patents. There can be no assurance, however, that any patent will provide adequate protection for the technology, system, product, service, or process it covers. In addition, the process of obtaining and protecting patents can be long and expensive. We also rely upon trade secrets, technical know-how, and continuing technological innovation to develop and maintain our competitive position.

As of March 31, 2017, we held approximately 380 United States patents and 1,240 in other jurisdictions and had approximately 100 United States patent applications and 370 patent applications pending in other jurisdictions. Patents for individual products extend for varying periods according to the date of filing or grant and legal term of patents in various countries where a patent is obtained. The actual protection a patent provides varies from country to country and depends in part upon the type of patent, the scope of its coverage, and the availability of legal remedies in each country.

Our products are sold around the world under various brand names and trademarks. We consider our brand names and trademarks to be valuable in the marketing of our products. As of March 31, 2017, we had a total of approximately 1,990 trademark registrations worldwide.

Research and Development. Research and development is an important factor in our long-term strategy. For the years ended March 31, 2017, 2016, and 2015, research and development expenses were $59.4 million, $56.7 million, and $54.1 million, respectively. We incurred these expenses primarily for the research and development of commercial products.

We are focused on introducing products that increase efficiencies for our Customers. We have new healthcare products throughout our portfolio, including InnoWave Sonic Irrigators/Ultrasonic Cleaners and Smart Sink technology and accessories, Harmony AIR ™ Surgical Lighting System and Harmony AIR™ Equipment Booms and Accessories, next generation operating room integration products, and a number of new products in US Endoscopy.

Quality Assurance. We manufacture, assemble, and package products in several countries. Each of our production facilities are dedicated to particular processes and products. Our success depends upon Customer confidence in the quality of our production process and the integrity of the data that supports our product safety and effectiveness. We have implemented quality assurance procedures to support the quality and integrity of scientific information and production processes.

Government Regulation. Our business is subject to various degrees of governmental regulation in the countries in which we operate. In the United States, the United States Food and Drug Administration ("FDA"), the United States Environmental Protection Agency ("EPA"), the United States Nuclear Regulatory Commission ("NRC"), and other governmental authorities regulate the development, manufacture, sale, and distribution of our products and services. Our international operations also are subject to a significant amount of government regulation, including country-specific rules and regulations and U.S. regulations applicable to our international operations. Government regulations include detailed inspection of, and controls over, research and development, clinical investigations, product approvals and manufacturing, marketing and promotion, sampling, distribution, record-keeping, storage, and disposal practices.

Compliance with applicable regulations is a significant expense for us. Past, current or future regulations, their interpretation, or their application could have a material adverse impact on our operations. Also, additional governmental regulation may be passed that could prevent, delay, revoke, or result in the rejection of regulatory clearance of our products. We cannot predict the effect on our operations resulting from current or future governmental regulation or the interpretation or application of these regulations.

If we fail to comply with any applicable regulatory requirements, sanctions could be imposed on us. For more information about the risks we face regarding regulatory requirements, see Part I, Item 1A of this Annual Report titled, "Risk Factors, We are subject to extensive regulatory requirements and must receive and maintain regulatory clearance or approval for many products and operations. Failure to receive or maintain, or delays in receiving, clearance or approvals may hurt our revenues, profitability, financial condition, or value."

We have received warning letters, paid civil penalties, conducted product recalls and field corrections, and been subject to other regulatory sanctions. We believe that we are currently compliant in all material respects with applicable regulatory requirements. However, there can be no assurance that future or current regulatory, governmental, or private action will not have a material adverse affect on us or on our performance, results, or financial condition.

Environmental Matters. We are subject to various laws and governmental regulations concerning environmental matters and employee safety and health in the United Kingdom, United States and in other countries. We have made, and continue to make, significant investments to comply with these laws and regulations. We cannot predict the future capital expenditures or operating costs required to comply with environmental laws and regulations. We believe that we are currently compliant with applicable environmental, health, and safety requirements in all material respects. However, there can be no assurance that future or current regulatory, governmental, or private action will not have a material adverse affect on our performance, results, or financial condition. Please refer to Note 10 of our consolidated financial statements titled, "Commitments and Contingencies" for further information.

In the future, if a loss contingency related to environmental matters, employee safety, health or conditional asset retirement obligations is significantly greater than the current estimated amount, we would record a liability for the obligation and it may result in a material impact on net income for the annual or interim period during which the liability is recorded. The investigation and remediation of environmental obligations generally occur over an extended period of time, and therefore we do not know if these events would have a material adverse affect on our financial condition, liquidity, or cash flow, nor can there be any assurance that such liabilities would not have a material adverse affect on our performance, results, or financial condition.

Competition. The markets in which we operate are highly competitive and generally highly regulated. Competition is intense in all of our business segments and includes many large and small competitors. Brand, design, quality, safety, ease of use, serviceability, price, product features, warranty, delivery, service, and technical support are important competitive factors to us. We expect to face continued competition in the future as new infection prevention, sterile processing, contamination control, gastrointestinal and surgical support products and services enter the market. We believe many organizations are working with a variety of technologies and sterilizing agents. Also, a number of companies have developed disposable medical instruments and other devices designed to address the risk of contamination.

We believe that our long-term competitive position depends on our success in discovering, developing, and marketing innovative, cost-effective products and services. We devote significant resources to research and development efforts and we believe STERIS is positioned as a global competitor in the search for technological innovations. In addition to research and development, we invest in quality control, Customer programs, distribution systems, technical services, and other information services.

There can be no assurance that we will develop significant new products or services, or that new products or services we provide or develop in the future will be more commercially successful than those provided or developed by our competitors. In addition, some of our existing or potential competitors may have greater resources than us. Therefore, a competitor may succeed in developing and commercializing products more rapidly than we do. Competition, as it relates to our business segments and product categories, is discussed in more detail in the section above titled, "Information Related to Business Segments."

Employees. As of March 31, 2017, we had approximately 12,000 employees throughout the world. We believe we generally have good relations with our employees.

Methods of Distribution. Sales and service activities are supported by a staff of regionally based clinical specialists, system planners, corporate account managers, and in-house Customer service and field support departments. We also contract with distributors and dealers in select markets.

Customer training is important to our business. We provide a variety of courses at Customer locations, at our training and education centers, and over the internet. Our training programs help Customers understand the science, technology, and operation of our products and services. Many of our operator training programs are approved by professional certifying organizations and offer continuing education credits to eligible course participants.

Seasonality. Our financial results have been, from time to time, subject to seasonal patterns. We cannot assure you that these patterns will continue.

International Operations. We believe we have opportunity to expand internationally, as we currently serve only a portion of the world that could benefit from our products. Through our subsidiaries, we operate in various international locations. United States revenues represented 69% of our fiscal 2017 revenues. Revenues from the United Kingdom and Europe, Middle East and Africa ("EMEA") were 9% and 13%, respectively, of our fiscal 2017 revenues. The remaining 9% was generated in Canada, the Asia Pacific and Latin American regions.

Also see Note 11 to our Consolidated Financial Statements titled, “Business Segment Information,” "MD&A," and Item 7 for a geographic presentation of our revenues for the three years ended March 31, 2017, 2016 and 2015.

We conduct manufacturing in the United States, United Kingdom, Canada, Mexico, Brazil, China and various other European countries. Cost of revenues incurred in currencies other than the United States dollar have represented approximately 39% of our total cost of revenues. There are, in varying degrees, a number of inherent risks to our international operations. We describe some of these risks in Part I, Item 1A of this Annual Report titled, "Risk Factors. We conduct manufacturing, sales, and distribution operations on a worldwide basis and are subject to a variety of risk associated with doing business internationally."

Backlog. We define backlog as the amount of unfilled capital equipment purchase orders at a point in time. At March 31, 2017, we had a backlog of $162.9 million. Of this amount, $109.7 million and $53.2 million related to our Healthcare Products and Life Sciences segments, respectively. At March 31, 2016, we had backlog orders of $164.7 million. Of this amount $119.4 million and $45.3 million related to our Healthcare Products and Life Sciences segments, respectively. A significant portion of the backlog orders at March 31, 2017, is expected to ship in the 2018 fiscal year.

Availability of Securities and Exchange Commission Filings. We make available free of charge on or through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, and amendments to these reports, as soon as reasonably practicable after we electronically file such material with, or furnish such material to the Securities and Exchange Commission (“SEC”). You may access these documents, as well as other SEC filings related to the Company, on the Investor Relations page of our website at http://www.steris-ir.com. You may also obtain copies of these documents by visiting the SEC’s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549 or by accessing the SEC’s website at http://www.sec.gov. You may obtain information on the Public Reference Room by calling the SEC at 1-800-SEC-0330. The content on or accessible through any website referred to in this Annual Report on Form 10-K is not incorporated by reference into this Form 10-K unless expressly noted.

We also make available free of charge on our website our Corporate Governance Guidelines, our Director Code of Ethics, and our Code of Business Conduct, as well as the Charters of the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, and the Compliance Committee of the Company’s Board of Directors.

Executive Officers of the Registrant. The following table presents certain information regarding our executive officers at March 31, 2017. All executive officers serve at the pleasure of the Board of Directors.

Name	Age	Position
Kathleen L. Bardwell	61	Senior Vice President and Chief Compliance Officer
Karen L. Burton	49	Vice President, Controller and Chief Accounting Officer
Daniel A. Carestio	44	Senior Vice President, STERIS Applied Sterilization Technologies and Life Sciences
Dr. Adrian Coward	47	Senior Vice President, Healthcare Specialty Services
Suzanne V. Forsythe	63	Vice President, Human Resources
Gulam A. Khan	50	Senior Vice President, Procedural Solutions
Sudhir K. Pahwa	64	Senior Vice President, Infection Prevention Technologies
Walter M Rosebrough, Jr.	63	President and Chief Executive Officer
Michael J. Tokich	48	Senior Vice President, Chief Financial Officer and Treasurer
J. Adam Zangerle	50	Vice President, General Counsel, and Secretary

The following discussion provides a summary of each executive officer's recent business experience:

Kathleen L. Bardwell serves as Senior Vice President and Chief Compliance Officer. She assumed this role in February 2014. From March 2008 to February 2014, she served as Vice President, Chief Compliance Officer.

Karen L. Burton serves as Vice President, Controller and Chief Accounting Officer. She assumed this role in January 2017. She served as Vice President, Corporate Controller from May 2008 to January 2017.

Daniel A. Carestio serves as Senior Vice President, STERIS Applied Sterilization Technologies and Life Sciences. He assumed this role in August 2015. From 2011 to August 2015, he served as Vice President, Sales and Marketing for Isomedix Services and General Manager of Life Sciences.

Dr. Adrian Coward serves as Senior Vice President, Healthcare Specialty Services. He assumed this role in November 2015. From April 2014 to November 2015 he served as Chief Operating Officer of Synergy Health plc. From April 2010 to March 2014, Dr. Coward served as CEO UK & Ireland of Synergy Health plc.

Suzanne V. Forsythe serves as Vice President, Human Resources. She assumed this role in August 2011. From April 2008 through August 2011 she served as Senior Director, Human Resources.

Gulam A. Khan serves as Senior Vice President, Procedural Solutions. He assumed this role in August 2015. He served as Chief Executive Officer of United States Endoscopy Group, Inc. from January 2003, prior to its acquisition by STERIS in August 2012, remaining with STERIS until June 2013. From April 2014 until August 2015 he provided independent consulting services to corporations, including business integration consulting services to STERIS.

Sudhir K. Pahwa serves as Senior Vice President, Infection Prevention Technologies. He assumed this role in February 2014. From December 2008 to February 2014 he served as Vice President and General Manager, Infection Prevention Technologies.

Walter M Rosebrough, Jr. serves as President and Chief Executive Officer. He assumed this role when he joined STERIS in October 2007.

Michael J. Tokich serves as Senior Vice President, Chief Financial Officer and Treasurer. He assumed this role in February 2014. From March 2008 to February 2014 he served as Senior Vice President and Chief Financial Officer.

J. Adam Zangerle serves as Vice President, General Counsel, and Secretary. He assumed this role in July 2013. From May 2007 to July 2013 he served as Associate General Counsel and Group General Counsel, Healthcare.

ITEM 1A. RISK FACTORS

This section describes certain risk factors that could affect our business, financial condition and results of operations. You should consider these risk factors when evaluating the forward-looking statements contained in this Annual Report on Form 10-K, because our actual results and financial condition might differ materially from those projected in the forward-looking statements should these risks occur. We face other risks besides those highlighted below. These other risks include additional uncertainties not presently known to us or that we currently believe are immaterial, but may ultimately have a significant impact. Should any of these risks, described below or otherwise, actually occur, our business, financial condition, performance, prospects, value, or results of operations could be negatively affected.

MARKET RISKS

Risk or uncertainty	Discussion
Doing business internationally	
We conduct manufacturing, sales and distribution operations on a worldwide basis and are subject to a variety of risks associated with doing business internationally. Implementation and achievement of international growth objectives also may be impeded by political, social, and economic uncertainties or unrest in countries in which we conduct operations or market or distribute our products.	We maintain significant international operations, including operations in the U.S., Canada, Mexico, Europe, Asia Pacific and Latin America. As a result, we are subject to a number of risks and complications associated with international manufacturing, sales, services, and other operations. These include: risks associated with foreign currency exchange rate fluctuations; difficulties in enforcing agreements and collecting receivables through some foreign legal systems; enhanced credit risks in certain European countries as well as emerging market regions; foreign Customers with longer payment cycles than Customers in the United States; significant variations in tax rates among the countries in which we do business, and tax withholding obligations in respect of our earnings; tax laws that restrict our ability to use tax credits, offset gains, or repatriate funds; tariffs, exchange controls or other trade restrictions including transfer pricing restrictions when products produced in one country are sold to an affiliated entity in another country; general economic and political conditions in countries where we operate or where end users of our products are situated, including the potential implications of the U.K. "Brexit" or the withdrawal from the EU of other member countries; difficulties associated with managing a large organization spread throughout various countries; difficulties in enforcing intellectual property rights or weaker intellectual property right protections in some countries and difficulties associated with compliance with a variety of laws and regulations governing international trade, including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act and laws and regulations dealing with trade with persons in sanctioned countries.
Compliance with multiple, and potentially conflicting, international laws and regulations, import and export limitations, anti-corruption laws, and exchange controls may be difficult, burdensome or expensive.	We are subject to compliance with various laws and regulations, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and similar anti-bribery laws, which generally prohibit companies and their intermediaries from making improper payments to officials for the purpose of obtaining or retaining business. We are also subject to limitations on trade with persons in sanctioned countries. While our employees and agents are required to comply with these laws, we cannot assure you that our internal policies and procedures will always protect us from violations of these laws, despite our commitment to legal compliance and corporate ethics.
Our business could be negatively impacted by changes in the United States political environment.	The 2016 presidential and congressional elections in the United States have resulted in significant uncertainty with respect to, and could result in changes in, legislation, regulation and government policy at the federal level, as well as the state and local levels. Any such changes could significantly impact our business as well as the markets in which we compete. Specific legislative and regulatory proposals discussed during election campaigns and more recently that might materially impact us include, but are not limited to, changes to existing trade agreements, import and export regulations, tariffs and customs duties, income tax regulations and the federal tax code, healthcare delivery and spending, public company reporting requirements, environmental regulation and antitrust enforcement.

Risk or uncertainty	Discussion
Economic conditions and financial market access	
Changes in economic climate may adversely affect us.	Adverse economic cycles or conditions and Customer, regulatory or government response to those cycles or conditions, could affect our results of operations. The onset of these cycles or conditions may not be foreseeable and there can be no assurance when they will begin to improve after they occur. There also can be no assurance as to the strength or length of any recovery from a business downturn or recession. Credit and liquidity problems may make it difficult for some businesses to access credit markets and obtain financing and may cause some businesses to curtail spending to conserve cash in anticipation of persistent business slowdowns and liquidity needs. If our Customers have difficulty financing their purchases due to tight credit markets or related factors or because of other operational or utilization problems they may be experiencing or otherwise decide to curtail their purchases, our business could be adversely affected. Our exposure to bad debt losses could also increase if Customers are unable to pay for products previously ordered and delivered. Many of our Customers are governmental entities or other entities that rely on government healthcare systems or government funding. If government funding for healthcare becomes limited or restricted in countries in which we operate, our Customers may be unable to pay their obligations on a timely basis or to make payment in full and it may become necessary to increase reserves. In addition, there can be no assurance that there will not be an increase in collection difficulties. Prospectively, additional adverse effects resulting from these conditions may include decreased healthcare utilization, further pricing pressure on our products and services, and/or weaker overall demand for our products and services, particularly capital products.
Our acquisition activity and ability to grow organically may be adversely affected if we are unable to continue to access the financial markets.	Our recent acquisitions have been financed largely through borrowings under our bank credit facilities and issuance of private placement notes although proceeds from fiscal 2017 divestitures were also used for acquisitions. Future acquisitions or other capital requirements will necessitate additional cash. To the extent our existing sources of cash are insufficient to fund these or other future activities, we may need to raise additional funds through new or expanded borrowing arrangements or the sale of equity securities. There can be no assurance that we will be able to obtain additional funds beyond those available under existing bank credit facilities on terms favorable to us, or at all, or that such facilities can be replaced when they terminate.

LEGAL, REGULATORY AND TAX RISKS

Risk or uncertainty	Discussion
Healthcare laws and reimbursement	
Changes in healthcare laws or government and other third-party payor reimbursement levels to healthcare providers, or failure to meet healthcare reimbursement or other requirements might negatively impact our business.	We sell many of our products and services to hospitals and other healthcare providers and pharmaceutical manufacturers. Many of these Customers are subject to or supported by government programs or receive reimbursement for services from third-party payors, such as government programs, including Medicare and Medicaid, private insurance plans, and managed care programs. Reimbursement systems vary significantly by country. However, government-managed healthcare systems control reimbursement for healthcare services in many countries. Public budgetary constraints may significantly impact the ability of hospitals, pharmaceutical manufacturers, and other Customers supported by such systems to purchase our products. Government or other third-party payors may deny or change coverage, reduce their current levels of reimbursement for healthcare services, or otherwise implement measures to regulate pricing or contain costs. In addition, our costs may increase more rapidly than reimbursement levels or permissible pricing increases or we may not satisfy the standards or requirements for reimbursement. Among other provisions, the U.S. Patient Protection and Affordable Care Act, as amended by the Health Care and Education Affordability Reconciliation Act, imposed an excise tax on medical devices manufactured or offered for sale in the United States. Late in 2015 the U.S. Congress enacted legislation that suspended the excise tax for 2016 and 2017. Should the U.S. Congress take no further action with regard to this tax we will begin to incur excise tax in the fourth quarter of fiscal 2018. We incurred $5.8 million and $7.9 million in medical device excise taxes for fiscal 2016 and fiscal 2015, respectively. In addition, we have been required to commit significant resources to "Sunshine Act" compliance. Various additional health care reform proposals have emerged at the federal and state level, and we are unable to predict which, if any, of those proposals will be enacted.

Risk or uncertainty	Discussion
Product related regulations and claims	
We are subject to extensive regulatory requirements and must receive and maintain regulatory clearance or approval for many products and operations. Failure to receive or maintain, or delays in receiving, clearance or approvals may hurt our revenues, profitability, financial condition, or value.	Our operations are subject to extensive regulation in the countries where we do business. In the United States, our products and services are regulated by the FDA and other regulatory authorities. In many foreign countries, sales of our products and services are subject to extensive regulations that may or may not be comparable to those of the FDA. In Europe, our products are regulated primarily by country and community regulations of those countries within the European Economic Area and must conform to the requirements of those authorities. Government regulation applies to nearly all aspects of testing, manufacturing, safety, labeling, storing, recordkeeping, reporting, promoting, distributing, and importing or exporting of medical devices, products, and services. In general, unless an exemption applies, a sterilization, decontamination or medical device or product or service must receive regulatory approval or clearance before it can be marketed or sold. Modifications to existing products or the marketing of new uses for existing products also may require regulatory approvals, approval supplements or clearances. If we are unable to obtain any required approvals, approval supplements or clearances for any modification to a previously cleared or approved device, we may be required to cease manufacturing and sale, or recall or restrict the use of such modified device, pay fines, or take other action until such time as appropriate clearance or approval is obtained. Regulatory agencies may refuse to grant approval or clearance, or review and disagree with our interpretation of approvals or clearances, or with our decision that regulatory approval is not required or has been maintained. Regulatory submissions may require the provision of additional data and may be time consuming and costly, and their outcome is uncertain. Regulatory agencies may also change policies, adopt additional regulations, or revise existing regulations, each of which could prevent or delay approval or clearance of devices, or could impact our ability to market a previously cleared, approved, or unregulated device. Our failure to comply with the regulatory requirements of the FDA or other applicable regulatory requirements in the United States or elsewhere might subject us to administratively or judicially imposed sanctions. These sanctions include, among others, warning letters, fines, civil penalties, criminal penalties, injunctions, debarment, product seizure or detention, product recalls and total or partial suspension of production, sale and/or promotion.
Our products are subject to recalls and restrictions, even after receiving United States or foreign regulatory clearance or approval.	Ongoing medical device reporting regulations require that we report to appropriate governmental authorities in the United States and/or other countries when our products cause or contribute to a death or serious injury or malfunction in a way that would be reasonably likely to contribute to a death or serious injury if the malfunction were to recur. Governmental authorities can require product recalls or impose restrictions for product design, manufacturing, labeling, clearance, or other issues. For the same reasons, we may voluntarily elect to recall or restrict the use of a product. Any recall or restriction could divert managerial and financial resources and might harm our reputation among our Customers and other healthcare professionals who use or recommend our products and services.

Risk or uncertainty	Discussion
We may be adversely affected by product liability claims or other legal actions or regulatory or compliance matters.	We face an inherent business risk of exposure to product liability claims and other legal and regulatory actions. A significant increase in the number, severity, amount, or scope of these claims and actions may, as described above with respect to recalls and restrictions, result in substantial costs and harm our reputation or otherwise adversely affect product sales and our business. Product liability claims and other legal and regulatory actions may also distract management from other business responsibilities. We are also subject to a variety of other types of claims, proceedings, investigations, and litigation initiated by government agencies or third parties and other potential risks and liabilities. These include compliance matters, product regulation or safety, taxes, employee benefit plans, employment discrimination, health and safety, environmental, antitrust, customs, import/export, government contract compliance, financial controls or reporting, intellectual property, allegations of misrepresentation, false claims or false statements, commercial claims, claims regarding promotion of our products and services, or other similar or different matters. Any such claims, proceedings, investigations or litigation, regardless of the merits, might result in substantial costs, restrictions on product use or sales, or otherwise injure our business. Administratively or judicially imposed or agreed sanctions might include warning letters, fines, civil penalties, criminal penalties, loss of tax benefits, injunctions, product seizure, recalls, suspensions or restrictions, re-labeling, detention, and/or debarment. We also might be required to take actions such as payment of substantial amounts, or revision of financial statements, or to take, or be subject to, the following types of actions with respect to our products, services, or business: redesign, re-label, restrict, or recall products; cease manufacturing and selling products; seizure of product inventory; comply with a court injunction restricting or prohibiting further marketing and sale of products or services; comply with a consent decree, which could result in further regulatory constraints; dedication of significant internal and external resources and costs to respond to and comply with legal and regulatory issues and constraints; respond to claims, litigation, and other proceedings brought by Customers, users, governmental agencies, and others; disruption of product improvements and product launches; discontinuation of certain product lines or services; or other restrictions or limitations on product sales, use or operation, or other activities or business practices. Some product replacements or substitutions may not be possible or may be prohibitively costly or time consuming. The impact of any legal, regulatory, or compliance claims, proceeding, investigation, or litigation, is difficult to predict. We maintain product liability and other insurance with coverages believed to be adequate. However, product liability or other claims may exceed insurance coverage limits, fines, penalties and regulatory sanctions may not be covered by insurance, or insurance may not continue to be available or available on commercially reasonable terms. Additionally, our insurers might deny claim coverage for valid or other reasons or may become insolvent.

Risk or uncertainty	Discussion
Our business and financial condition could be adversely affected by difficulties in acquiring or maintaining a proprietary intellectual ownership position.	To maintain our competitive position for our products, we need to obtain patent or other proprietary rights for new and improved products and to maintain and enforce our existing patents and other proprietary rights. We typically apply for patents in the United States and in strategic other countries. We may also acquire patents through acquisitions. We may encounter difficulties in obtaining or protecting patents. We rely on a combination of patents, trademarks, trade secrets, know-how, and confidentiality agreements to protect the proprietary aspects of our technology. These measures afford only limited protection, and competitors may gain access to our intellectual property and proprietary information. Litigation may be necessary to enforce or defend our intellectual property rights, to protect our trade secrets, and to determine the validity and scope of our proprietary rights. Litigation may also be brought against us claiming that we have violated the intellectual property rights of others. Litigation may be costly and may divert management's attention from other matters. Additionally, in some foreign countries with weaker intellectual property rights, it may be difficult to maintain and enforce patents and other proprietary rights or defend against claims of infringement.
Tax and trade risks	
Current economic and political conditions make tax rules in any jurisdiction subject to significant change.	Proposals for broad reform of the existing United States corporate tax system are under evaluation by various legislative and administrative bodies. We cannot predict the overall impact that such proposals may have on our business. In addition, further changes in the tax laws of other jurisdictions could arise, including as a result of the base erosion and profit shifting (BEPS) project undertaken by the Organization for Economic Cooperation and Development (OECD). The OECD, which represents a coalition of member countries, has issued recommendations that, in some cases, would make substantial changes to numerous long-standing tax positions and principles. These contemplated changes, to the extent adopted by OECD members and/or other countries, could increase tax uncertainty and may adversely impact our provision for income taxes.
Our tax rate is uncertain and may vary from expectations.	There can be no assurance that we will be able to maintain any particular worldwide effective corporate tax rate. We cannot give any assurance as to what our effective tax rate will be in the future because of, among other things, uncertainty regarding the tax policies of the jurisdictions in which we and our affiliates operate, including the potential tax implications of the U.K. "Brexit". Our actual effective tax rate may vary from our expectations, and such variance may be material. Additionally, tax laws or their implementation and applicable tax authority practices in any particular jurisdiction could change in the future, possibly on a retroactive basis, and any such change could have a material adverse impact on us and our affiliates.
Changes in tax treaties and trade agreements could negatively impact our costs.	Legislative and regulatory action may be taken in the U.S. which, if ultimately adopted, could override or otherwise adversely impact tax treaties upon which we rely or broaden the circumstances under which STERIS would be considered a U.S. resident, each of which could materially and adversely affect our tax obligation. We cannot predict the outcome of any specific legislative or regulatory proposals. However, if proposals were adopted that had the effect of disregarding our incorporation in the U.K. or limiting our ability as a U.K. company to take advantage of tax treaties with the U.S., we could be subject to increased taxation and/or potentially significant expense. Existing free trade laws and regulations, such as the North American Free Trade Agreement, provide certain beneficial duties and tariffs for qualifying imports and exports, subject to compliance with the applicable classification and other requirements. Changes in laws and regulations or policies governing the terms of foreign trade, and in particular, increased trade restrictions, tariffs or taxes on imports from countries where we manufacture products could have a material adverse impact on our business and financial results.

Risk or uncertainty	Discussion
Proposed legislation relating to the denial of U.S. federal or state governmental contracts to U.S. companies that redomicile abroad could adversely affect our business.	Various U.S. federal and state legislative proposals that would deny governmental contracts to redomiciled companies may adversely affect us if adopted into law. We are unable to predict the likelihood that any such proposed legislation might become law, the nature of regulations that may be promulgated under any future legislative enactments, or the effect such enactments or increased regulatory scrutiny could have on our business.
The U.S. Internal Revenue Service (the "IRS") may not agree that we are a foreign corporation for U.S. federal tax purposes.	Although we are incorporated under the laws of England and Wales and are a tax resident in the U.K. for U.K. tax purposes, the IRS may assert that we should be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal tax purposes pursuant to Section 7874 of the Internal Revenue Code of 1986, as amended (the "Code" and such Section, "Section 7874"). For U.S. federal tax purposes, a corporation generally is considered to be a tax resident in the jurisdiction of its organization or incorporation. Because we are incorporated under the laws of England and Wales, we would generally be classified as a non-U.S. corporation (and, therefore, a non-U.S. tax resident) under these rules. Section 7874, however, provides an exception to this general rule under which a non-U.S. incorporated entity may, in certain circumstances (including a transaction pursuant to which a U.S. corporation is acquired by a non-U.S. corporation), be treated as a U.S. corporation for U.S. federal tax purposes. If we were to be treated as a U.S. corporation for U.S. federal tax purposes, we could be subject to substantial additional U.S. tax liability. Additionally, if we were treated as a U.S. corporation for U.S. federal tax purposes, non-U.S. holders of STERIS ordinary shares would be subject to U.S. withholding tax on the gross amount of any dividends we paid to such shareholders. For U.K. tax purposes, we are expected, regardless of any application of Section 7874, to be treated as a U.K. tax resident. Consequently, if we are treated as a U.S. corporation for U.S. federal tax purposes under Section 7874, we could be liable for both U.S. and U.K. taxes, which could have a material adverse effect on our financial condition and results of operations.

BUSINESS AND OPERATIONAL RISKS

Risk or uncertainty	Discussion
Competition	
Our businesses are highly competitive, and if we fail to compete successfully, our revenues and results of operations may be hurt.	We operate in a highly competitive global environment. Our businesses compete with other broad line manufacturers, as well as many smaller businesses specializing in particular products or services, primarily on the basis of brand, design, quality, safety, ease of use, serviceability, price, product features, warranty, delivery, service, and technical support. We face increased competition from new infection prevention, sterile processing, contamination control, surgical support, cleaning consumables, gastrointestinal endoscopy accessories, contract sterilization, and other products and services entering the market. Competitors and potential competitors also are attempting to develop alternate technologies and sterilizing agents, as well as disposable medical instruments and other devices designed to address the risk of contamination.
Consolidations among our healthcare and pharmaceutical Customers may result in a loss of Customers or more significant pricing pressures.	A number of our Customers have consolidated. These consolidations are due in part to healthcare cost reduction measures initiated by competitive pressures as well as legislators, regulators and third-party payors. In an effort to attract Customers, some of our competitors have also reduced production costs and lowered prices. This has resulted in greater pricing pressures on us and in some cases loss of Customers. Additional consolidations could result in a loss of Customers or more significant pricing pressures.

Risk or uncertainty	Discussion
Continuity and efficiency of operations	
Decreased availability or increased costs of raw materials or energy supplies or other supplies might increase our production costs or limit our production capabilities or curtail our operations.	We purchase raw materials, fabricated and other components, and energy supplies from a variety of suppliers. Key materials include stainless steel, organic and inorganic chemicals, fuel, cobalt-60, EO, and plastic components. The availability and prices of raw materials and energy supplies are subject to volatility and are influenced by worldwide economic conditions, speculative action, world supply and demand balances, inventory levels, availability of substitute materials, currency exchange rates, anticipated or perceived shortages, and other factors. Also, certain of our key materials and components have a limited number of suppliers. Some are single-sourced in certain regions of the world, such as cobalt-60 and EO, which are necessary to our AST operations; the unavailability or short supply of these products might disrupt or cause shutdowns of portions of our AST operations or have other adverse consequences. Shortages in supply, regulatory or security requirements, or increases in the price of raw materials, components and energy supplies may adversely affect us.
Our operations, and those of our suppliers, are subject to a variety of business continuity hazards and risks, any of which could interrupt production or operations or otherwise adversely affect our performance, results, or value.	Business continuity hazards and other risks include: explosions, fires, earthquakes, inclement weather, and other disasters; utility or other mechanical failures; unscheduled downtime; labor difficulties; inability to obtain or maintain any required licenses or permits; disruption of communications; data security, preservation and redundancy disruptions; inability to hire or retain key management or employees; disruption of supply or distribution; and regulation of the safety, security or other aspects of our operations. The occurrence of any of these or other events might disrupt or shut down operations, or otherwise adversely impact the production or profitability of a particular facility, or our operations as a whole. Certain casualties also might cause personal injury and loss of life, or severe damage to or destruction of property and equipment, and for casualties occurring at our facilities, result in liability claims against us. Although we maintain property and casualty insurance and liability and similar insurance of the types and in the amounts that we believe are customary for our industries, our insurance coverages have limits and we are not fully insured against all potential hazards and risks incident to our business.

Risk or uncertainty	Discussion
We engage in acquisitions and affiliations, divestitures, and other business arrangements. Our growth may be adversely affected if we are unable to successfully identify, price, and integrate strategic business candidates or otherwise optimize our business portfolio.	Our success depends, in part, on strategic acquisitions and joint ventures, which are intended to complement or expand our businesses, divestiture of non-strategic businesses, and other actions intended to optimize our portfolio of businesses. This strategy depends upon our ability to identify, appropriately price, and complete these types of business development transactions or arrangements and to obtain any necessary financing. In the last several fiscal years we have made a number of acquisitions, the most significant of which was the acquisition of Synergy Health plc. We also completed several divestitures of non-strategic businesses or product lines during fiscal 2017 including linen management services in the U.K., U.S. and Netherlands, laboratory services in the U.K. and our Applied Infection Control product line. Our success with respect to these recent and future acquisitions will depend on our ability to integrate the businesses acquired, retain key personnel, realize identified cost synergies and otherwise execute our strategies. Our success will also depend on our ability to develop satisfactory working arrangements with our strategic partners in joint ventures or other affiliations, or to divest or realign businesses. Competition for strategic business candidates may result in increases in costs and price for acquisition candidates and market valuation issues may reduce the value available for divestiture of non-strategic businesses. These types of transactions are also subject to a number of other risks and uncertainties, including: delays in realizing or failure to realize anticipated benefits of the transactions; diversion of management's time and attention from other business concerns; difficulties in retaining key employees, Customers, or suppliers of the acquired or divested businesses; difficulties in maintaining uniform standards, controls, procedures and policies, or other integration or divestiture difficulties; adverse effects on existing business relationships with suppliers or Customers; other events contributing to difficulties in generating future cash flows; risks associated with the assumption of contingent or other liabilities of acquisition targets or retention of liabilities for divested businesses and difficulties in obtaining financing.
If our continuing efforts to create a lean business and in-source production to reduce costs are not successful, our profitability may be hurt or our business otherwise might be adversely affected.	We have undertaken various activities to create a lean business, including in-sourcing. We continue to look for opportunities to in-source production that is currently provided by third parties and have made large investments during the past few fiscal years. These activities may not produce the full efficiencies and cost reduction benefits that we expect or efficiencies and benefits might be delayed. Implementation costs also might exceed expectations.
Our business and results of operations may be adversely affected if we are unable to recruit and retain qualified management and other personnel or other compliance matters adversely impact our personnel.	Our continued success depends, in large part, on our ability to hire and retain highly qualified people and if we are unable to do so, our business and operations may be impaired or disrupted. Competition for highly qualified people is intense and there is no assurance that we will be successful in attracting or retaining replacements to fill vacant positions, successors to fill retirements or employees moving to new positions, or other highly qualified personnel. In addition, legal, regulatory or compliance matters create significant distraction or diversion of significant or unanticipated resources or attention that could have a material adverse effect on the responsibilities and retention of qualified employees.
The failure of key IT systems would have significant impacts on business performance.	Information technology is an integral part of our business and operations systems. The increasing threat of cyber-attack and the vulnerabilities of cloud computing in this respect could present business disruption and potential liability if such threats and vulnerabilities materialize.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The following table sets forth the principal plants and other materially important properties of the Company and its subsidiaries as of March 31, 2017. The Company believes that its facilities are adequate for operations and are maintained in good condition. The Company is confident that, if needed, it will be able to acquire additional facilities at commercially reasonable rates.

In the table below, "Contract Sterilization" refers to locations of the Applied Sterilization Technologies segment. "Manufacturing," "Warehousing," "Operations," or "Sales Offices" refer to locations serving one or more of the Healthcare Products, Healthcare Specialty Services and Life Sciences segments.

United Kingdom (U.K.), United States (U.S.) Locations (including Puerto Rico) and International Locations (INTL)

Location	*U.K/U.S./ INTL**	*Use*	*Owned/Leased*
Montgomery, AL	U.S.	Manufacturing	Owned
Ontario, CA	U.S.	Contract Sterilization	Owned
San Diego, CA (2 locations)	U.S.	Contract Sterilization	Owned
Temecula, CA	U.S.	Contract Sterilization	Owned
Libertyville, IL (2 locations)	U.S.	Contract Sterilization	Owned
Northborough, MA	U.S.	Contract Sterilization	Owned
Brooklyn Park, MN	U.S.	Contract Sterilization	Owned
St. Louis, MO (4 locations)	U.S.	Manufacturing	Owned
South Plainfield, NJ	U.S.	Contract Sterilization	Owned
Whippany, NJ	U.S.	Contract Sterilization	Owned
Chester, NY (2 locations)	U.S.	Contract Sterilization	Owned
Groveport, OH	U.S.	Contract Sterilization	Owned
Mentor, OH (14 locations)	U.S.	U.S. Headquarters	Owned
	U.S.	Sales Offices	Owned
	U.S.	Administrative Offices	Owned
	U.S.	Manufacturing/Warehousing	Owned
	U.S.	Manufacturing/Operations	Owned
	U.S.	Research and Development	Owned
	U.S.	Lobby, Showroom and Customer Service	Owned
	U.S.	Education Center	Owned
Philadelphia, PA	U.S.	Manufacturing/Warehousing	Owned
Spartanburg, SC	U.S.	Contract Sterilization	Owned
El Paso, TX (2 locations)	U.S.	Contract Sterilization	Owned
Grand Prairie, TX	U.S.	Contract Sterilization	Owned
Sandy, UT	U.S.	Contract Sterilization	Owned
Minneapolis, MN (2 locations)	U.S.	Contract Sterilization	Owned
Birmingham, AL (5 locations)	U.S.	Manufacturing/ Office Space/ Warehousing	Owned
Vega Alta, PR	U.S.	Contract Sterilization	Owned
Mogi das Cruzes, Brazil	INTL	Manufacturing/Sales Office	Owned
Quebec City, Canada	INTL	Manufacturing	Owned
Whitby, Canada	INTL	Contract Sterilization	Owned
Suzhou, China (2 locations)	INTL	Contract Sterilization/Office Space	Owned
Alajuela, Costa Rica (2 locations)	INTL	Contract Sterilization	Owned
Velka Bites, Czech Republic	INTL	Contract Sterilization	Owned
Berkshire, England	U.K.	Contract Sterilization	Owned
Derby, England (3 locations)	U.K.	Administration Offices/Operations	Owned

United Kingdom (U.K.), United States (U.S.) Locations (including Puerto Rico) and International Locations (INTL)

Location	*U.K/U.S./ INTL**	*Use*	*Owned/Leased*
Lancashire, England (Matrix Park)	U.K.	Administration Offices/Operations	Owned
Lancing, England	U.K.	Manufacturing/Administration Offices	Owned
Leicester, England	U.K.	Global Corporate Headquarters/ Manufacturing	Owned
Northampton, England	U.K.	Contract Sterilization	Owned
Swindon, England (3 locations)	U.K.	Contract Sterilization	Owned
Yorkshire, England (2 locations)	U.K.	Contract Sterilization	Owned
Tuusula, Finland	INTL	Manufacturing/Sales Office	Owned
Bordeaux, France	INTL	Manufacturing/Sales Office/Showroom	Owned
Chusclan, France	INTL	Contract Sterilization	Owned
Tullamore, Ireland (2 locations)	INTL	Contract Sterilization	Owned
Westport, Ireland	INTL	Contract Sterilization	Owned
Calcinate, Italy	INTL	Contract Sterilization	Owned
Bastia di Rovolon, Italy	INTL	Contract Sterilization	Owned
Spresiano, Italy	INTL	Contract Sterlization	Owned
Rawang, Malaysia	INTL	Contract Sterilization	Owned
SH Etten-Leur, Netherlands	INTL	Contract Sterilization	Owned
SH Venlo, Netherlands	INTL	Contract Sterilization	Owned
Michalovce, Slovakia	INTL	Contract Sterilization	Owned
Pribenik, Slovakia	INTL	Contract Sterilization	Owned
Johannesburg, South Africa	INTL	Contract Sterilization	Owned
Daniken, Switzerland	INTL	Contract Sterilization	Owned
Thailand AST, Thailand	INTL	Contract Sterilization	Owned
St. Louis, MO	U.S.	Warehousing/Distribution	Leased
Reno, NV	U.S.	Warehousing	Leased
Mentor, OH (3 locations) U.S.E.	U.S.	Administrative Offices/Manufacturing	Leased
Stow, OH	U.S.	Sales/Administration Offices	Leased
Hillsborough, NJ	U.S.	Sales/Administration Offices	Leased
Keller, TX (2 locations)	U.S.	Sales/Administration Offices	Leased
Tustin, CA	U.S.	Sales/Administration Offices	Leased
Melville, NY	U.S.	Sales/Administration Offices	Leased
Santa Clara, CA	U.S.	Sales Office	Leased
Chesterfield, MO	U.S.	Sales/Administration Offices	Leased
Cooper City, FL	U.S.	R&D/ Engineering/ Repair	Leased
Rockville, MD	U.S.	Repair Lab	Leased
Springdale, OH	U.S.	Offices/Warehousing	Leased
Stone Mountain, GA	U.S.	Instrument Repair Lab	Leased
Franklin Park, IL	U.S.	Manufacturing/ Administration Offices	Leased
Bensenville, IL	U.S.	Offices/ Warehousing/ Lab	Leased
Montgomery, AL	U.S.	Warehousing	Leased
Ooltewah, TN	U.S.	Office/Warehousing	Leased
Bethlehem, PA	U.S.	Sales/ Administration Offices	Leased
Westborough, MA	U.S.	Sales/ Administration Offices	Leased
Belair, MD	U.S.	Sales/ Administration Offices	Leased

United Kingdom (U.K.), United States (U.S.) Locations (including Puerto Rico) and International Locations (INTL)

Location	*U.K/U.S./ INTL**	*Use*	*Owned/Leased*
Point Richmond, CA	U.S.	Manufacturing/ Administration Offices/ Sales/ Warehousing	Leased
Feasterville, PA	U.S.	Warehousing	Leased
San Diego, CA	U.S.	Contract Sterilization	Leased
Denver, CO	U.S.	Contract Sterilization	Leased
Lima, OH	U.S.	Contract Sterilization	Leased
Saxonburg, PA	U.S.	Contract Sterilization	Leased
Petaluma, CA	U.S.	Contract Sterilization	Leased
Tampa, FL (2 locations)	U.S.	Administration Offices	Leased
Louisville, KY	U.S.	Lab	Leased
Temple Terrace, FL	U.S.	Office	Leased
Malle, Belgium	INTL	Sales Office/ Service/ Warehousing	Leased
Antwerpen, Belgium	INTL	Sales Office/Service	Leased
Sao Paulo, Brazil	INTL	Sales Office	Leased
Mississauga, Canada	INTL	Sales Office/Warehousing	Leased
Beijing, China	INTL	Sales Office	Leased
Guangzhou, China	INTL	Sales/Administration Offices/ Assembly	Leased
Nanjing, China	INTL	Operations	Leased
Shanghai, China	INTL	Sales Office/ Manufacturing	Leased
Suzhou, China	INTL	Operations	Leased
Wuhan, China	INTL	Operations	Leased
Basingstoke, England	U.K.	Sales Office	Leased
Derby, England	U.K.	Operations	Leased
Hoddesdon, United Kingdom	U.K.	Office Space	Leased
Lancashire, England (Matrix Park)	U.K.	Operations	Leased
Leicester, England (2 locations)	U.K.	Warehousing/Operations/Administration	Leased
Lincoln, England	U.K.	Operations	Leased
Lincolnshire, United Kingdom	U.K.	Operations	Leased
Merseyside, England	U.K.	Operations	Leased
Oxfordshire, England	U.K.	Contract Sterilization	Leased
Sheffield, England (2 locations)	U.K.	Operations	Leased
Strathclyde, England	U.K.	Operations	Leased
Swindon, England	U.K.	Administration Offices	Leased
Wythenshawe, England (2 locations)	U.K.	Operations	Leased
Bishop Stortford, Hertfordshire, England (4 locations)	U.K.	Manufacturing/Warehousing/ Administration	Leased
Springhill, England	U.K.	Instrument Repair	Leased
La Chapelle St. Mesmin, France	INTL	Sales Office	Leased
Marseille, France	INTL	Contract Sterilization	Leased
Paris, France	INTL	Sales Office	Leased
Toussieu, France	INTL	Warehousing	Leased
Allershausen, Germany	INTL	Contract Sterilization	Leased
Cologne, Germany	INTL	Sales Office	Leased
Radeberg, Germany	INTL	Contract Sterilization	Leased
Gokul Nagar, India	INTL	Sales Office	Leased

United Kingdom (U.K.), United States (U.S.) Locations (including Puerto Rico) and International Locations (INTL)

Location	*U.K/U.S./ INTL**	*Use*	*Owned/Leased*
Poggio Rusco, Italy	INTL	Contract Sterilization	Leased
Segrate, Italy	INTL	Sales Office	Leased
Seriate, Italy (4 locations)	INTL	Sales/Administration Offices/ Contract Sterilization	Leased
Trescore Balneario, Italy	INTL	Administration	Leased
Pescara, Italy	INTL	Contract Sterilization	Leased
Penne, Italy	INTL	Contract Sterilization	Leased
Popoli, Italy	INTL	Contract Sterilization	Leased
Poggibonsi, Italy	INTL	Contract Sterilization	Leased
Montepulciano, Italy	INTL	Contract Sterilization	Leased
Castelfranco Ven, Italy	INTL	Contract Sterilization	Leased
Pistoia (PT), Italy	INTL	Contract Sterilization	Leased
Montevarchi (AR), Italy	INTL	Contract Sterilization	Leased
San Dona Di Piave, Italy	INTL	Contract Sterilization	Leased
Osp. San Carlo (MI), Italy	INTL	Contract Sterilization	Leased
Osp. Caserta (CE), Italy	INTL	Contract Sterilization	Leased
ASL Ospedale di Biella (BI), Italy	INTL	Contract Sterilization	Leased
Ede, Netherlands	INTL	Operations	Leased
Tokyo, Japan	INTL	Sales Office	Leased
Kuala Ketil, Malaysia	INTL	Contract Sterilization	Leased
Kulim, Malaysia	INTL	Contract Sterilization	Leased
MINT Bangi, Malaysia	INTL	Contract Sterilization	Leased
Petaling Jaya, Malaysia	INTL	Sales Office	Leased
Guadalupe, Mexico	INTL	Manufacturing	Leased
Utrecht, Netherlands	INTL	Laboratory Services	Leased
Moscow, Russia	INTL	Sales Office	Leased
Singapore (2 locations)	INTL	Sales Office, Warehousing	Leased
Madrid, Spain	INTL	Sales Office	Leased

* International includes all countries other than the U.K. and U.S.

ITEM 3. LEGAL PROCEEDINGS

Information regarding our legal proceedings is included in Item 7, Management's Discussion and Analysis ("MD&A") and Note 10 of our consolidated financial statements titled, "Commitments and Contingencies," and incorporated herein by reference thereto.

ITEM 4. MINE SAFETY DISCLOSURES

None.

PART II

ITEM 5. MARKET FOR REGISTRANT'S ORDINARY EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information. Our ordinary shares are traded on the New York Stock Exchange under the symbol "STE." The following table presents, for the quarters ending on the dates indicated, the high and low sales prices for our shares. The information given for periods prior to the Combination is for common shares of Old STERIS.

Quarters Ended	March 31	December 31	September 30	June 30
Fiscal 2017				
High	**$ 72.35**	**$ 73.06**	**$ 74.63**	**$ 74.10**
Low	**65.27**	**63.80**	**67.25**	**63.26**
Fiscal 2016				
High	$ 75.10	$ 78.77	$ 69.76	$ 71.39
Low	61.38	63.19	60.75	62.09

Holders. As of March 31, 2017, there were approximately 83 holders of record of our ordinary shares. However, we believe that we have a significantly larger number of beneficial holders of our shares.

Dividend Policy. The Company's Board of Directors decides the timing and amount of any dividends we may pay. During fiscal 2017, we paid cash dividends totaling $1.09 per outstanding share in respect for all shares outstanding for the entire fiscal year ($0.25 per outstanding share to shareholders of record on June 8, 2016, and $0.28 per outstanding share to shareholders of record on the following dates: August 30, 2016, November 23, 2016 and February 28, 2017). During fiscal 2016, we paid cash dividends totaling $0.98 per outstanding share ($0.23 per outstanding share to shareholders of record on June 3, 2015, and $0.25 per outstanding share to shareholders of record on the following dates: August 25, 2015, October 30, 2015, and March 1, 2016).

Recent Sales of Unregistered Securities. On November 2, 2015, we issued 100,000 preferred shares, par value of £0.10 each, for an aggregate consideration of £10,000, or approximately $15,000, to one of our service providers in satisfaction of debt owed to such service provider. This issuance of preferred shares was made pursuant to the exemption from registration provided for in Section 4(a)(2) of the Securities Act of 1933 by virtue of it being a private placement. Please refer to Note 12 of our Consolidated Financial Statements for more information regarding our preferred stock.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers. On August 9, 2016, the Company announced that its Board of Directors had authorized the purchase of up to $300 million (net of taxes, fees and commissions) of our ordinary shares. We may enter into share repurchase contracts until August 2, 2021 to effect these purchases. Shares may be repurchased from time to time through open market transactions, including 10b5-1 plans. The repurchase program may be suspended or discontinued at any time. We obtained 1,286,183 of our ordinary shares during fiscal 2017 for the aggregate amount of $90,475, which included $475 of taxes and commissions. As of March 31, 2017, $210.0 million of ordinary shares remain available for repurchase under this authorization.

The following table presents information with respect to purchases STERIS made of its ordinary shares during the fourth quarter of the 2017 fiscal year:

	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans	(d) Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans at Period End (dollars in thousands)
January 1-31	—	$ —	—	$ —
February 1-28	31,362	66.41	31,362	210,000
March 1-31	—	—	—	—
Total	31,362 [(1)]	$ 66.41 [(1)]	31,362	$ 210,000

[(1)] Does not include 84 shares purchased during the quarter at an average price of $69.79 per share by the STERIS Corporation 401(k) Plan on behalf of certain executive officers of the Company who may be deemed to be affiliated purchasers.

ITEM 6. SELECTED FINANCIAL DATA

(in thousands, except per share data)	Years Ended March 31, 2017 [1]	2016 [1]	2015 [1]	2014 [1]	2013 [2]
Statements of Income Data:					
Revenues	**$ 2,612,756**	$ 2,238,764	$ 1,850,263	$ 1,622,252	$ 1,501,902
Gross profit	**1,025,632**	895,481	774,301	649,622	621,263
Restructuring expenses	**215**	(820)	(391)	13,204	(565)
Income from continuing operations	**227,595**	212,927	227,211	206,807	242,829
Income taxes	**74,015**	60,299	73,756	58,934	67,121
Net income attributable to shareholders	**109,965**	110,763	135,064	129,442	159,977
Basic income per ordinary share:					
Net income	**$ 1.29**	$ 1.57	$ 2.27	$ 2.20	$ 2.74
Shares used in computing net income per ordinary share – basic	**85,473**	70,698	59,413	58,966	58,305
Diluted income per ordinary share:					
Net income	**$ 1.28**	$ 1.56	$ 2.25	$ 2.17	$ 2.72
Shares used in computing net income per ordinary share – diluted	**86,094**	71,184	60,045	59,745	58,884
Dividends per ordinary share	**$ 1.09**	$ 0.98	$ 0.90	$ 0.82	$ 0.74
Balance Sheets Data:					
Working capital	**$ 636,219**	$ 571,919	$ 437,101	$ 420,239	$ 395,103
Total assets	**4,924,455**	5,346,416	2,097,291	1,887,162	1,761,109
Long-term indebtedness	**1,478,361**	1,567,796	621,075	493,480	492,290
Total liabilities	**2,114,422**	2,307,524	1,023,645	845,916	814,129
Total shareholders' equity	**$ 2,798,602**	$ 3,023,034	$ 1,071,632	$ 1,038,705	$ 944,942

[1] See "Management's Discussion and Analysis of Financial Condition and Results of Operations."
[2] Presented amounts include the impact of the SYSTEM 1 Rebate Program and the SYSTEM 1 class action settlement.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

In Management's Discussion and Analysis ("MD&A"), we explain the general financial condition and the results of operations for STERIS and its subsidiaries including:

- what factors affect our business;
- what our earnings and costs were;
- why those earnings and costs were different from the year before;
- where our earnings came from;
- how this affects our overall financial condition;
- what our expenditures for capital projects were; and
- where cash will come from to fund future debt principal repayments, growth outside of core operations, repurchase ordinary shares, pay cash dividends and fund future working capital needs.

The MD&A also analyzes and explains the annual changes in the specific line items in the Consolidated Statements of Income. As you read the MD&A, it may be helpful to refer to information in Item 1, "Business," Item 6, "Selected Financial Data," and our consolidated financial statements, which present the results of our operations for fiscal 2017, 2016 and 2015, as well as Part I, Item 1A, "Risk Factors" and Note 10 of our consolidated financial statements titled, "Commitments and Contingencies" for a discussion of some of the matters that can adversely affect our business and results of operations. This information, discussion, and disclosure may be important to you in making decisions about your investments in STERIS.

FINANCIAL MEASURES

In the following sections of the MD&A, we may, at times, refer to financial measures that are not required to be presented in the consolidated financial statements under U.S. GAAP. We sometimes use the following financial measures in the context of this report: backlog; debt-to-total capital; net debt-to-total capital; and days sales outstanding. We define these financial measures as follows:

- Backlog – We define backlog as the amount of unfilled capital equipment purchase orders at a point in time. We use this figure as a measure to assist in the projection of short-term financial results and inventory requirements.
- Debt-to-total capital – We define debt-to-total capital as total debt divided by the sum of total debt and shareholders' equity. We use this figure as a financial liquidity measure to gauge our ability to borrow and fund growth.
- Net debt-to-total capital – We define net debt-to-total capital as total debt less cash ("net debt") divided by the sum of net debt and shareholders' equity. We also use this figure as a financial liquidity measure to gauge our ability to borrow and fund growth.
- Days sales outstanding ("DSO") – We define DSO as the average collection period for accounts receivable. It is calculated as net accounts receivable divided by the trailing four quarters' revenues, multiplied by 365 days. We use this figure to help gauge the quality of accounts receivable and expected time to collect.

We, at times, may also refer to financial measures which are considered to be "non-GAAP financial measures" under SEC rules. We have presented these financial measures because we believe that meaningful analysis of our financial performance is enhanced by an understanding of certain additional factors underlying that performance. These financial measures should not be considered an alternative to measures required by accounting principles generally accepted in the United States. Our calculations of these measures may differ from calculations of similar measures used by other companies and you should be careful when comparing these financial measures to those of other companies. Additional information regarding these financial measures, including reconciliations of each non- GAAP financial measure, is available in the subsection of MD&A titled, "Non-GAAP Financial Measures."

REVENUES– DEFINED

As required by Regulation S-X, we separately present revenues generated as either product revenues or service revenues on our Consolidated Statements of Income for each period presented. When we discuss revenues, we may, at times, refer to revenues summarized differently than the Regulation S-X requirements. The terminology, definitions, and applications of terms that we use to describe revenues may be different from terms used by other companies. We use the following terms to describe revenues:

- Revenues – Our revenues are presented net of sales returns and allowances.
- Product Revenues – We define product revenues as revenues generated from sales of consumable and capital equipment products.
- Service Revenues – We define service revenues as revenues generated from parts and labor associated with the maintenance, repair, and installation of our capital equipment. Service revenues also include hospital sterilization services, instrument and scope repairs, and linen management as well as revenues generated from contract sterilization and laboratory services offered through our Applied Sterilization Technologies segment.
- Capital Equipment Revenues – We define capital equipment revenues as revenues generated from sales of capital equipment, which includes steam sterilizers, low temperature liquid chemical sterilant processing systems, including SYSTEM 1 and 1E, washing systems, VHP® technology, water stills, and pure steam generators; surgical lights and tables; and integrated OR.
- Consumable Revenues – We define consumable revenues as revenues generated from sales of the consumable family of products, which includes SYSTEM 1 and 1E consumables, V-Pro consumables, gastrointestinal endoscopy accessories, sterility assurance products, skin care products, cleaning consumables, and surgical instruments.
- Recurring Revenues – We define recurring revenues as revenues generated from sales of consumable products and service revenues.

GENERAL OVERVIEW AND EXECUTIVE SUMMARY

STERIS plc (“Parent”) was organized in 2014 under the laws of England and Wales under the name Solar New HoldCo Limited as a private limited company for the purpose of effecting under the laws of England and Wales the combination (“Combination”) of STERIS Corporation, an Ohio corporation (“Old STERIS”), and Synergy Health plc, a public limited company organized under the laws of England and Wales (“Synergy”). Effective November 2, 2015, the Parent was re-registered as a public company under the name of STERIS plc and the Combination closed. As a result of the Combination closing, STERIS plc became the ultimate parent company of Old STERIS and Synergy. Synergy has been re-registered under the name of Synergy Health Limited. The acquisition of Old STERIS was accounted for in the consolidated financial statements as a merger between entities under common control; accordingly, the historical consolidated financial statements of Old STERIS for periods prior to November 2, 2015, are considered to be the historical financial statements of STERIS plc.

Due to the timing of the closing of the Combination, the results of Synergy are only reflected in the results of operations of the Company from November 2, 2015 forward, which will affect comparability to the prior period historical operations of the Company throughout this Annual Report on Form 10-K.

As a result of the Combination, we have reorganized our operations into four reportable business segments: Healthcare Products, Healthcare Specialty Services, Life Sciences, and Applied Sterilization Technologies. We describe our business segments in Note 11 to our consolidated financial statements, titled "Business Segment Information."

Our 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. Our dedicated employees around the world work together to supply a broad range of solutions by offering a combination of capital equipment, consumables, and services to healthcare, pharmaceutical, industrial, and governmental Customers.

The bulk of our revenues are derived from the healthcare and pharmaceutical industries. Much of the growth in these industries is driven by the aging of the population throughout the world, as an increasing number of individuals are entering their prime healthcare consumption years, and is dependent upon advancement in healthcare delivery, acceptance of new technologies, government policies, and general economic conditions. The pharmaceutical industry has been impacted by increased FDA scrutiny of cleaning and validation processes, mandating that manufacturers improve their processes. Within healthcare, there is increased concern regarding the level of hospital acquired infections around the world; increased demand for medical procedures, including preventive screenings such as endoscopies and colonoscopies; and a desire by our Customers to operate more efficiently, all which are driving increased demand for many of our products and services.

We also continue to pursue a strategy of expanding into adjacent markets with acquisitions in the Healthcare Products, Healthcare Specialty Services and Life Sciences segments. In fiscal 2017, we purchased 100% of the shares of Medisafe Holdings Ltd., a U.K. manufacturer of washer disinfector equipment and related consumables and services to expand our service offerings in the Healthcare Products segment.

We continue to invest in manufacturing in-sourcing projects for the purpose of improving quality, cost and delivery of our products to our Customers.

Highlights. Revenues increased $374.0 million, or 16.7%, to $2,612.8 million for the year ended March 31, 2017, as compared to $2,238.8 million for the year ended March 31, 2016, reflecting growth within all four business segments and the benefit of acquisitions including the Combination with Synergy. The increases were partially offset by divestitures and the negative impact of foreign currency.

Fiscal 2017 operating income increased 6.9% to $227.6 million over the fiscal 2016 operating income of $212.9 million. The increase is attributable to volume growth, margin improvements, recent acquisitions, including the Combination and lower acquisition related expenses, partially offset by the goodwill impairment loss and the net loss recognized on the divestiture of certain non-core operations.

Net cash flows from operations were $424.1 million and free cash flow was $256.0 million in fiscal 2017 compared to net cash flows from operations of $254.7 million and free cash flow of $129.1 million in fiscal 2016 (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). Cash flow from operations and free cash flow increased primarily due to higher cash earnings due in part to a reduction in acquisition related cash expenses. Our debt-to-total capital ratio was 34.6% at March 31, 2017. During the year, we increased our quarterly dividend for the eleventh consecutive year to $0.28 per share per quarter.

Outlook. Fluctuations in foreign currency rates can impact revenues and costs outside of the United States, creating variability in our results for fiscal 2018 and beyond.

In fiscal 2018 and beyond, we expect to continue to manage our costs, grow our business with internal product and service development, invest in greater capacity, and augment these value creating methods with acquisitions of adjacent products and services. We plan to continue our efforts to in-source some of the production that we have traditionally out-sourced.

NON-GAAP FINANCIAL MEASURES

We, at times, refer to financial measures which are considered to be “non-GAAP financial measures” under SEC rules. We, at times, also refer to our results of operations excluding certain transactions or amounts that are non-recurring or are not indicative of future results, in order to provide meaningful comparisons between the periods presented.

These non-GAAP financial measures are not intended to be, and should not be, considered separately from or as an alternative to the most directly comparable GAAP financial measures.

These non-GAAP financial measures are presented with the intent of providing greater transparency to supplemental financial information used by management and the Board of Directors in their financial analysis and operational decision-making. These amounts are disclosed so that the reader has the same financial data that management uses with the belief that it will assist investors and other readers in making comparisons to our historical operating results and analyzing the underlying performance of our operations for the periods presented.

We believe that the presentation of these non-GAAP financial measures, when considered along with our GAAP financial measures and the reconciliation to the corresponding GAAP financial measures, provide the reader with a more complete understanding of the factors and trends affecting our business than could be obtained absent this disclosure. It is important for the reader to note that the non-GAAP financial measure used may be calculated differently from, and therefore may not be comparable to, a similarly titled measure used by other companies.

We define free cash flow as net cash provided by operating activities as presented in the Consolidated Statements of Cash Flows less purchases of property, plant, equipment, and intangibles plus proceeds from the sale of property, plant, equipment, and intangibles, which are also presented within investing activities in the Consolidated Statements of Cash Flows. We use this as a measure to gauge our ability to fund future debt principal repayments and growth outside of core operations, repurchase shares, and pay cash dividends. The following table summarizes the calculation of our free cash flow for the years ended March 31, 2017, 2016 and 2015:

	Years Ended March 31,		
(dollars in thousands)	2017	2016	2015
Net cash flows provided by operating activities	**$ 424,086**	$ 254,675	$ 246,040
Purchases of property, plant, equipment and intangibles, net	**(172,901)**	(126,407)	(85,255)
Proceeds from the sale of property, plant, equipment and intangibles	**4,846**	844	829
Free cash flow	**$ 256,031**	$ 129,112	$ 161,614

RESULTS OF OPERATIONS

In the following subsections, we discuss our earnings and the factors affecting them. We begin with a general overview of our operating results and then separately discuss earnings for our operating segments.

FISCAL 2017 AS COMPARED TO FISCAL 2016

Revenues. The following table compares our revenues, in total and by type and geography, for the year ended March 31, 2017 to the year ended March 31, 2016:

	Years Ended March 31,			Percent
(dollars in thousands)	2017	2016	Change	Change
Total revenues	**$ 2,612,756**	$ 2,238,764	$ 373,992	16.7%
Revenues by type:				
Capital equipment revenues	**640,757**	614,002	26,755	4.4%
Consumable revenues	**558,593**	516,044	42,549	8.2%
Service revenues	**1,413,406**	1,108,718	304,688	27.5%
Revenues by geography:				
United Kingdom revenues	**229,603**	144,577	85,026	58.8%
United States revenues	**1,803,457**	1,662,050	141,407	8.5%
Other foreign revenues	**579,696**	432,137	147,559	34.1%

Revenues increased $374.0 million, or 16.7%, to $2,612.8 million for the year ended March 31, 2017, as compared to $2,238.8 million for the year ended March 31, 2016. This increase is primarily attributable to the Combination, along with organic growth within all reportable business segments, partially offset by divestitures and the negative impact of foreign currency.

Capital equipment revenues increased by $26.8 million, or 4.4%, to $640.8 million, during fiscal 2017 as compared to fiscal 2016. This increase was driven primarily by growth within the Healthcare Products business segment. Consumable revenues increased $42.5 million, or 8.2%, during fiscal 2017 from fiscal 2016. The increase was due, in part, to recent acquisitions, but also strong organic growth in both the Healthcare Products and Life Sciences business segments, partially offset by the sale of the Applied Infection Control (AIC) product line. Service revenues for fiscal 2017 increased $304.7 million, or 27.5%, over fiscal 2016 driven by the Combination and organic growth in all reportable business segments.

United Kingdom revenues for fiscal 2017 were $229.6 million, an increase of $85.0 million, or 58.8%, over fiscal 2016 revenues of $144.6 million. This increase reflects growth in capital equipment, consumable and service revenues of 9.6%, 71.2% and 62.8%, respectively. The increases are attributable to acquisitions, including the Combination with Synergy, partially offset by divestitures and the negative impact of foreign currency.

United States revenues for fiscal 2017 were $1,803.5 million, an increase of $141.4 million, or 8.5%, over fiscal 2016 revenues of $1,662.1 million. This increase reflects growth in capital equipment, consumable and service revenues of 7.2%, 3.5%, and 11.5%, respectively. The increases are attributable to acquisitions, including the Combination, as well as organic growth, partially offset by divestitures.

Revenues from other foreign locations for fiscal 2017 were $579.7 million, an increase of 34.1% over the fiscal 2016 revenues of $432.1 million. This increase reflects revenue growth in Canada, the EMEA region outside of the United Kingdom, as well as in the Asia Pacific and Latin American regions. Service revenues attributable to the Combination were the most significant driver of the growth in these regions.

Gross Profit. The following table compares our gross profit for the year ended March 31, 2017 to the year ended March 31, 2016:

(dollars in thousands)	Years Ended March 31, 2017	2016	Change	Percent Change
Gross profit:				
Product	**$ 574,808**	$ 511,885	$ 62,923	12.3%
Service	**450,824**	383,596	67,228	17.5%
Total gross profit	**$ 1,025,632**	$ 895,481	$ 130,151	14.5%
Gross profit percentage:				
Product	**47.9%**	45.3%		
Service	**31.9%**	34.6%		
Total gross profit percentage	**39.3%**	40.0%		

Our gross profit is affected by the volume, pricing and mix of sales of our products and services, as well as the costs associated with the products and services that are sold. Our gross profit increased $130.2 million and gross profit percentage decreased 70 basis points to 39.3% for fiscal 2017 as compared to 40.0% for fiscal 2016. The decrease in our gross profit percentage was primarily due to the addition of Synergy's hospital sterilization services and linen management business (240 basis points), partially offset by the favorable impact of the divestiture of lower margin operations (110 basis points) and foreign currency (50 basis points). We have applied our "four walls" approach to the operation of Synergy, which reports all direct and indirect costs related to the delivery of services as costs of goods sold. This approach caused additional costs to be included in costs of goods sold rather than in selling, general and administrative costs as Synergy would have previously reported.

Operating Expenses. The following table compares our operating expenses for the year ended March 31, 2017 to the year ended March 31, 2016:

(dollars in thousands)	Years Ended March 31, 2017	2016	Change	Percent Change
Operating expenses:				
Selling, general, and administrative	**$ 680,069**	$ 626,710	$ 53,359	8.5%
Goodwill impairment loss	**58,356**	—	58,356	NM
Research and development	**59,397**	56,664	2,733	4.8%
Restructuring expenses	**215**	(820)	1,035	NM
Total operating expenses	**$ 798,037**	$ 682,554	$ 115,483	16.9%

NM - Not meaningful

Selling, General, and Administrative Expenses. Significant components of total Selling, general, and administrative expenses ("SG&A") are compensation and benefit costs, fees for professional services, travel and entertainment, facilities costs, gains or losses from divestitures, and other general and administrative expenses. SG&A increased 8.5% in fiscal 2017 over fiscal 2016. Contributing to this increase was the loss on the sale of businesses of $86.6 million and the acceleration of amortization associated with the Synergy Health trade name, partially offset by lower acquisition related expenses.

Goodwill impairment loss. Goodwill impairment loss of $58.4 million was recorded during fiscal 2017 as a result of our annual goodwill impairment review in the third quarter relative to the Synergy Health Netherlands linen management reporting unit.

Research and Development. Research and development expenses increased $2.7 million during fiscal 2017, as compared to fiscal 2016. Contributing to these increases was the additional spending in connection with the development of Healthcare Products and Life Sciences products and accessories. Research and development expenses are influenced by the number and timing of in-process projects and labor hours and other costs associated with these projects. Our research and development initiatives continue to emphasize new product development, product improvements, and the development of new technological platform innovations. During fiscal 2017, our investments in research and development continued to be focused on, but were not limited to, enhancing capabilities of sterile processing combination technologies, procedural products and accessories, and devices and support accessories used in gastrointestinal endoscopy procedures.

Non-Operating Expenses, Net. Non-operating expense (income), net consists of interest expense on debt, offset by interest earned on cash, cash equivalents, short-term investment balances, and other miscellaneous expense. The following table

compares our non-operating expense (income), net for the year ended March 31, 2017 to the year ended March 31, 2016:

(dollars in thousands)	Years Ended March 31, 2017	2016	Change
Non-operating expenses, net:			
Interest expense	**$ 44,520**	$ 42,708	$ 1,812
Interest income and miscellaneous expense	**(1,571)**	(1,665)	94
Non-operating expenses, net	**$ 42,949**	$ 41,043	$ 1,906

Interest expense during fiscal 2017 increased as compared to 2016 primarily due to higher debt levels resulting from additional borrowings to fund acquisitions, including the Combination and the operations of acquired companies. This increase was partially offset by one-time payments made in the third quarter of fiscal 2016 associated with paying off Synergy's debt. Additionally, the weighted average interest rate was higher as of March 31, 2017 compared to March 31, 2016. Interest income and miscellaneous expense is immaterial.

Additional information regarding our outstanding debt is included in Note 6 to our consolidated financial statements titled, “Debt,” and in the subsection of MD&A titled, “Liquidity and Capital Resources.”

Income Tax Expense. The following table compares our income tax expense and effective income tax rates for the years ended March 31, 2017 and March 31, 2016:

(dollars in thousands)	Years Ended March 31, 2017	2016	Change	Percent Change
Income tax expense	**$ 74,015**	$ 60,299	$ 13,716	22.7%
Effective income tax rate	**40.1%**	35.1%		

The effective income tax rate for fiscal 2017 was 40.1% as compared to 35.1% for fiscal 2016. The fiscal 2017 effective tax rate increased when compared to fiscal 2016 primarily due to nondeductible costs related to divestitures offset by a decrease in nondeductible or capitalized acquisition costs. Additional information regarding our income tax expense is included in Note 8 to our consolidated financial statements titled, “Income Taxes.”

Business Segment Results of Operations. We operate and report in four reportable business segments: Healthcare Products, Healthcare Specialty Services, Life Sciences, and Applied Sterilization Technologies.

Our Healthcare Products segment offers infection prevention and procedural solutions for healthcare providers worldwide, including capital equipment and related maintenance and installation services, as well as consumables.

Our Healthcare Specialty Services segment provides a range of specialty services for healthcare providers including hospital sterilization services, instrument and scope repairs, and linen management. Linen management operations were divested during fiscal 2017.

Our Life Sciences segment offers capital equipment and consumable products, and equipment maintenance and specialty services for pharmaceutical manufacturers and research facilities.

Our Applied Sterilization Technologies segment offers contract sterilization and laboratory services for medical device and pharmaceutical Customers and others.

Corporate and other, which is presented separately, contains the Defense and Industrial business unit plus costs that are associated with being a publicly traded company and certain other corporate costs. These costs include executive office costs, Board of Directors compensation, shareholder services and investor relations, external audit fees, and legacy pension and post-retirement benefit costs.

The accounting policies for reportable segments are the same as those for the consolidated Company. Management will evaluate performance and allocate resources based on a segment operating income measure. Operating income (loss) for each segment is calculated as the segment's gross profit less direct expenses and indirect cost allocations, which result in the full allocation of all distribution and research and development expenses, and the partial allocation of corporate costs. These allocations are based upon variables such as segment headcount and revenues. In addition, the Healthcare Products segment is responsible for the management of all but two manufacturing facilities and uses standard cost to sell products to the other segments. Corporate and other includes the gross profit and direct expenses of the Defense and Industrial business unit, as well as certain unallocated corporate costs related to being a publicly traded company and legacy pension and post-retirement benefits. Segment operating income excludes certain adjustments which include acquisition related costs, amortization of acquired intangibles, restructuring costs and other charges that management believes may or may not recur with similar materiality or impact on operating income in future periods. Management believes that by adjusting for these items they gain better insight and greater transparency of the operating performance of the segments, thus aiding them in more meaningful financial trend analysis and operational decision making. For more information regarding our segments please refer to Note 11 to our consolidated financial statements titled "Business Segment Information," and Item 1, "Business," provide detailed information regarding each business segment.

The following table compares business segment and Corporate and other revenues and operating income for the year ended March 31, 2017 to the year ended March 31, 2016:

	Years ended March 31,			Percent
(dollars in thousands)	2017	2016	Change	Change
Revenues:				
Healthcare Products	**$ 1,260,878**	$ 1,202,820	$ 58,058	4.8 %
Healthcare Specialty Services	**560,175**	427,198	132,977	31.1 %
Life Sciences	**327,276**	295,970	31,306	10.6 %
Applied Sterilization Technologies	**458,231**	310,120	148,111	47.8 %
Total reportable segments	**2,606,560**	2,236,108	370,452	16.6 %
Corporate and other	**6,196**	2,656	3,540	nm
Total revenues	**$ 2,612,756**	$ 2,238,764	$ 373,992	16.7 %
Segment operating income (loss):				
Healthcare Products	**224,522**	180,263	44,259	24.6 %
Healthcare Specialty Services	**13,450**	25,197	(11,747)	(46.6)%
Life Sciences	**96,983**	85,466	11,517	13.5 %
Applied Sterilization Technologies	**156,010**	99,224	56,786	57.2 %
Total reportable segments	**490,965**	390,150	100,815	25.8 %
Corporate and other	**(14,433)**	(11,488)	(2,945)	25.6 %
Total segment operating income	**$ 476,532**	$ 378,662	$ 97,870	25.8 %
Less: Adjustments				
Goodwill impairment loss [1]	**58,356**	—		
Amortization of inventory and property "step up" to fair value [2]	**4,743**	9,907		
Amortization and impairment of purchased intangible assets [2]	**66,398**	47,704		
Acquisition related transaction and integration charges [3]	**30,082**	82,891		
Loss (gain) on fair value adjustment of acquisition related contingent consideration	**2,569**	(736)		
Net loss on divestiture of businesses [2]	**86,574**	—		
Settlement of pension obligation [4]	**—**	26,470		
Restructuring charges	**215**	(501)		
Total operating income	**$ 227,595**	$ 212,927		

[1] For more information regarding our goodwill impairment loss see Note 3 to our consolidated financial statements titled, "Goodwill and Intangible Assets".

[2] For more information regarding our recent acquisitions and divestitures see Note 2 to our consolidated financial statements titled, "Business Acquisitions and Divestitures".

[3] Acquisition and integration related charges include transaction costs and integration expenses associated with acquisitions.

[4] See Note 9 to our consolidated financial statements, titled, "Benefit Plans" for more information related to the settlement of the pension obligation.

Healthcare Products revenues increased 4.8% in the fiscal 2017 year as compared to fiscal 2016. This increase reflects growth in capital equipment, consumable and service revenues of 4.6%, 5.8% and 4.0%, respectively. The increases were primarily attributable to acquisitions and organic growth, partially offset by divestitures and the negative impact of foreign currency. At March 31, 2017, the Healthcare Products segment's backlog amounted to $109.7 million, decreasing $9.7 million, or 8.1%, compared to the backlog of $119.4 million at March 31, 2016.

Healthcare Specialty Services revenues increased 31.1% in the fiscal 2017 year as compared to fiscal 2016. The increases are primarily due to the Combination, but also reflect organic growth in instrument repair services and the outsourcing of central sterile services. These increases were partially offset by divestitures and the negative impact of foreign currency.

Life Sciences revenues increased 10.6% in the fiscal 2017 year, as compared to fiscal 2016. The growth reflects increases of 18.3% and 11.1% in the consumable and service revenues, respectively. These increases are primarily attributable to our recent acquisitions, organic growth and new service offerings. Capital equipment revenues declined 1%. Life Sciences backlog at March 31, 2017 amounted to $53.2 million, increasing $7.9 million compared to the backlog of $45.3 million at March 31, 2016.

Applied Sterilization Technologies revenues increased 47.8% in the fiscal year 2017, as compared to fiscal 2016. Revenues in fiscal 2017 were favorably impacted by the Combination and increased volume from our core medical device Customers.

The Healthcare Products segment's operating income increased $44.3 million to $224.5 million in fiscal year 2017, as compared to $180.3 million in fiscal year 2016. The segment's operating margin was 17.8% for fiscal year 2017 compared to 15.0% for fiscal year 2016. The increase in fiscal year 2017 is primarily due to higher volumes, the positive impact of operational efficiencies, the suspension of the medical device excise tax, and favorable foreign currency rate movements

The Healthcare Specialty Services segment's operating income decreased $11.7 million to $13.5 million for fiscal year 2017 as compared to $25.2 million in fiscal year 2016. The segment's operating margin was 2.4% for fiscal year 2017 compared to 5.9% for fiscal year 2016. The decrease in fiscal 2017 was primarily the result of the addition of Synergy's hospital sterilization services and linen management services.

The Life Sciences business segment's operating income increased $11.5 million to $97.0 million for fiscal year 2017 as compared to $85.5 million in fiscal year 2016. The segment's operating margin was 29.6% for fiscal year 2017 compared to 28.9% for fiscal year 2016. The increase in operating margin in fiscal 2017 was primarily attributable to higher volume, partially offset by unfavorable product mix.

The Applied Sterilization Technologies segment's operating income increased $56.8 million to $156.0 million for fiscal year 2017 as compared to $99.2 million for fiscal year 2016. The Applied Sterilization Technologies segment's operating margin was 34.0% for fiscal year 2017 compared to 32.0% for fiscal year 2016. The segment's operating margin increase in fiscal 2017 was the result of the Combination, increased demand from core medical device Customers and operational efficiencies, including cost synergies.

FISCAL 2016 AS COMPARED TO FISCAL 2015

Revenues. The following table compares our revenues, in total and by type and geography, for the year ended March 31, 2016 to the year ended March 31, 2015:

	Years Ended March 31,			Percent
(dollars in thousands)	2016	2015	Change	Change
Total revenues	$ 2,238,764	$ 1,850,263	$ 388,501	21.0%
Revenues by type:				
Capital equipment revenues	614,002	597,809	16,193	2.7%
Consumable revenues	516,044	449,996	66,048	14.7%
Service revenues	1,108,718	802,458	306,260	38.2%
Revenues by geography:				
United Kingdom revenues	144,577	51,889	92,688	178.6%
United States revenues	1,662,050	1,449,223	212,827	14.7%
Other foreign revenues	432,137	349,151	82,986	23.8%

Revenues increased $388.5 million, or 21.0%, to $2,238.8 million for the year ended March 31, 2016, as compared to $1,850.3 million for the year ended March 31, 2015. This increase is attributable to the Combination, along with growth within all reportable business segments. Recent acquisitions contributed 16.4% and impacted all three revenue types.

Capital equipment revenues increased by $16.2 million, or 2.7%, to $614.0 million, during fiscal 2016 as compared to fiscal 2015. This increase was driven by growth within the Healthcare Products and Life Sciences business segments. Geographically, the North American region was strong with 9% growth offset by declines in other regions. Consumable revenues increased $66.0 million, or 14.7%, during fiscal 2016 from fiscal 2015. Consumable revenues grew in both the Healthcare Product and Life Sciences business segments and experienced growth in all regions. Service revenues for fiscal 2016 increased $306.3 million, or 38.2%, over fiscal 2015 driven by the continued expansion of service offerings and the Combination with Synergy. In addition, all reportable segments also experienced organic service revenue growth.

United Kingdom revenues for fiscal 2016 were $144.6 million, an increase of $92.7 million, or 178.6%, over fiscal 2015 revenues of $51.9 million. This increase reflects growth in both consumable and service revenues due primarily to the Combination with Synergy, partially offset by a decline in capital equipment revenues.

United States revenues for fiscal 2016 were $1,662.1 million, an increase of $212.8 million, or 14.7%, over fiscal 2015 revenues of $1,449.2 million. This increase reflects growth in capital equipment, consumable and service revenues.

Revenues from other foreign locations for fiscal 2016 were $432.1 million, an increase of 23.8% over the fiscal 2015 revenues of $349.2 million. This increase reflects revenue growth within the rest of EMEA and the Asia Pacific region which were partially offset by declines within the Latin America region and Canada.

Gross Profit. The following table compares our gross profit for the year ended March 31, 2016 to the year ended March 31, 2015:

(dollars in thousands)	Years Ended March 31, 2016	2015	Change	Percent Change
Gross profit:				
Product	511,885	463,595	$ 48,290	10.4%
Service	383,596	310,706	72,890	23.5%
Total gross profit	$ 895,481	$ 774,301	$ 121,180	15.7%
Gross profit percentage:				
Product	45.3%	44.2%		
Service	34.6%	38.7%		
Total gross profit percentage	40.0%	41.8%		

Our gross profit is affected by the volume, pricing and mix of sales of our products and services, as well as the costs associated with the products and services that are sold. Our gross profit increased $121.2 million and gross profit percentage decreased 180 basis points to 40.0% for fiscal 2016 as compared to 41.8% for fiscal 2015. Although our recent acquisitions expanded our gross profit, they negatively impacted our gross margin percentage by approximately 290 basis points. As anticipated, the addition of Synergy's hospital sterilization services and linen management businesses is a key factor in the declines in gross margin percentages. We have applied our "four walls" approach to the operation of Synergy, which reports all direct and indirect costs related to the delivery of services as costs of goods sold. This approach caused additional costs to be included in costs of goods sold rather than in selling, general and administrative costs as Synergy would have previously reported. Our gross profit percentage was impacted positively by foreign currency fluctuations (120 basis points). Other factors such as favorable pricing, productivity and material costs served to offset inflation and the negative impact of product mix shift (10 basis points).

Operating Expenses. The following table compares our operating expenses for the year ended March 31, 2016 to the year ended March 31, 2015:

(dollars in thousands)	Years Ended March 31, 2016	2015	Change	Percent Change
Operating expenses:				
Selling, general, and administrative	$ 626,710	$ 493,342	$ 133,368	27.0%
Research and development	56,664	54,139	2,525	4.7%
Restructuring expenses	(820)	(391)	(429)	NM
Total operating expenses	$ 682,554	$ 547,090	$ 135,464	24.8%

NM - Not meaningful

Significant components of total selling, general, and administrative expenses are compensation and benefit costs, fees for professional services, travel and entertainment, facilities costs, and other general and administrative expenses. SG&A increased 27.0% in fiscal 2016 over fiscal 2015. Contributing to this increase was additional acquisition and integration costs related to acquisitions, including Synergy, of $50.1 million over the prior year period. Higher amortization of acquired intangible assets also contributed to the increase in SG&A in both periods. In addition, we incurred $26.5 million in the second quarter of fiscal 2016 in connection with the settlement of a legacy pension obligation (see Note 9 to our financial statements titled, "Benefit Plans" for more information).

Research and development expenses increased $2.5 million during fiscal 2016, as compared to fiscal 2015. The increase in fiscal 2016 is attributable to additional spending in connection with the development of healthcare products and accessories. Research and development expenses are influenced by the number and timing of in-process projects and labor hours and other costs associated with these projects. Our research and development initiatives continue to emphasize new product development, product improvements, and the development of new technological platform innovations. During fiscal 2016, our investments in research and development continued to be focused on, but were not limited to, enhancing capabilities of sterile processing combination technologies, procedural products and accessories, and devices and support accessories used in gastrointestinal endoscopy procedures.

Restructuring Expenses. We recognize restructuring expenses as they are incurred. We also evaluate the inventory and property, plant and equipment associated with our restructuring actions for impairment. Asset impairment and accelerated depreciation expenses primarily relate to inventory write-downs for rationalized products and adjustments in the carrying value of the closed facilities to their estimated fair value. In addition, the remaining useful lives of other property, plant and equipment associated with the related operations were re-evaluated based on the respective plan, resulting in the acceleration of depreciation and amortization of certain assets.

Fiscal 2014 Restructuring Plan. During the fourth quarter of fiscal 2014, we adopted and announced a targeted restructuring plan primarily focused on the closure of the Hopkins manufacturing facility located in Mentor, Ohio (the “Fiscal 2014 Restructuring Plan”). We believe that by closing the operations at Hopkins we have more effectively utilized our existing North American manufacturing network while reducing operating costs. We have incurred pre-tax expenses totaling $19.0 million related to these actions, of which $10.9 million was recorded as restructuring expenses and $8.1 million was recorded in cost of revenues, with restructuring expenses of $15.6 million, $1.3 million, $0.8 million, and $1.3 million related to the Healthcare Products, Healthcare Specialty Services, Life Sciences and Applied Sterilization Technologies segments, respectively.

Fiscal 2010 Restructuring Plan. During the fourth quarter of fiscal 2010 we adopted a restructuring plan primarily related to the transfer of the remaining operations in our Erie, Pennsylvania facility to the U.S. headquarters in Mentor, Ohio and the consolidation of our European Healthcare manufacturing operations into two central locations within Europe (the “Fiscal 2010 Restructuring Plan”). In addition, we rationalized certain products and eliminated certain positions. Since the inception of the Fiscal 2010 Restructuring Plan, we have incurred pre-tax expenses totaling $9.3 million related to these actions, of which $8.2 million was recorded as restructuring expenses and $1.1 million was recorded in cost of revenues. We do not expect to incur any significant additional restructuring expenses related to this plan. These actions are intended to enhance profitability and improve efficiencies.

Non-Operating Expenses, Net. Non-operating expense (income), net consists of interest expense on debt, offset by interest earned on cash, cash equivalents, short-term investment balances, and other miscellaneous expense. The following table compares our non-operating expense (income), net for the year ended March 31, 2016 to the year ended March 31, 2015:

	Years Ended March 31,		
(dollars in thousands)	2016	2015	Change
Non-operating expenses, net:			
Interest expense	$ 42,708	$ 19,187	$ 23,521
Interest income and miscellaneous expense	(1,665)	(796)	(869)
Non-operating expenses, net	$ 41,043	$ 18,391	$ 22,652

Interest expense during fiscal 2016 increased due to higher interest costs resulting from our May 2015 issuance of senior notes in a private placement offering, additional borrowings under our credit facilities to fund acquisitions, including the Combination, and the operations of acquired companies, and payments associated with paying off Synergy’s debt. Since the Combination our weighted average cost of borrowing has decreased due to an increase in the proportion of lower-cost, variable-rate bank debt. Interest income and miscellaneous expense is immaterial.

Additional information regarding our outstanding debt is included in Note 6 to our consolidated financial statements titled, “Debt,” and in the subsection of MD&A titled, “Liquidity and Capital Resources.”

Income Tax Expense. The following table compares our income tax expense and effective income tax rates for the years ended March 31, 2016 and March 31, 2015:

(dollars in thousands)	Years Ended March 31, 2016	2015	Change	Percent Change
Income tax expense	60,299	73,756	$ (13,457)	(18.2)%
Effective income tax rate	35.1%	35.3%		

The effective income tax rate for fiscal 2016 was 35.1% as compared to 35.3% for fiscal 2015. In fiscal 2016, the favorable impact of foreign tax benefits associated with actions taken in conjunction with the mid-year Combination with Synergy was offset by the unfavorable impact of significant costs associated with the Combination that are capitalized for tax purposes or are simply non-deductible. Additional information regarding our income tax expense is included in Note 8 to our consolidated financial statements titled, “Income Taxes.”

Business Segment Results of Operations. We operate and report in four reportable business segments: Healthcare Products, Healthcare Specialty Services, Life Sciences, and Applied Sterilization Technologies.

Our Healthcare Products segment offers infection prevention and procedural solutions for healthcare providers worldwide, including capital equipment and related maintenance and installation services, as well as consumables.

Our Healthcare Specialty Services segment provides a range of specialty services for healthcare providers including hospital sterilization services, instrument and scope repairs, and linen management.

Our Life Sciences segment offers capital equipment and consumable products, and equipment maintenance and specialty services for pharmaceutical manufacturers and research facilities.

Our Applied Sterilization Technologies segment offers contract sterilization and laboratory services for medical device and pharmaceutical Customers and others.

Corporate and other, which is presented separately, contains the Defense and Industrial business unit plus costs that are associated with being a publicly traded company and certain other corporate costs. These costs include executive office costs, Board of Directors compensation, shareholder services and investor relations, external audit fees, and legacy pension and post-retirement benefit costs.

The accounting policies for reportable segments are the same as those for the consolidated Company. Management will evaluate performance and allocate resources based on a segment operating income measure. Operating income (loss) for each segment is calculated as the segment’s gross profit less direct expenses and indirect cost allocations, which result in the full allocation of all distribution and research and development expenses, and the partial allocation of corporate costs. These allocations are based upon variables such as segment headcount and revenues. In addition, the Healthcare Products segment is responsible for the management of all but two manufacturing facilities and uses standard cost to sell products to the other segments. Corporate and other includes the gross profit and direct expenses of the Defense and Industrial business unit, as well as certain unallocated corporate costs related to being a publicly traded company and legacy pension and post-retirement benefits. Segment operating income excludes certain adjustments which include acquisition related costs, amortization of acquired intangibles, restructuring costs and other charges that management believes may or may not recur with similar materiality or impact on operating income in future periods. Management believes that by adjusting for these items they gain better insight and greater transparency of the operating performance of the segments, thus aiding them in more meaningful financial trend analysis and operational decision making. For more information regarding our segments please refer to Note 11 to our consolidated financial statements titled “Business Segment Information,” and Item 1, “Business,” provide detailed information regarding each business segment.

The following table compares business segment and Corporate and other revenues and operating income for the year ended March 31, 2016 to the year ended March 31, 2015:

(dollars in thousands)	Years ended March 31, 2016	2015	Change	Percent Change
Revenues:				
Healthcare Products	$ 1,202,820	$ 1,143,336	$ 59,484	5.2%
Healthcare Specialty Services	427,198	248,538	178,660	71.9%
Life Sciences	295,970	250,845	45,125	18.0%
Applied Sterilization Technologies	310,120	205,675	104,445	50.8%
Total reportable segments	2,236,108	1,848,394	387,714	21.0%
Corporate and other	2,656	1,869	787	nm
Total revenues	$ 2,238,764	$ 1,850,263	$ 388,501	21.0%
Segment operating income (loss):				
Healthcare Products	180,263	166,515	13,748	8.3%
Healthcare Specialty Services	25,197	16,629	8,568	51.5%
Life Sciences	85,466	56,072	29,394	52.4%
Applied Sterilization Technologies	99,224	59,458	39,766	66.9%
Total reportable segments	390,150	298,674	91,476	30.6%
Corporate and other	(11,488)	(7,542)	(3,946)	nm
Total segment operating income	$ 378,662	$ 291,132	$ 87,530	30.1%
Less: Adjustments				
Amortization of inventory and property "step up" to fair value [1]	9,907	1,330		
Amortization and impairment of purchased intangible assets [1]	47,704	28,317		
Acquisition related transaction and integration charges [2]	82,891	32,762		
Loss (gain) on fair value adjustment of acquisition related contingent consideration	(736)	2,271		
Settlement of pension obligation [3]	26,470	—		
Restructuring charges	(501)	(759)		
Total operating income	$ 212,927	$ 227,211		

[1] For more information regarding our recent acquisitions see Note 2 to our consolidated financial statements titled, "Business Acquisitions and Divestitures".

[2] Acquisition and integration related charges include transaction costs and integration expenses associated with acquisitions.

[3] See Note 9 to our consolidated financial statements titled, "Benefit Plans" for more information related to the settlement of the pension obligation.

Healthcare Products revenues increased 5.2% in the fiscal 2016 year as compared to fiscal 2015. This increase reflects growth in capital equipment, consumable and service revenues of 2.2%, 12.0% and 4.1%, respectively. While the Combination with Synergy and the acquisition of Black Diamond were key factors behind the increases, we also experienced strong growth in all three categories in the United States which more than offset weakness in other geographies. At March 31, 2016, the Healthcare Products segment's backlog amounted to $119.4 million, increasing $21.7 million, or 22.2%, compared to the backlog of $97.7 million at March 31, 2015. The higher backlog level is partially due to our fiscal 2016 acquisition of Black Diamond and an increase in project orders, which tend to have longer lead times than replacement orders.

Healthcare Specialty Services revenues increased 71.9% in the fiscal 2016 year as compared to fiscal 2015. The fiscal 2016 period includes five months of revenues, or approximately $146.1 million, from the operations acquired in the Combination with Synergy and 11% growth in legacy operations.

Life Sciences revenues increased 18.0% in the fiscal 2016 year, as compared to fiscal 2015. Consumable revenue grew 33.7% partly due to our fiscal 2016 acquisition of General Econopak, Inc. ("Gepco") and partly due to 9.0% organic revenue growth. Growth in capital equipment and service revenues was 5.0% and 13.3%, respectively. Service revenue in fiscal 2016 reflect the addition of new service offerings. Life Sciences backlog at March 31, 2016 amounted to $45.3 million, decreasing $0.2 million compared to the backlog of $45.5 million at March 31, 2015.

Applied Sterilization Technologies revenues increased 50.8% in the fiscal year 2016, as compared to fiscal 2015. The fiscal 2016 period includes 4.2% organic revenue growth plus five months, or approximately $90.6 million, from the Combination with Synergy. The segment continues to experience increased demand from our core medical device Customers.

The Healthcare Products segment's operating income increased $13.8 million to $180.3 million in fiscal year 2016, as compared to $166.5 million in fiscal year 2015. The segment's operating margin was 15.0% for fiscal year 2016 compared to 14.6% for fiscal year 2015. The increases in fiscal year 2016 are primarily due to the positive impact of increased volumes and favorable foreign currency exchange rate fluctuations.

The Healthcare Specialty Services segment's operating income increased $8.6 million to $25.2 million for fiscal year 2016 as compared to $16.6 million in fiscal year 2015. The increase in the fiscal 2016 was the result of additional volume in service offerings both from the Combination with Synergy and organic revenue growth. The segment's operating margin was 5.9% for fiscal year 2016 compared to 6.7% for fiscal year 2015.

The Life Sciences business segment's operating income increased $29.4 million to $85.5 million for fiscal year 2016 as compared to $56.1 million in fiscal year 2015. The segment's operating margin was 28.9% for fiscal year 2016 compared to 22.4% for fiscal year 2015. The increase in operating margin in fiscal 2016 was primarily attributable to increased volumes in consumable and service offerings which generate higher margins, including expanded products and service offerings from our acquisitions.

The Applied Sterilization Technologies segment's operating income increased $39.8 million to $99.2 million for fiscal year 2016 as compared to $59.5 million for fiscal year 2015. The Applied Sterilization Technologies segment's operating margin was 32.0% for fiscal year 2016 compared to 28.9% for fiscal year 2015. The segment's operating margin increase in fiscal 2016 was the result of the positive impact of additional volume both from the acquisition of Synergy and organic revenue growth.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes significant components of our cash flows for the years ended March 31, 2017, 2016 and 2015:

	Years Ended March 31,		
(dollars in thousands)	2017	2016	2015
Net cash provided by operating activities	**$ 424,086**	$ 254,675	$ 246,040
Net cash used in investing activities	**(104,255)**	(729,584)	(283,769)
Net cash (used in) provided by financing activities	**(267,099)**	560,289	69,750
Debt-to-total capital ratio	**34.6%**	34.2%	36.7%
Free cash flow	**$ 256,031**	$ 129,112	$ 161,614

Net Cash Provided By Operating Activities –The net cash provided by our operating activities was $424.1 million for the year ended March 31, 2017 compared to $254.7 million for the year ended March 31, 2016 and $246.0 million for the year ended March 31, 2015. The following discussion summarizes the significant changes in our operating cash flows for the years ended March 31, 2017, 2016 and 2015:

- Net cash provided by operating activities increased 66.5% in fiscal 2017 compared to fiscal 2016. The increase was primarily due to higher cash earnings and lower acquisition and integration expenses.
- Net cash provided by operating activities increased 3.5% in fiscal 2016 compared to fiscal 2015. Net cash provided by operating activities was negatively impacted by expenses related to the Combination with Synergy and other acquisitions. In addition, the amount paid in fiscal 2016 in connection with our annual compensation program was higher than the amount paid in fiscal 2015 and a pension contribution was made in connection with the settlement of a legacy pension obligation.

Net Cash Used In Investing Activities – The net cash used in our investing activities was $104.3 million for the year ended March 31, 2017, compared to $729.6 million for the year ended March 31, 2016 and $283.8 million for the year ended March 31, 2015. The following discussion summarizes the significant changes in our investing cash flows for the years ended March 31, 2017, 2016 and 2015:

- Purchases of property, plant, equipment, and intangibles, net – Capital expenditures totaled $172.9 million during fiscal 2017, $126.4 million during fiscal 2016 and $85.3 million during fiscal 2015. The increase in capital expenditures in fiscal 2017 over fiscal 2016 is the result of the inclusion of capital expenditures related to the operations of Synergy and investments to expand capacity in certain of our Applied Sterilization Technologies facilities.

- Proceeds from the sale of business - During fiscal 2017, we received $135.7 million for the proceeds from the sale of certain non-core businesses. For more information, refer to our Note 2 to our consolidated financial statements, "Business Acquisitions and Divestitures".

- Investments in business, net of cash acquired – During fiscal 2017, 2016 and 2015, we used $65.6 million, $604.0 million and $194.7 million, respectively, for acquisitions. For more information on these acquisitions refer to Note 2 to our consolidated financial statements titled, "Business Acquisitions and Divestitures".

- Purchases of investments– During fiscal 2017, we invested an additional $6.4 million in the common stock of Servizi Italia, S.p.A., a leading provider of integrated linen washing and outsourced sterile processing services to hospital Customers. During fiscal 2015, we invested $4.7 million in the common stock of Servizi.

Net Cash (Used In) Provided By Financing Activities – Net cash used in financing activities was $267.1 million for the year ended March 31, 2017, compared to net cash provided by financing activities of $560.3 million, and net cash provided by financing activities of $69.8 million for the years ended March 31, 2016 and March 31, 2015, respectively. The following discussion summarizes the significant changes in our financing cash flows for the years ended March 31, 2017, 2016 and 2015:

- Proceeds from the issuance of long-term obligations – On February 27, 2017, we issued and sold to various institutional investors fixed-rate Series A Senior Notes, in the aggregate principal amount of $95,000, €99,000, and £75,000 or a total of approximately $293,730. On May 15, 2015, we issued the aggregate principal amount of $350.0 million of senior notes in a private placement, which were long term obligations. We provide additional information about our debt structure in Note 6 to our consolidated financial statements titled, “Debt,” and in this section of the MD&A titled, “Liquidity and Capital Resources” in the subsection titled, “Sources of Credit.”

- Payments on long-term obligations - During the fourth quarter of 2017, we repaid $157.5 million on our bank term loan maturing in March 2020. Additionally, we paid $15.0 million on the same loan over the first three quarters of fiscal 2017 under our credit agreement (as defined below) at $5.0 million per quarter. During the third quarter of fiscal 2016, we repaid $20.0 million of senior notes issued in December 2003, the aggregate principal amount of $2.0 million in senior notes were issued in February 2013 and the aggregate principal amount of $2.0 million in senior notes were issued in December 2012. We also repaid $63.6 million of our term loan incurred under our bank credit facility in conjunction with the Combination with Synergy. During the fourth quarter of fiscal 2016 we repaid $5.0 million of our term loan debt.

- Proceeds under credit facilities, net – At the end of fiscal 2017, $521.6 million of debt was outstanding under our bank credit facility, compared to $905.2 million and $283.3 million of debt outstanding under this facility at the end of fiscal 2016 and 2015, respectively.

- Repurchases of shares – During fiscal 2017, we purchased 1,286,183 of our ordinary shares in the aggregate amount of $90.5 million, which included $0.5 million of taxes and commissions. We also obtained 168,906 of our ordinary shares in connection with our stock-based compensation award programs in the amount $7.0 million during fiscal 2017. During fiscal 2016, we obtained 267,696 of our ordinary shares in connection with our stock-based compensation award programs in the amount $14.4 million. During fiscal 2015, we obtained 541,700 shares in connection with our stock-based compensation award programs in the amount of $30.7 million. We provide additional information about our share repurchases in Note 13 to our consolidated financial statements titled, “Repurchases of Ordinary Shares.”

- Deferred financing fees and debt issuance costs - We paid $1.1 million, $5.2 million and $14.4 million in fiscal 2017, 2016 and 2015, respectively, for financing fees and debt issuance costs related to our Credit Agreement, Private Placement debt, and former Bridge Credit Agreement. For more information on our debt refer to Note 6 to our consolidated financial statements titled, "Debt".

- Cash dividends paid to ordinary shareholders – During fiscal 2017, we paid cash dividends totaling $93.2 million or $1.09 per outstanding share. During fiscal 2016, we paid cash dividends totaling $65.2 million or $0.98 per outstanding share. During fiscal 2015, we paid cash dividends totaling $53.5 million, or $0.90 per outstanding share.

- Stock option and other equity transactions, net – We receive cash for issuing shares under our various employee stock option programs. During fiscal 2017, fiscal 2016 and fiscal 2015, we received cash proceeds totaling $5.0 million, $11.2 million, and $28.3 million, respectively, under these programs.

- Excess tax benefit from share-based compensation – For the years ended March 31, 2016 and 2015, our income taxes were reduced by $6.3 million and $11.5 million, respectively, as a result of deductions allowed for stock options exercised and restricted share vestings.

Cash Flow Measures. Free cash flow was $256.0 million in fiscal 2017 compared to $129.1 million in fiscal 2016. The increase in cash flow from operations and free cash flow was primarily due to higher cash earnings and a reduction in acquisition related cash expenses. Our debt-to-total capital ratio was 34.6% at March 31, 2017 and 34.2% at March 31, 2016.

Cash Requirements. We intend to use our existing cash and cash equivalent balances and cash generated from operations for short-term and long-term capital expenditures and our other liquidity needs. Our capital requirements depend on many uncertain factors, including our rate of sales growth, our Customers' acceptance of our products and services, the costs of obtaining adequate manufacturing capacities, the timing and extent of our research and development projects, changes in our operating expenses and other factors. To the extent that existing and anticipated sources of cash are not sufficient to fund our future activities, we may need to raise additional funds through additional borrowings or the sale of equity securities. There can be no assurance that our financing arrangements will provide us with sufficient funds or that we will be able to obtain any additional funds on terms favorable to us or at all.

Sources of Credit. Our sources of credit as of March 31, 2017 are summarized in the following table:

(dollars in thousands)	Maximum Amounts Available	Reductions in Available Credit Facility for Other Financial Instruments	March 31, 2017 Amounts Outstanding	March 31, 2017 Amounts Available
Sources of Credit				
Private placement	**$ 960,684**	**$ —**	**$ 960,684**	**$ —**
Credit Agreement [(1)]	**1,072,500**	**—**	**521,604**	**550,896**
Total Sources of Credit	**$ 2,033,184**	**$ —**	**$ 1,482,288**	**$ 550,896**

[(1)] Our $850.0 million revolving credit facility provided under our Credit Agreement contains a sub-limit that reduces the maximum amount available to us for borrowings by letters of credit outstanding.

Our sources of funding from credit as of March 31, 2017 are summarized below:

- On February 27, 2017, we issued and sold an aggregate principal amount of $95,000, €99,000, and £75,000 or a total of approximately $293,730 of senior notes in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Maturities of these senior notes are as follows, and the dollar amounts shown are based upon foreign exchange rates as of March 31, 2017:

	2017
$50,000 Senior notes at 3.93% due 2027	$ 50,000
€60,000 Senior notes at 1.86% due 2027	64,414
$45,000 Senior notes at 4.03% due 2029	45,000
€20,000 Senior notes at 2.04% due 2029	21,471
£45,000 Senior notes at 3.04% due 2029	56,040
€19,000 Senior notes at 2.30% due 2032	20,398
£30,000 Senior notes at 3.17% due 2032	37,360
Total 2017 Senior Notes	$ 294,683

- All or substantially all of the net proceeds of the borrowings were used to repay floating-rate bank debt under our bank credit facility, thereby increasing the Company's proportion of fixed-rate debt. Total debt levels for the Company remained relatively unchanged after giving effect to these actions. The agreement governing these notes contains leverage and interest coverage covenants.
- In order to fund the acquisition of Synergy, including the cash payments made in respect of Synergy shares, the repayment of Synergy debt and certain transaction expenses, on November 2, 2015, STERIS plc borrowed (i) $132.0 million, £49.0 million, and €127.8 million under the revolving credit facility provided under the Credit Agreement (as hereinafter defined) and (ii) $400.0 million under the term loan facility provided under the Credit Agreement. Borrowings bear interest, at our option, based upon either the Base Rate or the Eurocurrency Rate, plus the Applicable Margin in effect from time to time under the Credit Agreement. The Applicable Margin is determined based on the ratio of Consolidated Total Debt to Consolidated EBITDA (as such terms are defined in the Credit Agreement). Interest on Base Rate Advances is payable quarterly in arrears and interest on Eurocurrency Rate Advances is payable at the end of the relevant interest period therefor, but in no event less frequently than every three months.
- On May 15, 2015, Old STERIS issued and sold $350.0 million of senior notes, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Of the $350.0 million in senior notes, $125.0 million have a maturity of 10 years from the issue date at an annual interest rate of 3.45%, $125.0 million have a maturity of 12 years from the issue date at an annual interest rate of 3.55% and $100.0 million have a maturity of 15 years from the issue date at an annual interest rate of 3.70%. These borrowings were used for

the repayment of bank credit facility debt and for other corporate purposes. The agreement governing these notes contains leverage and interest coverage covenants.

- On March 31, 2015, Old STERIS and STERIS plc entered into a Credit Agreement (the "Credit Agreement") with various financial institutions as lenders, and JPMorgan Chase Bank, N.A., as Administrative Agent. The Credit Agreement replaced prior bank facilities of Old STERIS. As of March 31, 2017, the Credit Agreement provided $1,072.5 million of credit, which includes an $850.0 million revolver facility, which may be utilized for revolving credit borrowings, swing line borrowings and letters of credit, with sublimits for swing line borrowings and letters of credit, plus a term loan facility with a limit and outstanding principal amount of $222,500. As repayments are made under the term facility, the term facility limit declines. The revolver and term loan facilities may be increased in specified circumstances by up to $500.0 million. Term loans are repayable quarterly pursuant to a specified amortization schedule, with principal payments increasing from 1.25% to 2.50% over the term, and with a balloon payment for the remaining unpaid balance at maturity. The Credit Agreement also allows for voluntary principal reduction pre-payments on the term loan. As of March 31, 2017, a total $521.6 million of indebtedness was outstanding under the Credit Agreement. The Credit Agreement will mature on March 31, 2020, and all unpaid borrowings, together with accrued and unpaid interest thereon, are repayable on that date. The Credit Agreement contains leverage and interest coverage covenants.
- In February 2013, Old STERIS issued and sold $100.0 million of senior notes, of which $98.0 million remained outstanding as of March 31, 2017, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Of the $98.0 million of outstanding notes, $45.5 million have a maturity of nine years and 10 months from issuance and have a current annual interest rate of 3.70%, an additional $40.0 million have a maturity of 11 years and 10 months from issuance and have a current annual interest rate of 3.85%, and the remaining $12.5 million have a maturity of 14 years and 10 months and have a current annual interest rate of 4.05%. These borrowings were used primarily for the repayment of then existing bank credit facility debt. The agreements governing these notes, which also govern the below described senior notes issued in December 2012, and the notes were amended and restated in their entirety on March 31, 2015. The amended and restated agreements, which have been consolidated into a single agreement, contain leverage and interest coverage covenants.
- In December 2012, Old STERIS issued and sold $100.0 million of senior notes, of which $98.0 million remained outstanding as of March 31, 2017, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Of the $98.0 million of outstanding notes, $45.5 million have a maturity of 10 years from issuance and have a current annual interest rate of 3.70%, an additional $40.0 million have a maturity of 12 years from issuance and have a current annual interest rate of 3.85%, and the remaining $12.5 million have a maturity of 15 years from issuance and have a current annual interest rate of 4.05%. These borrowings were used primarily for the repayment of then existing bank credit facility debt. The agreements governing these notes and the notes were amended and restated in their entirety on March 31, 2015. The amended and restated agreements, which have been consolidated into a single agreement, contain leverage and interest coverage covenants.
- On August 15, 2008, Old STERIS issued and sold $150.0 million of senior notes, of which $120.0 million remained outstanding as of March 31, 2017, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Of the outstanding notes $85.0 million have a maturity of 10 years from issuance and have a current annual interest rate of 6.83%, and the remaining $35.0 million have a maturity of 12 years from issuance and have a current annual interest rate of 6.93%. The agreements governing these notes, which also govern the previously described senior notes issued in February 2013, and the notes were amended and restated in their entirety on March 31, 2015. The amended and restated agreements, which have been consolidated into a single agreement, contain leverage and interest coverage covenants.

At March 31, 2017, we had $550.9 million of unused funding available under the Credit Agreement. The Credit Agreement includes a sub-limit that reduces the maximum amount available to us by letters of credit outstanding. At March 31, 2017, there were no letters of credit outstanding under the Credit Agreement.

At March 31, 2017, we were in compliance with all financial covenants associated with our indebtedness. We provide additional information regarding our debt structure and payment obligations in the section of the MD&A titled, “Liquidity and Capital Resources” in the subsection titled, “Contractual and Commercial Commitments” and in Note 6 to our consolidated financial statements titled, “Debt.”

CAPITAL EXPENDITURES

Our capital expenditure program is a component of our long-term strategy. This program includes, among other things, investments in new and existing facilities, business expansion projects, radioisotope (cobalt-60), and information technology enhancements and research and development advances. During fiscal 2017, our capital expenditures amounted to $172.9 million. We use cash provided by operating activities and our cash and cash equivalent balances to fund capital expenditures. We expect fiscal 2018 capital expenditures to increase to approximately $180.0 million, reflecting continued facility expansions, integration of IT systems, new product development and general maintenance for existing facilities.

CONTRACTUAL AND COMMERCIAL COMMITMENTS

At March 31, 2017, we had commitments under non-cancelable operating leases totaling $97.4 million.

Our contractual obligations and commercial commitments as of March 31, 2017 are presented in the following tables. Commercial commitments include standby letters of credit, letters of credit required as security under our self-insured risk retention policies, and other potential cash outflows resulting from events that require us to fulfill commitments.

	Payments due by March 31,					
(dollars in thousands)	2018	2019	2020	2021	2022 and thereafter	Total
Contractual Obligations:						
Debt	$ 30,000	$ 117,500	$ 459,104	$ 35,000	$ 840,684	$ 1,482,288
Operating leases	23,718	15,132	11,088	7,329	40,140	97,407
Purchase obligations	21,261	13,063	13,455	13,858	25,219	86,856
Benefit payments under defined benefit plans	3,498	3,472	3,915	3,706	28,238	42,829
Trust assets available for benefit payments under defined benefit plans	(3,498)	(3,472)	(3,915)	(3,706)	(28,238)	(42,829)
Benefit payments under other post-retirement benefits plans	2,187	1,910	1,707	1,565	6,846	14,215
Total Contractual Obligations	$ 77,166	$ 147,605	$ 485,354	$ 57,752	$ 912,889	$ 1,680,766

The table above includes only the principal amounts of our contractual obligations. We provide information about the interest component of our long-term debt in the subsection of MD&A titled, “Liquidity and Capital Resources,” and in Note 6 to our consolidated financial statements titled, “Debt.”

Purchase obligations shown in the table above relate to minimum purchase commitments with suppliers for materials purchases and long term construction contracts.

The table above excludes contributions we make to our defined contribution plans. Our future contributions to the defined contribution plans depend on uncertain factors, such as the amount and timing of employee contributions and discretionary employer contributions. We provide additional information about our defined benefit pension plans, defined contribution plan, and other post-retirement benefits plan in Note 9 to our consolidated financial statements titled, “Benefit Plans."

	Amount of Commitment Expiring March 31,					
(dollars in thousands)	2018	2019	2020	2021	2022 and thereafter	Totals
Commercial Commitments:						
Performance and surety bonds	$ 52,669	$ 1,117	$ 89	$ 2,490	$ 1,344	$ 57,709
Letters of credit as security for self-insured risk retention policies	7,694	—	—	—	—	7,694
Total Commercial Commitments	$ 60,363	$ 1,117	$ 89	$ 2,490	$ 1,344	$ 65,403

CRITICAL ACCOUNTING POLICIES, ESTIMATES, AND ASSUMPTIONS

The following subsections describe our most critical accounting policies, estimates, and assumptions. Our accounting policies are more fully described in Note 1 to our consolidated financial statements titled, “Nature of Operations and Summary of Significant Accounting Policies.”

Estimates and Assumptions. Our discussion and analysis of financial condition and results of operations is based on our consolidated financial statements that were prepared in accordance with United States generally accepted accounting principles. We make certain estimates and assumptions that we believe to be reasonable when preparing these financial statements. These estimates and assumptions involve judgments with respect to numerous factors that are difficult to predict and are beyond management's control. As a result, actual amounts could be materially different from these estimates. We periodically review these critical accounting policies, estimates, assumptions, and the related disclosures with the Audit Committee of the Company's Board of Directors.

Revenue Recognition. We recognize revenue for products when ownership passes to the Customer, which is based on contract or shipping terms and for services when the service is provided to the Customer. Our Customers include end users as well as dealers and distributors who market and sell our products. Our revenue is not contingent upon resale by the dealer or distributor. We have no further obligations related to bringing about resale, and our standard return and restocking fee policies are applied.

We also have individual Customer contracts that offer extended payment terms and/or discounted pricing. Dealers and distributors may be offered sales incentives in the form of rebates. We reduce revenue for discounts and estimated returns, rebates, and other similar allowances in the same period the related revenues are recorded. Returns, rebates, and similar allowances are estimated based on historical experience and trend analysis.

In transactions that contain multiple elements, such as when products, maintenance services, and other services are combined, we recognize revenue as each product is delivered or service is provided to the Customer. We allocate the total arrangement consideration to each element based on its relative fair value, based on the price for the product or service when it is sold separately.

We offer preventive maintenance agreements to our Customers with contract terms that range from one to five years, which require us to maintain and repair our products during this time. Amounts received under these Customer contracts are initially recorded as deferred service revenues and then recognized as service revenues ratably over the contract term.

We classify shipping and handling amounts billed to Customers in sales transactions as revenues.

Allowance for Doubtful Accounts Receivable. We maintain an allowance for uncollectible accounts receivable for estimated losses in the collection of amounts owed by Customers. We estimate the allowance based on analyzing a number of factors, including amounts written off historically, Customer payment practices, and general economic conditions. We also analyze significant Customer accounts on a regular basis and record a specific allowance when we become aware of a specific Customer's inability to pay. As a result, the related accounts receivable are reduced to an amount that we reasonably believe is collectible. These analyses require a considerable amount of judgment. If the financial condition of our Customers worsens, or economic conditions change, we may be required to make changes to our allowance for doubtful accounts receivable.

Allowance for Sales Returns. We maintain an allowance for sales returns based upon known returns and estimated returns for both capital equipment and consumables. We estimate returns of capital equipment and consumables based upon historical experience.

Inventories and Reserves. Inventories are stated at the lower of their cost or market value. We determine cost based upon a combination of the last-in, first-out ("LIFO") and first-in, first-out ("FIFO") cost methods. We determine the LIFO inventory value at the end of the year based on inventory levels and costs at that time. For inventories valued using the LIFO method, we believe that the use of the LIFO method results in a matching of current costs and revenues. Inventories valued using the LIFO method represented approximately 29.0% and 31.0% of total inventories at March 31, 2017 and 2016, respectively. Inventory costs include material, labor, and overhead. If we had used only the FIFO method of inventory costing, inventories would have been $16.7 million and $17.6 million higher than those reported at March 31, 2017 and 2016, respectively.

We review inventory on an ongoing basis, considering factors such as deterioration and obsolescence. We record an allowance for estimated losses when the facts and circumstances indicate that particular inventories will not be usable. If future market conditions vary from those projected, and our estimates prove to be inaccurate, we may be required to write-down inventory values and record an adjustment to cost of revenues.

Asset Impairment Losses. Property, plant, equipment, and identifiable intangible assets are reviewed for impairment when events and circumstances indicate that the carrying value of such assets may not be recoverable. Impaired assets are recorded at the lower of carrying value or estimated fair value. We conduct this review on an ongoing basis and, if impairment exists, we record the loss in the Consolidated Statements of Income during that period.

When we evaluate assets for impairment, we make certain judgments and estimates, including interpreting current economic indicators and market valuations, evaluating our strategic plans with regards to operations, historical and anticipated performance of operations, and other factors. If we incorrectly anticipate these factors, or unexpected events occur, our operating results could be materially affected.

Asset Retirement Obligations. We incur retirement obligations for certain assets. We record an initial liability for the asset retirement obligations (ARO) at fair value. Accounting for the ARO at inception and in subsequent periods includes the determination of the present value of a liability and offsetting asset, the subsequent accretion of that liability and depletion of the asset, and a periodic review of the ARO liability estimates and discount rates used in the analysis. We provide additional information about our asset retirement obligations in Note 5 to our consolidated financial statements titled, "Property, Plant and Equipment."

Restructuring. We record specific accruals in connection with plans for restructuring elements of our business. These accruals include estimates principally related to employee separation costs, the closure and/or consolidation of facilities, and contractual obligations. Actual amounts could differ from the original estimates. We review our restructuring-related accruals on a quarterly basis and changes to plans are appropriately recognized in the Consolidated Statements of Income in the period the change is identified.

Purchase Accounting and Goodwill. Assets and liabilities of the business acquired are accounted for at their estimated fair values as of the acquisition date. Any excess of the cost of the acquisition over the fair value of the net tangible and intangible assets acquired is recorded as goodwill. We supplement management expertise with valuation specialists in performing appraisals to assist us in determining the fair values of assets acquired and liabilities assumed. These valuations require us to make estimates and assumptions, especially with respect to intangible assets. We generally amortize our intangible assets over their useful lives with the exception of indefinite lived intangible assets. We do not amortize goodwill, but we evaluate it annually for impairment. Therefore, the allocation of the purchase price to intangible assets and goodwill has a significant impact on future operating results.

We evaluate the recoverability of recorded goodwill amounts annually, or when evidence of potential impairment exists. We may consider qualitative indicators of the fair value of a reporting unit when it is unlikely that a reporting unit has impaired goodwill. We may also utilize a discounted cash flow analysis that requires certain assumptions and estimates be made regarding market conditions and our future profitability. In those circumstances, we test goodwill for impairment by reviewing the book value compared to the fair value at the reporting unit level. We calculate the fair value of our reporting units based on the present value of estimated future cash flows. Considerable management judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate future cash flows to measure fair value. Assumptions used in our impairment evaluations, such as forecasted growth rates and cost of capital, are consistent with internal projections and operating plans. We believe such assumptions and estimates are also comparable to those that would be used by other marketplace participants.

As a result of our annual goodwill impairment review for fiscal year 2017, we concluded that the carrying value of one of our reporting units exceeded its fair value. The Synergy Health Netherlands linen management unit is reported within our Healthcare Specialty Services segment. Financial forecasts prepared for the annual assessment reflected pricing pressures, volume declines driven by overcapacity in the market, and a decline in the overall market size. These factors resulted in further degradation of the already low operating margin and cash flows of this unit. We incurred a goodwill impairment charge of $58,356 as a result, which is recorded within Goodwill impairment loss in the Consolidated Statements of Income. The fair market value of the reporting unit was determined under an income approach using discounted cash flows and estimated fair market values. Fair value calculated using a discounted cash flow analysis is classified within level 3 of the fair value hierarchy and requires several assumptions including risk adjusted discount rates and financial forecasts.

We evaluate indefinite lived intangible assets annually, or when evidence of potential impairment exists. We evaluate several qualitative indicators and assumptions, and trends that influence the valuation of the assets to determine if any evidence of potential impairment exists. During the third quarter of fiscal 2017, we adopted a new branding strategy change as part of the integration of certain Synergy Health operations into the Healthcare Specialty Services Segment. Under this new branding strategy, hospital sterilization services and instrument repair services will utilize the STERIS Instrument Management Services brand name. The Synergy Health trade name was phased out during the fourth quarter of fiscal 2017. As a result, we have shortened the estimated useful life of the Synergy Health trade name and have accelerated the corresponding amortization expense over the remainder of fiscal 2017, which totaled $14,444 and was recorded within the Selling, general and administrative expense line on the Consolidated Statements of Income.

Income Taxes. Our provision for income taxes is based on our current period income, changes in deferred income tax assets and liabilities, income tax rates, changes in uncertain tax benefits, and tax planning opportunities available to us in the various jurisdictions in which we operate. Tax laws are complex and subject to different interpretations by the taxpayer and the respective governmental taxing authorities. We use significant judgment in determining our annual effective income tax rate and evaluating our tax positions. We prepare and file tax returns based on our interpretation of tax laws and regulations, and we record estimates based on these judgments and interpretations. We cannot be sure that the tax authorities will agree with all of the tax positions taken by us. The actual income tax liability for each jurisdiction in any year can, in some instances, ultimately determined be several years after the tax return is filed and the financial statements are published.

We evaluate our tax positions using the recognition threshold and measurement attribute in accordance with current accounting guidance. We determine whether it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, we presume that the position will be examined by the appropriate taxing authority and that the taxing authority will have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. The appropriate unit of account for determining what constitutes an individual tax position, and whether the more-likely-than-not recognition threshold is met for a tax position, is a matter of judgment based on the individual facts and circumstances of that position evaluated in light of all available evidence. We review and adjust our tax estimates periodically because of ongoing examinations by and settlements with the various taxing authorities, as well as changes in tax laws, regulations and precedent.

We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. We regularly review our deferred tax assets for recoverability and establish a valuation allowance based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences, and the implementation of tax planning strategies. If we are unable to generate sufficient future taxable income in certain tax jurisdictions, or if there is a material change in the effective income tax rates or time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowance, which would increase our effective income tax rate and could result in an adverse impact on our consolidated financial position, results of operations, or cash flows.

We believe that adequate accruals have been made for income taxes. Differences between the estimated and actual amounts determined upon ultimate resolution, individually or in the aggregate, are not expected to have a material adverse effect on our consolidated financial position, but could possibly be material to our consolidated results of operations or cash flow for any one period.

Additional information regarding income taxes is included in Note 8 to our consolidated financial statements titled, “Income Taxes.”

Self-Insurance Liabilities. We record a liability for self-insured risks that we retain for general and product liabilities, workers’ compensation, and automobile liabilities based on actuarial calculations. We use our historical loss experience and actuarial methods to calculate the estimated liability. This liability includes estimated amounts for both losses and incurred but not reported claims. We review the assumptions used to calculate the estimated liability at least annually to evaluate the adequacy of the amount recorded. We maintain insurance policies to cover losses greater than our estimated liability, which are subject to the terms and conditions of those policies. The obligation covered by insurance contracts will remain on the balance sheet as we remain liable to the extent insurance carriers do not meet their obligation. Estimated amounts receivable under the contracts are included in the "Prepaid expenses and other current assets" line, and the "Other assets" line of our consolidated balance sheets. Our accrual for self-insured risk retention as of March 31, 2017 and 2016 was $22.7 million and $20.2 million, respectively.

We are also self-insured for employee medical claims. We estimate a liability for incurred but not reported claims based upon recent claims experience. Our self-insured liabilities contain uncertainties because management must make assumptions and apply judgments to estimate the ultimate cost to settle reported claims and claims incurred but not reported as of the balance sheet date. If actual results are not consistent with these assumptions and judgments, we could be exposed to additional costs in subsequent periods.

Contingencies. We are, and will likely continue to be, involved in a number of legal proceedings, government investigations, and claims, which we believe generally arise in the course of our business, given our size, history, complexity, and the nature of our business, products, Customers, regulatory environment, and industries in which we participate. These legal proceedings, investigations and claims generally involve a variety of legal theories and allegations, including, without limitation, personal injury (e.g., slip and falls, burns, vehicle accidents), product liability or regulation (e.g., based on product operation or claimed malfunction, failure to warn, failure to meet specification, or failure to comply with regulatory requirements), product exposure (e.g., claimed exposure to chemicals, asbestos, contaminants, radiation), property damage (e.g., claimed damage due to leaking equipment, fire, vehicles, chemicals), commercial claims (e.g., breach of contract, economic loss, warranty, misrepresentation), financial (e.g., taxes, reporting), employment (e.g., wrongful termination, discrimination, benefits matters), and other claims for damage and relief.

We record a liability for such contingencies to the extent we conclude that their occurrence is both probable and estimable. We consider many factors in making these assessments, including the professional judgment of experienced members of management and our legal counsel. We have made estimates as to the likelihood of unfavorable outcomes and the amounts of such potential losses. In our opinion, the ultimate outcome of these proceedings and claims is not anticipated to have a material adverse affect on our consolidated financial position, results of operations, or cash flows. However, the ultimate outcome of

proceedings, government investigations, and claims is unpredictable and actual results could be materially different from our estimates. We record expected recoveries under applicable insurance contracts when we are assured of recovery. Refer to Note 10 of our consolidated financial statements titled, "Commitments and Contingencies" for additional information.

We are subject to taxation from federal, state and local, and foreign jurisdictions. Tax positions are settled primarily through the completion of audits within each individual tax jurisdiction or the closing of a statute of limitation. Changes in applicable tax law or other events may also require us to revise past estimates. The IRS of the United States routinely conducts audits of our federal income tax returns.

Additional information regarding our commitments and contingencies is included in Note 10 to our consolidated financial statements titled, “Commitments and Contingencies.”

Benefit Plans. We provide defined benefit pension plans for certain employees and retirees. In addition, we sponsor an unfunded post-retirement benefits plan for two groups of United States retirees. Benefits under this plan include retiree life insurance and retiree medical insurance, including prescription drug coverage.

Employee pension and post-retirement benefits plans are a cost of conducting business and represent obligations that will be settled in the future and therefore, require us to use estimates and make certain assumptions to calculate the expense and liabilities related to the plans. Changes to these estimates and assumptions can result in different expense and liability amounts. Future actual experience may be significantly different from our current expectations. We believe that the most critical assumptions used to determine net periodic benefit costs and projected benefit obligations are the expected long-term rate of return on plan assets and the discount rate. A summary of significant assumptions used to determine the March 31, 2017 projected benefit obligations and the fiscal 2017 net periodic benefit costs is as follows:

	Synergy Health PLC	Isotron BV	Synergy Health Daniken AG	Synergy Health Radeberg	Synergy Health Allershausen	U.S. Post-Retirement Benefits Plan
Funding Status	**Funded**	**Funded**	**Funded**	**Funded**	**Funded**	**Unfunded**
Assumptions used to determine March 31, 2017						
Benefit obligations:						
Discount rate	**2.60%**	**1.60%**	**0.65%**	**1.50%**	**1.50%**	**3.50%**
Assumptions used to determine fiscal 2017						
Net periodic benefit costs:						
Discount rate	**3.50%**	**1.60%**	**0.65%**	**1.50%**	**1.50%**	**3.50%**
Expected return on plan assets	**4.87%**	**1.60%**	**1.40%**	**n/a**	**n/a**	**n/a**

NA – Not applicable.

We develop our expected long-term rate of return on plan assets assumptions by evaluating input from third-party professional advisors, taking into consideration the asset allocation of the portfolios, and the long-term asset class return expectations. Generally, net periodic benefit costs increase as the expected long-term rate of return on plan assets assumption decreases. Holding all other assumptions constant, lowering the expected long-term rate of return on plan assets assumption for our funded defined benefit pension plans by 50 basis points would have increased the fiscal 2017 benefit costs by $0.03 million.

We develop our discount rate assumptions by evaluating input from third-party professional advisers, taking into consideration the current yield on country specific investment grade long-term bonds which provide for similar cash flow streams as our projected benefit obligations. Generally, the projected benefit obligations and the net periodic benefit costs both increase as the discount rate assumption decreases. Holding all other assumptions constant, lowering the discount rate assumption for our defined benefit pension plans and for the other post-retirement benefits plan by 50 basis points would have decreased the fiscal 2017 net periodic benefit costs by less than $0.05 million and would have increased the projected benefit obligations by approximately $9.5 million at March 31, 2017.

We have made assumptions regarding healthcare costs in computing our other post-retirement benefit obligation. The assumed rates of increase generally decline ratably over a five year-period from the assumed current year healthcare cost trend rate of 7% to the assumed long-term healthcare cost trend rate. A 100 basis point change in the assumed healthcare cost trend rate (including medical, prescription drug, and long-term rates) would have had the following effect at March 31, 2017:

	100 Basis Point	
(dollars in thousands)	Increase	Decrease
Effect on total service and interest cost components	**$ 1**	**$ (1)**
Effect on postretirement benefit obligation	**32**	**(32)**

We recognize an asset for the overfunded status or a liability for the underfunded status of defined benefit pension and post-retirement benefit plans in our balance sheets. This amount is measured as the difference between the fair value of plan assets and the benefit obligation (the projected benefit obligation for pension plans and the accumulated post-retirement benefit obligation for other post-retirement benefit plans). Changes in the funded status of the plans are recorded in other comprehensive income in the year they occur. We measure plan assets and obligations as of the balance sheet date. Note 9 to our consolidated financial statements titled, "Benefit Plans," contains additional information about our pension and other post-retirement welfare benefits plans.

Share-Based Compensation. We measure the estimated fair value for share-based compensation awards, including grants of employee stock options at the grant date and recognize the related compensation expense over the period in which the share-based compensation vests. We selected the Black-Scholes-Merton option pricing model as the most appropriate method for determining the estimated fair value of our share-based stock option compensation awards. This model involves assumptions that are judgmental and affect share-based compensation expense.

Share-based compensation expense was $18.8 million in fiscal 2017, $16.1 million in fiscal 2016 and $14.9 million in fiscal 2015. Note 14 to our consolidated financial statements titled, "Share-Based Compensation," contains additional information about our share-based compensation plans.

RECENTLY ISSUED ACCOUNTING STANDARDS IMPACTING THE COMPANY

Recently issued accounting standards that are relevant to us are presented in Note 1 to our consolidated financial statements titled, "Nature of Operations and Summary of Significant Accounting Policies."

INFLATION

Our business has not been significantly impacted by the overall effects of inflation. We monitor the prices we charge for our products and services on an ongoing basis and plan to adjust those prices to take into account future changes in the rate of inflation. However, we may not be able to completely offset the impact of inflation.

FORWARD-LOOKING STATEMENTS

This Form 10-K may contain statements concerning certain trends, expectations, forecasts, estimates, or other forward-looking information affecting or relating to STERIS or its industry, products or activities that are intended to qualify for the protections afforded "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 and other laws and regulations. Forward-looking statements speak only as to the date specified in this Annual Report 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," "comfortable," "trend", and "seeks," or the negative of such terms or other variations on such terms or comparable terminology. Many important factors could cause actual results to differ materially from those in the forward-looking statements including, without limitation, disruption of production or supplies, changes in market conditions, political events, pending or future claims or litigation, competitive factors, technology advances, actions of regulatory agencies, and changes in laws, government regulations, labeling or product approvals or the application or interpretation thereof. Other risk factors are described herein and in STERIS's other securities filings, including Item 1A of this Annual Report on Form 10-K for the year ended March 31, 2017. Many of these important factors are outside of STERIS's control. No assurances can be provided as to any result or the timing of any outcome regarding matters described in this Annual Report 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. References to products are summaries only and should not be considered the specific terms of the product clearance or literature. Unless legally required, STERIS does 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. Other potential risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements include, without limitation, (a) STERIS's ability to meet expectations regarding the accounting and tax treatments of the Combination, (b) the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in connection with the Combination within the expected time-frames or at all and to successfully integrate the operations of the companies, (c) the integration of the operations of the companies being more difficult, time-consuming or costly than expected, (d) 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 Combination, (e) the retention of certain key employees being difficult, (f) 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, (g) the potential for increased pressure on pricing or costs that leads to erosion of profit margins, (h) 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, (i) the possibility that application of or compliance with laws, court rulings, certifications, regulations, regulatory actions, including without limitation those relating to FDA, warning notices or letters, government investigations, the outcome of any pending FDA requests, inspections or submissions, or other requirements or standards may delay, limit or prevent new product introductions, affect the production and marketing of existing products or services or otherwise affect STERIS's performance, results, prospects or value, (j) the potential of international unrest, economic downturn or effects of currencies, tax assessments, adjustments or anticipated rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs, (k) the possibility of reduced demand, or reductions in the rate of growth in demand, for STERIS's products and services, (l) 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 businesses, industry or initiatives including, without limitation, those matters described in this Annual Report on Form 10-K for the year ended March 31, 2017 and other securities filings, may adversely impact STERIS's performance, results, prospects or value, (m) the impact on STERIS and its operations of the "Brexit" or the exit of other member countries from the EU, (n) the impact on STERIS and its operations of any new legislation, regulations or orders, including, but not limited to any new trade or tax legislations, regulations or orders, that may be implemented by the new US Administration or Congress or of any responses thereto, (o) the possibility that anticipated financial results or benefits of recent acquisitions, including the Combination, or of STERIS's restructuring efforts, or of recent divestitures, will not be realized or will be other than anticipated, and (p) the effects of contractions in credit availability, as well as the ability of STERIS's Customers and suppliers to adequately access the credit markets when needed.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the ordinary course of business, we are exposed to various risks, including, but not limited to, interest rate, foreign currency, and commodity risks. These risks are described in the sections that follow.

INTEREST RATE RISK

As of March 31, 2017, we had $961 million in fixed rate senior notes outstanding. As of March 31, 2017, we had $521.6 million in outstanding borrowings under our Credit Agreement. Borrowings under the Credit Agreement are exposed to changes in interest rates. We monitor our interest rate risk, but do not engage in any hedging activities using derivative financial instruments. For additional information regarding our debt structure, refer to Note 6 to our Consolidated Financial Statements titled, “Debt.”

FOREIGN CURRENCY RISK

We are exposed to the impact of foreign currency exchange fluctuations. This foreign currency exchange risk arises when we conduct business in a currency other than the U.S. dollar. For most operations, local currencies have been determined to be the functional currencies. The financial statements of subsidiaries are translated to their U.S. dollar equivalents at end-of-period exchange rates for assets and liabilities and at average currency exchange rates for revenues and expenses. Translation adjustments for subsidiaries whose local currency is their functional currency are recorded as a component of accumulated other comprehensive income (loss) within equity. Note 18 to our consolidated financial statements titled, “Accumulated Other Comprehensive Income (Loss),” contains additional information about the impact of translation on accumulated other comprehensive income (loss) and equity. Transaction gains and losses arising from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency are recognized in the Consolidated Statements of Income. Since we operate internationally and approximately 31% of our revenues and 39% of our cost of revenues are generated outside the United States, foreign currency exchange rate fluctuations can significantly impact our financial position, results of operations, and competitive position.

We enter into foreign currency forward contracts to hedge assets and liabilities denominated in foreign currencies, including inter-company transactions. We do not use derivative financial instruments for speculative purposes. At March 31, 2017, we held foreign currency forward contracts to buy 110 million Mexican pesos and 10 million Canadian dollars.

COMMODITY RISK

We are dependent on basic raw materials, sub-assemblies, components, and other supplies used in our operations. Our financial results could be affected by the availability and changes in prices of these materials. Some of these materials are sourced from a limited number of suppliers or only a single supplier. These materials are also key source materials for our competitors. Therefore, if demand for these materials rises, we may experience increased costs and/or limited or unavailable supplies. As a result, we may not be able to acquire key production materials on a timely basis, which could impact our ability to produce products and satisfy incoming sales orders on a timely basis. In addition, the costs of these materials can rise suddenly and result in significantly higher costs of production. We believe that we have adequate sources of supply for many of our key materials and energy sources. Where appropriate, we enter into long-term supply contracts as a basis to guarantee a reliable supply. We may also enter into commodity swap contracts to hedge price changes in a certain commodity that impacts raw materials included in our cost of revenues. At March 31, 2017, we held commodity swap contracts to buy 581,500 pounds of nickel.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
STERIS plc

We have audited the accompanying consolidated balance sheets of STERIS plc and subsidiaries as of March 31, 2017 and 2016, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended March 31, 2017. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of STERIS plc and subsidiaries at March 31, 2017 and 2016, and the consolidated results of their operations and their cash flows for each of the three years in the period ended March 31, 2017, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), STERIS plc and subsidiaries' internal control over financial reporting as of March 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated May 26, 2017 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Cleveland, Ohio
May 26, 2017

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(in thousands)

March 31,	2017	2016
Assets		
Current assets:		
Cash and cash equivalents	**$ 282,918**	$ 248,841
Accounts receivable (net of allowances of $10,357 and $11,185, respectively)	**483,451**	471,523
Inventories, net	**197,837**	192,792
Prepaid expenses and other current assets	**53,596**	59,369
Total current assets	**1,017,802**	972,525
Property, plant, and equipment, net	**915,908**	1,064,319
Goodwill and intangibles, net	**2,956,190**	3,279,942
Other assets	**34,555**	29,630
Total assets	**$ 4,924,455**	$ 5,346,416
Liabilities and equity		
Current liabilities:		
Accounts payable	**$ 133,479**	$ 139,572
Accrued income taxes	**14,640**	13,683
Accrued payroll and other related liabilities	**78,575**	93,976
Accrued expenses and other	**154,889**	153,375
Total current liabilities	**381,583**	400,606
Long-term indebtedness	**1,478,361**	1,567,796
Deferred income taxes, net	**171,805**	254,824
Other liabilities	**82,673**	84,298
Total liabilities	**$ 2,114,422**	$ 2,307,524
Commitments and contingencies (see Note 11)		
Preferred shares, with £0.10 par value; 100 shares authorized; 100 issued and outstanding	**15**	15
Ordinary shares, with £0.10 par value; £17,006 aggregate par amount authorized; 84,948 and 85,920 ordinary shares issued and outstanding, respectively	**2,085,134**	2,151,719
Retained earnings	**954,155**	939,459
Accumulated other comprehensive loss	**(240,702)**	(68,159)
Total shareholders' equity	**2,798,602**	3,023,034
Noncontrolling interests	**11,431**	15,858
Total equity	**2,810,033**	3,038,892
Total liabilities and equity	**$ 4,924,455**	$ 5,346,416

See notes to consolidated financial statements.

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share amounts)

Years Ended March 31,	2017	2016	2015
Revenues:			
Product	**$ 1,199,350**	$ 1,130,046	$ 1,047,805
Service	**1,413,406**	1,108,718	802,458
Total revenues	**2,612,756**	2,238,764	1,850,263
Cost of revenues:			
Product	**624,542**	618,161	584,210
Service	**962,582**	725,122	491,752
Total cost of revenues	**1,587,124**	1,343,283	1,075,962
Gross profit	**1,025,632**	895,481	774,301
Operating expenses:			
Selling, general, and administrative	**680,069**	626,710	493,342
Goodwill impairment loss	**58,356**	—	—
Research and development	**59,397**	56,664	54,139
Restructuring expenses	**215**	(820)	(391)
Total operating expenses	**798,037**	682,554	547,090
Income from operations	**227,595**	212,927	227,211
Non-operating expenses, net:			
Interest expense	**44,520**	42,708	19,187
Interest income and miscellaneous expense	**(1,571)**	(1,665)	(796)
Total non-operating expenses, net	**42,949**	41,043	18,391
Income before income tax expense	**184,646**	171,884	208,820
Income tax expense	**74,015**	60,299	73,756
Net income	**110,631**	111,585	135,064
Less: Net income attributable to noncontrolling interests	**666**	822	—
Net income attributable to shareholders	**$ 109,965**	$ 110,763	$ 135,064
Net income per share attributable to shareholders:			
Basic	**$ 1.29**	$ 1.57	$ 2.27
Diluted	**$ 1.28**	$ 1.56	$ 2.25
Cash dividends declared per ordinary share outstanding	**$ 1.09**	$ 0.98	$ 0.90

See notes to consolidated financial statements.

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

Years Ended March 31,	2017	2016	2015
Net income	**$ 110,631**	$ 111,585	$ 135,064
Less: Net income attributable to noncontrolling interests	**666**	822	—
Net income attributable to shareholders	**$ 109,965**	$ 110,763	$ 135,064
Other comprehensive (loss) income			
Unrealized gain (loss) on available for sale securities, (net of taxes of $402, ($266) and $85, respectively)	**851**	(1,741)	507
Amortization of pension and postretirement benefit plans costs, (net of taxes of $963, ($700), and $4,007, respectively)	**(7,463)**	(3,032)	(6,461)
Pension settlement (net of taxes of $0, $10,563 and $0, respectively)	**—**	17,029	—
Change in cumulative foreign currency translation adjustment	**(165,931)**	(13,746)	(65,196)
Total other comprehensive loss attributable to shareholders	**(172,543)**	(1,490)	(71,150)
Comprehensive (loss) income attributable to shareholders	**$ (62,578)**	$ 109,273	$ 63,914

See notes to consolidated financial statements.

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

Years Ended March 31,	2017	2016	2015
Operating activities:			
Net income	**$ 110,631**	$ 111,585	$ 135,064
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, depletion, and amortization	**188,142**	143,740	91,541
Deferred income taxes	**31,274**	704	(4,916)
Share-based compensation expense	**18,794**	16,147	14,921
Pension settlement expense	**—**	26,470	—
Pension contributions made in settlement	**—**	(4,641)	—
Loss (gain) on the disposal of property, plant, equipment, and intangibles, net	**760**	1,813	(151)
Loss on sale of businesses	**86,574**	—	—
Excess tax benefit from share-based compensation	**—**	(6,281)	(11,526)
Goodwill impairment loss	**58,356**	—	—
Other items	**(13,242)**	(14,328)	(9,238)
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable, net	**(48,140)**	(31,560)	(2,774)
Inventories, net	**(12,829)**	1,810	(9,902)
Other current assets	**2,324**	(9,599)	2,089
Accounts payable	**6,884**	5,249	(3,146)
Accruals and other, net	**(5,442)**	13,566	44,078
Net cash provided by operating activities	**424,086**	254,675	246,040
Investing activities:			
Purchases of property, plant, equipment, and intangibles, net	**(172,901)**	(126,407)	(85,255)
Proceeds from the sale of property, plant, equipment, and intangibles	**4,846**	844	829
Proceeds from the sale of businesses	**135,713**	—	—
Purchases of investments	**(6,356)**	—	(4,681)
Acquisition of business, net of cash acquired	**(65,557)**	(604,021)	(194,662)
Net cash used in investing activities	**(104,255)**	(729,584)	(283,769)
Financing activities:			
Proceeds from the issuance of long-term obligations	**293,730**	350,000	—
Payments on long-term obligations	**(172,500)**	(92,567)	—
Proceeds under credit facilities, net	**(196,613)**	369,451	129,770
Deferred financing fees and debt issuance costs	**(1,073)**	(5,169)	(14,370)
Acquisition related contingent consideration	**(9,918)**	—	(1,250)
Repurchases of common shares	**(97,509)**	(14,369)	(30,687)
Cash dividends paid to common shareholders	**(93,193)**	(65,203)	(53,513)
Proceeds from issuance of equity to minority shareholders	**5,022**	625	—
Stock option and other equity transactions, net	**4,955**	11,240	28,274
Excess tax benefit from share-based compensation	**—**	6,281	11,526
Net cash (used in) provided by financing activities	**(267,099)**	560,289	69,750
Effect of exchange rate changes on cash and cash equivalents	**(18,655)**	(4,228)	(17,134)
Increase (decrease) in cash and cash equivalents	**34,077**	81,152	14,887
Cash and cash equivalents at beginning of period	**248,841**	167,689	152,802
Cash and cash equivalents at end of period	**$ 282,918**	$ 248,841	$ 167,689

See notes to consolidated financial statements.

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands)

	Ordinary Shares		Preferred Shares		Treasury Shares		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total Equity
	Number	Amount	Number	Amount	Number	Amount				
Balance at March 31, 2014	58,968	$ 246,186	—	$ —	11,072	$(324,202)	$ 1,112,240	$ 4,481	$ 2,541	$ 1,041,246
Comprehensive income:										
Net income	—	—	—	—	—	—	135,064	—	—	135,064
Other comprehensive loss	—	—	—	—	—	—	—	(71,150)	—	(71,150)
Repurchases of ordinary shares	(542)	—	—	—	542	(30,687)	—	—	—	(30,687)
Equity compensation programs	1,249	7,141	—	—	(1,250)	34,546	—	—	—	41,687
Tax benefit of stock options exercised	—	11,526	—	—	—	—	—	—	—	11,526
Cash dividends – $0.90 per ordinary share	—	—	—	—	—	—	(53,513)	—	—	(53,513)
Change in noncontrolling interest	—	—	—	—	—	—	—	—	(527)	(527)
Balance at March 31, 2015	59,675	$ 264,853	—	$ —	10,364	$(320,343)	$ 1,193,791	$ (66,669)	$ 2,014	$ 1,073,646
Comprehensive income:										
Net income	—	—	—	—	—	—	110,763	—	822	111,585
Other comprehensive loss	—	—	—	—	—	—	—	(1,490)	—	(1,490)
Repurchases of ordinary shares	(267)	(1,020)	—	—	248	(12,974)	(375)	—	—	(14,369)
Equity compensation programs	664	13,624	—	—	(538)	13,667	—	—	—	27,291
Retirement of treasury shares	—	(20,133)	—	—	(10,074)	319,650	(299,517)	—	—	—
Issuance of shares for Synergy Combination	25,839	1,887,479	100	15	—	—	—	—	13,574	1,901,068
Purchase of subsidiary shares from noncontrolling interest	9	635	—	—	—	—	—	—	(1,453)	(818)
Issuance of subsidiary shares to noncontrolling interest	—	—	—	—	—	—	—	—	1,443	1,443
Tax benefit of stock options exercised	—	6,281	—	—	—	—	—	—	—	6,281
Cash dividends – $0.98 per ordinary share	—	—	—	—	—	—	(65,203)	—	—	(65,203)
Change in noncontrolling interest	—	—	—	—	—	—	—	—	(542)	(542)
Balance at March 31, 2016	85,920	$ 2,151,719	100	$ 15	—	$ —	$ 939,459	$ (68,159)	$ 15,858	$ 3,038,892
Comprehensive income:										
Net income	—	—	—		—	—	**109,965**	—	**666**	**110,631**
Other comprehensive loss	—	—	—	—	—	—	—	**(172,543)**	—	**(172,543)**
Repurchases of ordinary shares	**(1,455)**	**(95,433)**	—	—	—	—	**(2,076)**	—	—	**(97,509)**
Equity compensation programs and other	**416**	**23,826**	—	—	—	—	—	—	—	**23,826**
Purchase of subsidiary shares from noncontrolling interest	**67**	**5,022**	—	—	—	—	—	—	**(5,374)**	**(352)**
Issuance of subsidiary shares to noncontrolling interest	—	—	—	—	—	—	—	—	**530**	**530**
Cash dividends – $1.09 per ordinary share	—	—	—	—	—	—	**(93,193)**	—	—	**(93,193)**
Other changes in noncontrolling interest	—	—	—	—	—	—	—	—	**(249)**	**(249)**
Balance at March 31, 2017	**84,948**	**$ 2,085,134**	**100**	**$ 15**	**—**	**$ —**	**$ 954,155**	**$ (240,702)**	**$ 11,431**	**$ 2,810,033**

See notes to consolidated financial statements.

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations. STERIS plc (“Parent”) was organized in 2014 under the laws of England and Wales under the name Solar New HoldCo Limited as a private limited company for the purpose of effecting the combination (“Combination”) of STERIS Corporation, an Ohio corporation (“Old STERIS”), and Synergy Health plc, a public limited company organized under the laws of England and Wales (“Synergy”). Effective November 2, 2015, the Parent was re-registered as a public company under the name of STERIS plc and the Combination closed. As a result of the Combination closing, STERIS plc became the ultimate parent company of Old STERIS and Synergy. Synergy has been re-registered under the name of Synergy Health Limited. The acquisition of Old STERIS was accounted for in the consolidated financial statements as a merger between entities under common control; accordingly the historical consolidated financial statements of Old STERIS for periods prior to November 2, 2015, are considered to be the historical financial statements of STERIS plc. Due to the timing of the Combination, the results of Synergy are only reflected in the results of operations of the Company from November 2, 2015, forward and will affect the comparability to the prior period historical operations of the Company throughout this Annual Report on Form 10-K.

STERIS develops, manufactures and markets infection prevention, contamination control, microbial reduction, and surgical and gastrointestinal support products and services for healthcare, pharmaceutical, scientific, research, industrial, and governmental Customers throughout the world.

As a result of the Combination, we reorganized our operations into four reportable business segments: Healthcare Products, Healthcare Specialty Services, Life Sciences, and Applied Sterilization Technologies. We describe our business segments in Note 11 to our consolidated financial statements titled, "Business Segment Information."

Our fiscal year ends on March 31. References in this Annual Report to a particular "year," "fiscal year," or "year-end" mean our fiscal year. The significant accounting policies applied in preparing the accompanying consolidated financial statements of the Company are summarized below.

Principles of Consolidation. We use the consolidation method to report our investment in our subsidiaries. Therefore, the accompanying consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries. We eliminate inter-company accounts and transactions when we consolidate these accounts. Investments in equity of unconsolidated affiliates, over which the Company has significant influence, but not control, over the financial and operating polices, are accounted for primarily using the equity method. These investments are immaterial to the Company's Consolidated Financial Statements. In prior periods, we presented income attributable to noncontrolling interests in the "Interest income and miscellaneous expense" line of our Consolidated Statements of Income and the amounts were not material.

Use of Estimates. We make certain estimates and assumptions when preparing financial statements according to U.S. GAAP that affect the reported amounts of assets and liabilities at the financial statement dates and the reported amounts of revenues and expenses during the periods presented. These estimates and assumptions involve judgments with respect to many factors that are difficult to predict and are beyond our control. Actual results could be materially different from these estimates. We revise the estimates and assumptions as new information becomes available.

Cash Equivalents and Supplemental Cash Flow Information. Cash equivalents are all highly liquid investments with a maturity of three months or less when purchased. We invest our excess cash in short-term instruments including money market funds and time deposits with major banks and financial institutions. We select investments in accordance with the criteria established in our investment policy. Our investment policy specifies, among other things, maturity, credit quality and concentration restrictions with the objective of preserving capital and maintaining adequate liquidity.

(dollars in thousands, except per share amounts and as noted)

Information supplementing our Consolidated Statements of Cash Flows is as follows:

Years Ended March 31,	2017	2016	2015
Cash paid during the year for:			
Interest	**$ 42,797**	$ 37,165	$ 19,124
Income taxes	**78,009**	60,885	52,707
Cash received during the year for income tax refunds	**2,002**	1,697	2,405

Revenue Recognition. We recognize revenue for products when ownership passes to the Customer, which is based on contract or shipping terms and for services when the service is provided to the Customer. Our Customers include end users as well as dealers and distributors who market and sell our products. Our revenue is not contingent upon resale by the dealer or distributor. We have no further obligations related to bringing about resale and our standard return and restocking fee policies are applied. Revenues are reported net of sales and value-added taxes collected from Customers.

We also have individual Customer contracts that offer discounted pricing. Dealers and distributors may be offered sales incentives in the form of rebates. We reduce revenue for discounts and estimated returns, rebates, and other similar allowances in the same period the related revenues are recorded. Returns, rebates, and similar allowances are estimated based on historical experience and trend analysis.

In transactions that contain multiple elements, such as when products, maintenance services, and other services are combined, we recognize revenue as each product is delivered or service is provided to the Customer. We allocate the total arrangement consideration to each element based on its relative fair value, based on the price for the product or service when it is sold separately.

We offer preventive maintenance agreements to our Customers with contract terms of one to five years which require us to maintain and repair our products during this time. Amounts received under these Customer contracts are initially recorded as deferred service revenues and then recognized as service revenues ratably over the contract term.

Accounts Receivable. Accounts receivable are presented at their face amount, less allowances for sales returns and uncollectible accounts. Accounts receivable consist of amounts billed and currently due from Customers and amounts earned but unbilled. We generally obtain and perfect security interest in products sold in the United States when we have a concern with the Customer's risk profile.

We maintain an allowance for uncollectible accounts receivable for estimated losses in the collection of amounts owed by Customers. We estimate the allowance based on analyzing a number of factors, including amounts written off historically, Customer payment practices, and general economic conditions. We also analyze significant Customer accounts on a regular basis and record a specific allowance when we become aware of a specific Customer’s inability to pay. As a result, the related accounts receivable are reduced to an amount that we reasonably believe is collectible.

We maintain an allowance for sales returns based upon known returns and estimated returns for both capital equipment and consumables. We estimate returns of capital equipment and consumables based upon recent historical experience.

Inventories, net. Inventories are stated at the lower of their cost or market value. We determine cost based upon a combination of the last-in, first-out (“LIFO”) and first-in, first-out (“FIFO”) cost methods. For inventories valued using the LIFO method, we believe that the use of the LIFO method results in a matching of current costs and revenues. Inventories valued using the LIFO method represented approximately 29.0% and 31.0% of total inventories at March 31, 2017 and 2016, respectively. Inventory costs include material, labor, and overhead. If we had used only the FIFO method of inventory costing, inventories would have been $16,706 and $17,608 higher than those reported at March 31, 2017 and 2016, respectively.

We review inventory on an ongoing basis, considering factors such as deterioration, obsolescence, and other items. We record an allowance for estimated losses when the facts and circumstances indicate that particular inventories will not be usable. If future market conditions vary from those projected, and our estimates prove to be inaccurate, we may be required to write-down inventory values and record an adjustment to cost of revenues.

Property, Plant, and Equipment. Our property, plant, and equipment consists of land and land improvements, buildings and leasehold improvements, machinery and equipment, information systems, radioisotope (cobalt-60), linens and construction in progress. Property, plant, and equipment are presented at cost less accumulated depreciation and depletion. We capitalize additions and improvements. Repairs and maintenance are charged to expense as they are incurred.

(dollars in thousands, except per share amounts and as noted)

Land is not depreciated and construction in progress is not depreciated until placed in service. Depreciation of most assets is computed on the cost less the estimated salvage value by using the straight-line method over the estimated remaining useful lives. Depletion of radioisotope is computed using the annual decay factor of the material, which is similar to the sum-of-the-years-digits method.

We generally depreciate or deplete property, plant, and equipment over the useful lives presented in the following table:

Asset Type	Useful Life (years)
Land improvements	3-40
Buildings and leasehold improvements	2-50
Machinery and equipment	2-20
Information Systems	2-20
Radioisotope (cobalt-60)	20
Linens	1-5

When we sell, retire, or dispose of property, plant, and equipment, we remove the asset's cost and accumulated depreciation from our Consolidated Balance Sheet. We recognize the net gain or loss on the sale or disposition in the Consolidated Statements of Income in the period when the transaction occurs.

Interest. We capitalize interest costs incurred during the construction of long-lived assets. We capitalized interest costs of $1,141 and $723 for the years ended March 31, 2017 and 2016, respectively. Total interest expense for the years ended March 31, 2017, 2016, and 2015 was $44,520, $42,708, and $19,187, respectively.

Identifiable Intangible Assets. Our identifiable intangible assets include product technology rights, trademarks, licenses, and Customer and vendor relationships. We record these assets at cost, or when acquired as part of a business acquisition, at estimated fair value. We generally amortize identifiable intangible assets over periods ranging from 5 to 20 years using the straight-line method. Our intangible assets also include indefinite lived assets including certain trademarks and tradenames that were acquired in connection with business combinations. These assets are tested at least annually for impairment.

Investments. Investments in marketable securities are stated at fair value and are included in "Other assets" on the Consolidated Balance Sheets. Unrealized gains and losses on marketable securities classified as available-for-sale are recorded in Accumulated Other Comprehensive Income (Loss).

Asset Impairment Losses. Property, plant, equipment, and identifiable intangible assets are reviewed for impairment when indicators of impairment exist and circumstances indicate that the carrying value of such assets may not be recoverable. Impaired assets are recorded at the lower of carrying value or estimated fair value. We monitor for such indicators on an ongoing basis and if an impairment exists, we record the loss in the Consolidated Statements of Income during that period.

Asset Retirement Obligations. We incur retirement obligations for certain assets. We recorded initial liabilities for the asset retirement obligations ("ARO") at fair value. Recognition of ARO includes: estimating the present value of a liability and offsetting asset, the subsequent accretion of that liability and depletion of the asset, and a periodic review of the ARO liability estimates and discount rates used in the analysis. We provide additional information about our asset retirement obligations in Note 5 to our consolidated financial statements titled, "Property, Plant and Equipment."

Acquisitions of Business. Assets acquired and liabilities assumed in a business combination are accounted for at fair value on the date of acquisition. Costs related to the acquisition are expensed as incurred.

Goodwill. We perform our annual impairment test for goodwill in the third quarter of each year. We may consider qualitative indicators of the fair value of a reporting unit when it is unlikely that a reporting unit has impaired goodwill. We may also utilize a discounted cash flow analysis that requires certain assumptions and estimates be made regarding market conditions and our future profitability. We review the book value compared to the fair value at the reporting unit level. We calculate the fair value of our reporting units based on the present value of estimated future cash flows. Considerable management judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate future cash flows to measure fair value. Assumptions used in our impairment evaluations, such as forecasted growth rates and cost of capital, are consistent with internal projections, strategic plans, and operating plans. We believe such assumptions and estimates are also comparable to those that would be used by other marketplace participants.

Self-Insurance Liabilities. We record a liability for self-insured risks that we retain for general and product liabilities, workers' compensation, and automobile liabilities based on actuarial calculations. We use our historical loss experience and actuarial methods to calculate the liability. This liability includes estimates for both losses and incurred but not reported claims. We review the assumptions used to calculate the estimated liability at least annually to evaluate the adequacy of the amount recorded. We maintain insurance policies to cover losses greater than our estimated liability, which are subject to the terms and conditions of those policies. We are also self-insured for certain employee medical claims. We estimate a liability for incurred but not reported claims based upon recent claims experience.

Benefit Plans. We sponsor defined benefit pension plans. We also sponsor a post-retirement benefits plan for certain former employees. We determine our costs and obligations related to these plans by evaluating input from third-party professional advisers. These costs and obligations are affected by assumptions including the discount rate, expected long-term rate of return on plan assets, the annual rate of change in compensation for eligible employees, estimated changes in costs of healthcare benefits, and other factors. We review the assumptions used on an annual basis.

We recognize an asset for the overfunded status or a liability for the underfunded status of defined benefit pension and post-retirement benefits plans in our consolidated balance sheets. This amount is measured as the difference between the fair value of plan assets and the benefit obligation (the projected benefit obligation for pension plans and the accumulated post-retirement benefit obligation for other post-retirement benefit plans). Changes in the funded status of the plans are recorded in other comprehensive income in the year they occur. We measure plan assets and obligations as of the balance sheet date. We provide additional information about our pension and other post-retirement benefits plans in Note 9 to our consolidated financial statements titled, "Benefit Plans."

Fair Value of Financial Instruments. Except for long-term debt, our financial instruments are highly liquid or have short-term maturities. We provide additional information about the fair value of our financial instruments in Note 17 titled, "Fair Value Measurements."

Foreign Currency Translation. Most of our operations use their local currency as their functional currency. Financial statements of subsidiaries are translated into U.S. dollars using the exchange rate at each balance sheet date for assets and liabilities and a weighted average exchange rate for each period for revenues, expenses, gains and losses. Translation adjustments for subsidiaries whose local currency is their functional currency are recorded as a component of accumulated other comprehensive income (loss) within equity. Transaction gains and losses resulting from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency are recognized as incurred in the accompanying Consolidated Statement of Income, except for certain inter-company balances designated as long-term investments.

Forward and Swap Contracts. We enter into foreign currency forward contracts to hedge assets and liabilities denominated in foreign currencies, including inter-company transactions. We do not use derivative financial instruments for speculative purposes. These contracts are marked to market, with gains and losses recognized within "Selling, general, and administrative expenses" or "Cost of revenues" in the accompanying Consolidated Statements of Income.

Warranty. Warranties are provided on the sale of certain of our products and services and an accrual for estimated future claims is recorded at the time revenue is recognized. We estimate warranty expense based primarily on historical warranty claim experience.

Shipping and Handling. We record shipping and handling costs in costs of revenues. Shipping and handling costs charged to Customers are recorded as revenues in the period the product revenues are recognized.

Advertising Expenses. Costs incurred for communicating, advertising and promoting our products are generally expensed when incurred as a component of Selling, General and Administrative Expense. We incurred $12,622, $10,785, and $9,732 of advertising costs during the years ended March 31, 2017, 2016, and 2015, respectively.

Research and Development. We incur research and development costs associated with commercial products and expense these costs as incurred. If a Customer reimburses us for research and development costs, the costs are charged to the related contracts as costs of revenues.

Income Taxes. We defer income taxes for all temporary differences between pre-tax financial and taxable income and between the book and tax basis of assets and liabilities. We record valuation allowances to reduce net deferred tax assets to an amount that we expect will more-likely-than-not be realized. In making such a determination, we consider all available information, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and if applicable, any carryback claims that can be filed. In the event we were to determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount, we would make an adjustment to the valuation allowance which would reduce the provision for income taxes and the effective tax rate.

We evaluate uncertain tax positions in accordance with a two-step process. The first step is recognition: The determination of whether or not it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, we presume that the position will be examined by the appropriate tax authority and that the tax authority will have full knowledge of all relevant information. The second step is measurement: A tax position that meets the more-likely-than-not threshold is measured to determine the amount of benefit to recognize in the financial statements. The measurement process requires the determination of the range of possible settlement amounts and the probability of achieving each of the possible settlements. The tax position is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. No tax benefits are recognized for positions that do not meet the more-likely-than-not threshold. Tax positions that previously failed to meet the more-likely-than-not threshold are recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold are derecognized in the first subsequent financial reporting period in which the threshold is no longer met. We describe income taxes further in Note 8 to our consolidated financial statements titled, “Income Taxes.”

Medical Device Excise Tax. The Medical Device Excise Tax became effective January 1, 2013. The excise tax was mandated by the 2010 health care reform legislation and assesses a 2.3% tax on the sale or use of certain medical devices that are sold or manufactured in the United States. Many of our products are subject to the excise tax. Late in 2015, Congress enacted legislation that suspended the excise tax for 2016 and 2017. As a result, we did not incur Medical Device Excise taxes during fiscal 2017. We incurred Medical Device Excise taxes of $5,802, and $7,917 during fiscal years 2016 and 2015, respectively, which was included in cost of revenues in the period of sale.

Share-Based Compensation. We describe share-based compensation in Note 14 to our consolidated financial statements titled, “Share-Based Compensation.” We measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. We record liability awards at fair value each reporting period and the change in fair value is reflected as share-based compensation expense in our Consolidated Statements of Income. The expense is classified as cost of goods sold, selling, general and administrative expenses or research and development expenses in a manner consistent with the employee’s compensation and benefits. These costs are recognized in the Consolidated Statement of Income over the period during which an employee is required to provide service in exchange for the award.

Restructuring. We recognize restructuring expenses as incurred. Asset impairment and accelerated depreciation expenses primarily relate to inventory write-downs for rationalized products and adjustments in the carrying value of the related facilities and machinery and equipment to their estimated fair value. In addition, the remaining useful lives of other property, plant, and equipment associated with the related operations are reevaluated based on the respective restructuring plan, which may result in the acceleration of depreciation and amortization of certain assets.

(dollars in thousands, except per share amounts and as noted)

Recently Issued Accounting Standards Impacting the Company

Recently Issued Accounting Standards Impacting the Company are presented in the following table:

Standard	Date of Issuance	Description	Date of Adoption	Effect on the financial statements or other significant matters
Standards that have recently been adopted				
ASU 2015-05, "Goodwill and other-Internal-Use Software" (Subtopic 350-40)	April 2015	The standard provides guidance on a customer's accounting for fees paid in cloud computing arrangements. Previously, there was no U.S. GAAP guidance on accounting for such fees from the customer's perspective. Under the standard, customers will apply the same criteria as vendors to determine whether the arrangement contains a software license or is solely a service contract. The determination could impact the classification of advance payments in the statements of financial position and cash flows as well as the classification of the expenses in the results of operations. The standard is effective for annual periods beginning after December 15, 2015 and interim periods within that period. Early adoption is permitted.	First Quarter Fiscal 2017	The prospective adoption of this standard did not have a material impact on our statements of consolidated financial position, results of operations and cash flows.
ASU 2015-07, "Fair Value Measurement: Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent)" (Topic 820)	May 2015	This standard removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the asset value per share practical expedient. The standard also removes the requirement to make certain disclosures for these investments that are eligible to be measured at fair value using the net asset value per share practical expedient.	Fourth Quarter Fiscal 2017	We retrospectively applied the requirements of this standard to investments that use net asset value per share as a practical expedient for all comparative periods presented in Note 9. Benefit Plans and Note 17. Fair Value Measurements.
ASU 2016-09, "Stock Compensation: Improvements to Employee Share-Based Payment Accounting" (Topic 718)	March 2016	The update simplifies several aspects of the accounting for share-based payment award transactions, including income tax consequences, the classification of awards as either equity or liabilities, and the classification on the statement of cash flows. The standard is effective for annual periods beginning after December 15, 2016 and interim periods within that period. Early adoption is permitted.	First Quarter Fiscal 2017	As a result of the adoption of this standard, we recorded $5.1 million of excess tax benefits associated with share based compensation in the Consolidated Statements of Income for the year-ended March 31, 2017 and have included the associated cash flows as cash provided by operating activities. Prior periods have not been restated.

(dollars in thousands, except per share amounts and as noted)

Standards that have not yet been adopted				
ASU 2014-09, "Revenue from Contracts with Customers" and subsequently issued amendments	May 2014	The standard will replace existing revenue recognition standards and significantly expand the disclosure requirements for revenue arrangements. It may be adopted either retrospectively or on a modified retrospective basis to new contracts and existing contracts with remaining performance obligations as of the effective date. The standard update is effective for annual periods beginning after December 15, 2017 and interim periods within that period. Early adoption is not permitted before the original public entity effective date of December 15, 2016.	N/A	We have not completed our assessment of the new revenue recognition standard, however, we currently anticipate adopting this standard using the modified-retrospective method. We are in the process of quantifying the potential impacts that the standard will have on our consolidated statements of financial position, results of operations and cash flows.
ASU 2015-11, "Inventory - Simplifying the Measurement of Inventory" (Topic 330)	July 2015	The standard requires an entity to measure inventory within the scope of this update at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The standard is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years and should be applied prospectively. Early adoption is permitted.	N/A	We do not expect the adoption of this standard to have a material impact on our consolidated financial statements.
ASU 2016-01, "Financial Instruments - Overall - Recognition and Measurement of Financial Assets and Liabilities" (Subtopic 825-10)	January 2016	The standard changes how equity investments are measured and presents changes in the fair value of financial liabilities measured under the fair value option. Presentation and disclosure requirements for financial instruments are also affected. Entities will be required to measure equity investments that do not result in consolidation and are not recorded under the equity method at fair value with changes in fair value recognized in net income. The standard clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale securities. The accounting for other financial instruments, such as loans, investments in debt securities, and financial liabilities is largely unchanged. The standard is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years.	N/A	We are in the process of evaluating the impact that the standard will have on our statements of consolidated financial position, results of operations and cash flows.
ASU 2016-02, "Leases" (Topic 842)	February 2016	The update will require lessees to record all leases, whether finance or operating, on the balance sheet. An asset will be recorded to represent the right to use the leased asset, and a liability will be recorded to represent the lease obligation. The standard is effective for annual periods beginning after December 15, 2018 and interim periods within that period. Early adoption is permitted.	N/A	We are in the process of evaluating the impact that the standard will have on our statements of consolidated financial position, results of operations and cash flows.

(dollars in thousands, except per share amounts and as noted)

ASU 2016-07, "Investments - Equity Method and Joint Ventures, Simplifying the Transition to the Equity Method of Accounting" (Topic 323)	March 2016	The update replaces the previous requirement to retroactively adopt the equity method. The new standard requires that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. The standard is effective for annual periods beginning after December 15, 2016 and interim periods within that period. Early adoption is permitted.	N/A	We do not expect the adoption of this standard to have a material impact on our statements of consolidated financial position, results of operations and cash flows.
ASU 2016-15, "Statement of Cash Flows" (Topic 230)	August 2016	This update provides guidance on the following specific cash flow issues: Debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of borrowing, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies, distributions received from equity method investees, beneficial interests in securitization transactions, and separately identifiable cash flows and application of the predominance principle. The standard is effective for annual periods beginning after December 15, 2017 and interim periods within that period. Early adoption is permitted.	N/A	We are in the process of evaluating the impact that the standard will have on our statement of cash flows.
ASU 2016-16, "Income Taxes, Intra-Entity Transfers of Assets Other Than Inventory" (Topic 740)	October 2016	The update improves the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. The new standard requires the recognition of income tax consequences resulting from an intra-entity transfer of an asset other than inventory when the transfer occurs. The standard is effective for annual periods beginning after December 15, 2018. Early adoption is permitted.	N/A	We are in the process of evaluating the impact that the standard will have on our consolidated financial statements.
ASU 2017-04, "Intangibles - Goodwill and Other, Simplifying the Test for Goodwill Impairment" (Topic 350)	January 2017	This update eliminates Step 2 from the goodwill impairment test. In computing the implied fair value of goodwill under Step 2, an entity had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) following the procedures that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Instead, under the amendments of this standard, an entity would perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. The loss should not exceed the total amount of goodwill allocated to that reporting unit. Tax effects should be considered. The standard is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted.	N/A	We are in process of evaluating the impact that the standard will have on our annual goodwill impairment test.

(dollars in thousands, except per share amounts and as noted)

ASU 2017-07 "Compensation - Retirement Benefits - Improving the Presentation of Net Periodic Pension and Net Periodic Postretirement Benefit Cost" (Topic 715)	March 2017	This standard requires that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside the subtotal of income from operations, if one is presented.	N/A	We are in process of evaluating the impact that the standard will have on our annual goodwill impairment test.

2. BUSINESS ACQUISITIONS AND DIVESTITURES

Fiscal 2017 Acquisitions

Compass Medical, Inc.

On September 16, 2016, we purchased the assets of Compass Medical, Inc. ("Compass") for approximately $16.0 million. The purchase price was financed with bank credit facility borrowings. Compass specializes in the sale and repair of flexible endoscopes. On an annual basis, Compass has generated revenues of approximately $6.0 million and is being integrated into our Healthcare Specialty Services segment.

Phoenix Surgical Holdings, Ltd. and Endo-Tek LLP

On August 31, 2016, we purchased 100% of the shares of Phoenix Surgical Holdings, Ltd. and the assets of Endo-Tek LLP ("Phoenix Surgical and Endo-Tek") for approximately $14.3 million combined, net of cash acquired. The purchase price was financed with cash on hand. On an annual basis, these operations, which specialize in the repair of endoscopes, generated approximately $8.0 million in combined revenue and is being integrated into our Healthcare Specialty Services segment.

Medisafe

On July 22, 2016, we purchased 100% of the shares of Medisafe Holdings, Ltd. ("Medisafe"), a U.K. manufacturer of washer/disinfector equipment and related consumables and services for approximately $34.5 million, net of cash acquired. The purchase price was financed with cash on hand. On an annual basis, the Medisafe product line has generated $18.0 million in revenue. The acquisition of Medisafe provides washer manufacturing and research and development capabilities in the U.K. Medisafe's products and services is being integrated into our Healthcare Products segment.

Fiscal 2016 Acquisitions

Synergy Health plc

On November 2, 2015, STERIS acquired all outstanding shares of Synergy in a cash and stock transaction valued at £24.80 ($38.17) per Synergy share, or a total of approximately $2.3 billion based on the low trading price of Old STERIS's stock of $73.02 per share on November 2, 2015. The Combination brought together businesses that generate revenues from over 100 countries and that are geographically complementary. Total costs of approximately $63,789 before tax were incurred during fiscal year 2016 related to the Combination and are reported in Selling, general and administrative expense.

Total consideration for the transaction is presented in the table below. At the closing date of the Combination, vested share option awards remained outstanding under Synergy's Save As You Earn Plans ("SAYE"). In accordance with the provisions of SAYE, vested option awards were exercisable to the extent that the exercise price funds had been accumulated in accordance with the option holder's savings contract. The number of Synergy shares issued were fair valued based on the same cash and stock consideration available to other Synergy shareholders at the time of the Combination.

Cash consideration	$	402,494
STERIS plc shares (25,848,798 ordinary shares issued)		1,887,479
Fair value of consideration available to vested Synergy share option holders		4,819
Total purchase consideration	$	2,294,792

(dollars in thousands, except per share amounts and as noted)

The acquisition of Synergy has been accounted for using the acquisition method of accounting which requires, among other things, the assets acquired, liabilities assumed and noncontrolling interests be recognized at their respective fair values as of the acquisition date. The process for estimating the fair values of identifiable intangible assets and certain tangible assets and assumed liabilities requires the use of judgment in determining the appropriate assumptions and estimates.

During the fiscal 2017 third quarter, adjustments were made to finalize the opening balance sheet fair value estimates. Adjustments related primarily to property, plant and equipment, intangible assets and goodwill. The cumulative impact of the final purchase price allocation resulted in a cumulative decrease in depreciation, amortization and depletion expense of approximately $20 million, of which approximately $17 million was recorded within Selling, general and administrative expense and approximately $3 million was recorded within Cost of revenues in the Consolidated Statements of Income. The cumulative foreign currency translation adjustment recorded as a result of the finalization of purchase accounting was approximately $170 million. The purchase price allocation below represents Synergy's opening balance sheet as of November 2, 2015:

	November 2, 2015 (as previously reported)	Adjustments	November 2, 2015 (revised)
Cash	$ 53,057	$ —	$ 53,057
Accounts receivable	107,341	(4,248)	103,093
Inventory	30,074	—	30,074
Property, plant and equipment	534,879	(38,324)	496,555
Other assets	19,708	(533)	19,175
Intangible assets	806,526	(302,330)	504,196
Goodwill	1,411,781	273,743	1,685,524
Total assets	2,963,366	(71,692)	2,891,674
Current liabilities	(108,192)	260	(107,932)
Long-term indebtedness	(321,082)	—	(321,082)
Non-current liabilities	(230,544)	71,432	(159,112)
Total Liabilities	(659,818)	71,692	(588,126)
Net Assets	$ 2,303,548	$ —	$ 2,303,548

The fair value of machinery and equipment was primarily determined using the cost approach, considering replacement cost, reproduction costs and trend factors based on price indices, which are classified as level 2 inputs within the fair value hierarchy.

(dollars in thousands, except per share amounts and as noted)

The fair values of intangible assets were determined using an income approach considering useful lives, future revenues and margins and a risk adjusted discount rate, which are classified as level 3 inputs within the fair value hierarchy. The estimated fair values and useful lives of these intangible assets are as follows:

		Total	Useful Life
Customer relationships	$	459,074	15 years
Trade names		19,404	15 years
Technology		25,718	6 years
Total intangible assets acquired	$	504,196	

Goodwill was allocated to the Applied Sterilization Technologies and Healthcare Specialty Services segments. Goodwill is the excess of the consideration transferred over the net assets recognized and represents the expected revenue and cost synergies of the combined company and assembled workforce, which are further described above. Goodwill recognized as a result of the acquisition is not deductible for income tax reporting purposes.

Contingent liabilities assumed as part of the Combination totaled $3,031 at the date of the Combination, and were included within accrued expenses and other liabilities in the consolidated balance sheet. These contingent liabilities included $1,470 related to income taxes (including uncertain tax positions) and $1,561 related to contingent consideration associated with prior acquisitions completed by Synergy. Contingent liabilities were recorded at their estimated fair values, aside from those pertaining to uncertainty in income taxes which are an exception to the fair value basis of accounting. See Note 17, titled "Fair Value Measurements" to the consolidated financial statements for additional information on contingent liabilities.

Actual and Pro Forma Impact

Our fiscal 2016 consolidated financial statements include Synergy's results of operations from the date of acquisition on November 2, 2015 through March 31, 2016. Net sales and operating income attributable to Synergy during this period and included in our consolidated financial statements for the fiscal year ended March 31, 2016 total $254,911 and $3,695, respectively.

The following unaudited pro forma information gives effect to our acquisition of Synergy as if the acquisition had occurred on April 1, 2014 and Synergy had been included in our consolidated results of operations for fiscal years ended March 31, 2016 and March 31, 2015.

	Fiscal Year Ended March 31,			
Amounts are unaudited		2016		2015
Net revenues	$	2,619,056	$	2,499,140
Net income from continuing operations		188,269		152,057

The historical consolidated financial information of STERIS and Synergy has been adjusted in the pro forma information to give effect to pro forma events that are (1) directly attributable to the transaction, (2) factually supportable and (3) expected to have a continuing impact on the combined results. In order to reflect the occurrence of the acquisition on April 1, 2014 as required, the unaudited pro forma results include adjustments to reflect the amortization of the inventory step-up, the incremental depreciation from the fair value adjustments to property, plant and equipment, and the incremental intangible asset amortization to be incurred based on the valuations of the assets acquired. Adjustments to financing costs and income tax expense also were made to reflect the capital structure and anticipated effective tax rate of the combined entity. These pro forma amounts are not necessarily indicative of the results that would have been obtained if the acquisition had occurred as of the beginning of the period presented or that may occur in the future, and does not reflect future synergies, integration costs, or other such costs or savings.

Gepco

On July 31, 2015, we acquired all of the outstanding shares of General Econopak, Inc. (“Gepco”), since renamed STERIS Barrier Products Solutions, Inc., for a purchase price of $176,474 in cash, including a customary working capital adjustment. Gepco is a Pennsylvania-based manufacturer of product solutions in the areas of sterility maintenance, barrier protection, and sterile cleanroom products for pharmaceutical, biotechnology and veterinary Customers. Gepco has been integrated into our Life Sciences business segment. The purchase price was financed through a combination of credit facility borrowings and cash on hand. The purchase price has been allocated to the net assets acquired based on fair values at the acquisition date. The acquisition qualified for joint election tax benefit under Section 338 (h)(10) of the Internal Revenue Code, which allows goodwill and intangibles to be fully deductible for tax purposes.

Black Diamond

On June 12, 2015, we acquired the capital stock of Black Diamond Video, Inc. ("Black Diamond"), a California-based developer and provider of operating room integration systems. The purchase price was approximately $46,155, which included a working capital adjustment, deferred consideration of $5,870 and contingent consideration of $800. The transaction consideration paid at closing was funded with cash on hand. Black Diamond has been integrated into our Healthcare Products business segment. The purchase price has been allocated to the net assets acquired based on fair values at the acquisition date.

Other 2016 Acquisitions

We also completed several other minor purchases that continued to expand our service offerings in the Healthcare Products, Healthcare Specialty Services and Life Sciences segments. The aggregate purchase price associated with these transactions was approximately $41,079, including potential contingent consideration of $1,760.

Fiscal Year 2015

Dana Products, Inc.

On March 9, 2015, the Company purchased all the outstanding shares of capital stock of Dana Products, Inc. ("Dana"), an Illinois manufacturer of chemical indicators used in steam sterilizers. The purchase price was approximately $12,414, including a customary working capital adjustment. Dana has been integrated into the Healthcare Products business segment. The purchase price has been allocated to the net assets acquired based on fair values at the acquisition date. The acquisition of Dana qualified for a joint election tax benefit under Section 338(h)(10) of the Internal Revenue Code, which allows goodwill and intangibles to be fully deductible for tax purposes. Intangible assets acquired consist of product names and patents, which are being amortized on a straight line basis over their useful lives of up to ten years.

AGAPE Instruments Service, Inc.

On December 31, 2014, a newly formed subsidiary of the Company purchased the assets and assumed certain liabilities of AGAPE Instruments Service, Inc. ("AGAPE"), an Ohio based provider of certification services. The purchase price was approximately $3,415, including a customary working capital adjustment. The AGAPE business has been integrated into the Life Sciences business segment. The purchase price has been allocated to the net assets acquired based on fair values at the acquisition date. Intangible assets acquired consist of Customer relationships, which are being amortized on a straight line basis over seven years.

Integrated Medical Systems International, Inc.

On May 9, 2014, we completed the acquisition of all of the outstanding shares of capital stock of Integrated Medical Systems International, Inc. ("IMS") pursuant to a Stock Purchase Agreement dated March 31, 2014. The purchase price was approximately $162,905, including a customary working capital adjustment. In addition, we purchased certain real estate used in the IMS business for approximately $10,000. IMS has facilities located in Alabama, Florida and Maryland and provides a variety of services including: endoscope repair, surgical instrument management and sterile processing consulting. IMS has been integrated into our Healthcare Specialty Services segment.

The acquisition of IMS qualified for a joint election tax benefit under Section 338(h)(10) of the Internal Revenue Code, which allows goodwill and intangibles to be fully deductible for tax purposes. Intangible assets acquired consist of trade names and Customer relationships, which are being amortized on a straight line basis over their useful lives of up to nine years, with the exception of the IMS trade name which has an indefinite life.

(dollars in thousands, except per share amounts and as noted)

Fair Value of Assets Acquired and Liabilities Assumed

The table below summarizes the allocation of the purchase price to the net assets acquired based on fair values at the acquisition dates for our fiscal 2017, 2016 and 2015 acquisitions.

	Fiscal Year 2017			Fiscal Year 2016				Fiscal Year 2015		
	Medisafe[1]	Compass [1]	Phoenix Surgical and Endo-Tek [1]	Synergy Health plc	Gepco	Black Diamond	Other Acquisitions	Dana	AGAPE	IMS
Cash	$ 3,751	$ —	$ 769	$ 53,057	$ 1,108	$ —	$ —	$ 135	$ —	$ —
Accounts receivable	3,614	629	1,123	103,093	4,161	2,966	3,859	617	342	16,594
Inventory	2,454	659	950	30,074	1,926	3,309	1,108	388	—	8,478
Property, plant and equipment	639	13	1,092	496,555	3,421	607	1,979	743	—	15,074
Other assets	—	31	46	19,175	946	54	—	—	—	842
Intangible assets	17,151	5,992	—	504,196	61,900	13,500	14,829	6,363	1,200	62,000
Goodwill	19,618	8,987	12,794	1,685,524	104,485	31,792	20,630	4,311	1,899	81,587
Total Assets	47,227	16,311	16,774	2,891,674	177,947	52,228	42,405	12,557	3,441	184,575
Current liabilities	(6,082)	(309)	(1,373)	(107,932)	(1,473)	(4,525)	(1,277)	(143)	(26)	(11,670)
Long-term indebtedness	—	—	—	(321,082)	—	—	—	—	—	—
Non-current liabilities	(2,877)	—	(295)	(159,112)	—	(1,548)	(49)	—	—	—
Total Liabilities	(8,959)	(309)	(1,668)	(588,126)	(1,473)	(6,073)	(1,326)	(143)	(26)	(11,670)
Net Assets	$ 38,268	$ 16,002	$ 15,106	$ 2,303,548	$ 176,474	$ 46,155	$ 41,079	$ 12,414	$ 3,415	$ 172,905

[1] Purchase price allocation is still preliminary as of March 31, 2017, as valuations have not been finalized.

Acquisition related transaction and integration costs totaled $30,082, $82,891, and $32,762 for the fiscal years ended March 31, 2017, 2016, and 2015, respectively. These costs are included in Selling, general, and administrative expenses in the Consolidated Statements of Income.

Divestitures

Netherlands Linen Management Services

On February 9, 2017, we sold our Synergy Health Netherlands Linen Management Services business to EMEA B.V. Annual revenues for Synergy Health Netherlands Linen Management Services were approximately $75 million and were included in the Healthcare Specialty Services segment. We recorded a $42.9 million pre-tax loss on the sale in Selling, general, and administrative expense in the Consolidated Statements of Income as a result of the divestiture. In connection with the divestiture, we entered into a loan agreement to provide financing of up to €15 million for a term of up to 15 years. The loan carries an interest rate of 4 percent for the first four years and 12 percent thereafter. No borrowings were outstanding at March 31, 2017.

US Linen Management Services

On November 3, 2016, we sold our Synergy Health US Linen Management Services business to SRI Healthcare LLC. Annual revenues for US Linen Management Services were approximately $50 million and were included in the Healthcare Specialty Services segment. We recorded proceeds of $4.5 million and recognized a pre-tax loss on the sale, subject to final adjustments, of $31.2 million in Selling, general, and administrative expense in the Consolidated Statements of Income.

Synergy Health Labs

On September 2, 2016, we sold Synergy Health Laboratory Services to SYNLAB International. Annual revenues for the Synergy Health Labs were approximately $15 million and were included in the Applied Sterilization Technologies segment. We recorded proceeds of $25.0 million, net of cash divested, and recognized a pre-tax gain on the sale of $17.4 million in Selling, general, and administrative expense in the Consolidated Statements of Income.

(dollars in thousands, except per share amounts and as noted)

Applied Infection Control

On August 31, 2016, we completed the sale of our Applied Infection Control ("AIC") product line to DEB USA, Inc., a wholly-owned subsidiary of S.C. Johnson & Son, Inc. Annual revenues for the AIC product line were typically less than $50 million and were included in the Healthcare Products segment. We recorded proceeds of $41.8 million and recognized a pre-tax gain on the sale of $36.5 million in Selling, general, and administrative expense in the Consolidated Statements of Income.

UK Linen Management Services

On July 1, 2016, we sold our Synergy Health UK Linen Management Services business to STAR Mayan Limited. Annual revenues for UK Linen Management Services were approximately $50 million and were included in the Healthcare Specialty Services segment. We recorded proceeds of $65.4 million, net of cash divested, and recognized a pre-tax loss on the sale of $66.3 million in Selling, general, and administrative expense in the Consolidated Statements of Income.

3. GOODWILL AND INTANGIBLE ASSETS

Changes to the carrying amount of goodwill for the years ended March 31, 2017, 2016 and 2015 were as follows:

	Healthcare Products Segment	Healthcare Specialty Services Segment	Life Sciences Segment	Applied Sterilization Technologies Segment	Synergy Combination	Total
Balance at March 31, 2015	$ 324,873	$ 150,844	$ 33,889	$ 83,035	$ —	$ 592,641
Goodwill acquired or allocated	40,043	3,428	113,284	—	1,408,192	1,564,947
Foreign currency translation adjustments	(1,146)	—	161	—	—	(985)
Balance at March 31, 2016	363,770	154,272	147,334	83,035	1,408,192	2,156,603
Goodwill acquired or allocated	**19,618**	**21,781**	**—**	**—**	**—**	**41,399**
Synergy allocation	**—**	**376,807**	**—**	**1,308,717**	**(1,411,781)**	**273,743**
Divestitures	**—**	**(85,806)**	**—**	**—**	**—**	**(85,806)**
Impairment	**—**	**(58,356)**	**—**	**—**	**—**	**(58,356)**
Foreign currency translation adjustments	**(5,623)**	**(32,819)**	**(820)**	**(60,607)**	**3,589**	**(96,280)**
Balance at March 31, 2017	**$ 377,765**	**$ 375,879**	**$ 146,514**	**$ 1,331,145**	**$ —**	**$ 2,231,303**

The fiscal 2017 goodwill increase within the Healthcare Products segment primarily relates to the acquisition of Medisafe. The fiscal 2017 goodwill increase within the Healthcare Specialty Services and Applied Sterilization Technologies segments was primarily the result of the finalization of purchase accounting related to the Synergy acquisition. The Healthcare Specialty Services segment was also impacted by the fiscal 2017 acquisitions of Compass Medical, Inc., Phoenix Surgical Holdings, Ltd., and Endo-Tek LLP, the Synergy Health UK Linen Management Services divestiture and the Synergy Health Netherlands goodwill impairment discussed below.

The fiscal 2016 increase in the overall goodwill balance related to the Synergy acquisition, which had not been allocated to the business segments as of March 31, 2016. The fiscal 2016 increase of goodwill associated with the Healthcare Products segment resulted primarily from the acquisition of the capital stock of Black Diamond. The increase associated with the Life Sciences segment resulted primarily from the acquisition of the capital stock of Gepco. Other minor purchases also impacted goodwill associated with the Healthcare Products, Healthcare Specialty Services and Life Sciences segments.

(dollars in thousands, except per share amounts and as noted)

We evaluate the recoverability of recorded goodwill amounts annually during the third fiscal quarter, or when evidence of potential impairment exists. As a result of our annual goodwill impairment review for fiscal year 2017, we concluded that the carrying value of one of our reporting units exceeded its fair value. The Synergy Health Netherlands linen management unit is reported within our Healthcare Specialty Services segment. Financial forecasts prepared for the annual assessment reflected pricing pressures, volume declines driven by overcapacity in the market, and a decline in the overall market size. These factors resulted in further degradation of the already low operating margin and cash flows of this unit. We incurred a goodwill impairment charge of $58,356 as a result, which is recorded within Goodwill impairment loss in the Consolidated Statements of Income. The fair market value of the reporting unit was determined under an income approach using discounted cash flows and estimated fair market values. Fair value calculated using a discounted cash flow analysis is classified within level 3 of the fair value hierarchy and requires several assumptions including risk adjusted discount rates and financial forecasts.

Our fiscal 2017, 2016, and 2015 acquisitions are described in Note 2 to our consolidated financial statements titled, "Business Acquisitions and Divestitures".

Information regarding our intangible assets is as follows:

	2017		2016	
March 31,	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships	**$ 597,386**	**$ 96,648**	$ 879,525	$ 64,268
Non-compete agreements	**4,722**	**3,629**	4,730	3,503
Patents and technology	**211,812**	**86,665**	213,317	70,801
Trademarks and tradenames	**80,223**	**32,547**	129,690	18,318
Supplier relationships	**54,800**	**4,567**	54,800	1,827
Other	**10**	**10**	10	16
Total	**$ 948,953**	**$ 224,066**	$ 1,282,072	$ 158,733

Certain trademarks and tradenames obtained as a result of business combinations are indefinite-lived assets. The approximate carrying value of these assets at March 31, 2017 and March 31, 2016 was $34,970 and $35,340, respectively. Total amortization expense for finite-lived intangible assets was $68,607, $49,782, and $24,500 for the years ended March 31, 2017, 2016, and 2015, respectively. Based upon the current amount of intangible assets subject to amortization, the amortization expense for each of the five succeeding fiscal years is estimated to be as follows:

	2018	2019	2020	2021	2022
Estimated amortization expense	$ 64,863	$ 64,540	$ 63,486	$ 62,847	$ 60,018

The estimated annual amortization expense presented in the preceding table has been calculated based upon March 31, 2017 foreign currency exchange rates.

During the third quarter of fiscal 2017, we adopted a new branding strategy change as part of the integration of certain Synergy Health operations into the Healthcare Specialty Services Segment. Under this new branding strategy, hospital sterilization services and instrument repair services will utilize the STERIS Instrument Management Services brand name. The Synergy Health trade name was phased out during the fourth quarter of fiscal 2017. As a result, we have shortened the estimated useful life of the Synergy Health trade name and accelerated the corresponding amortization expense over the remainder of fiscal 2017, resulting in an additional expense of $14,444 within the Selling, general and administrative expense line on the Consolidated Statements of Income.

However, during the second quarter of fiscal 2015, a new branding strategy for surgical instrument and endoscope repair services was adopted as part of the integration of IMS into the Healthcare Specialty Services segment. This new strategy represented an indicator of impairment of the carrying value of the Spectrum trade-name as it now will be used solely for Healthcare Specialty Services product offerings. We estimated the fair value of the Spectrum trade-name using the relief from royalty method and concluded that the carrying value of the trade-name exceeded its fair value. As a result, an impairment charge of approximately $5,561 was recorded to reduce the carrying value of the intangible asset. The impairment charge is reported in the Selling, general, and administrative expense line of the Consolidated Statements of Income.

(dollars in thousands, except per share amounts and as noted)

4. INVENTORIES, NET

Inventories, net consisted of the following:

March 31,	2017	2016
Raw materials	**$ 65,300**	$ 62,673
Work in process	**26,538**	19,614
Finished goods	**140,559**	146,820
LIFO reserve	**(16,706)**	(17,608)
Reserve for excess and obsolete inventory	**(17,854)**	(18,707)
Inventories, net	**$ 197,837**	$ 192,792

5. PROPERTY, PLANT AND EQUIPMENT

Information related to the major categories of our depreciable assets is as follows:

March 31,	2017	2016
Land and land improvements [1]	**$ 46,848**	$ 39,051
Buildings and leasehold improvements	**393,692**	452,120
Machinery and equipment	**508,247**	599,631
Linens [2]	**—**	42,874
Information systems	**119,920**	127,464
Radioisotope	**436,787**	447,892
Construction in progress [1]	**77,421**	79,291
Total property, plant, and equipment	**1,582,915**	1,788,323
Less: accumulated depreciation and depletion	**(667,007)**	(724,004)
Property, plant, and equipment, net	**$ 915,908**	$ 1,064,319

[1] Land is not depreciated. Construction in progress is not depreciated until placed in service.
[2] Linen assets were first acquired as part of our Combination with Synergy and were depreciated over useful lives ranging from one to five years. All linen businesses utilizing linens were divested during fiscal 2017.

Depreciation and depletion expense were $119,536, $93,958 and $61,481, for the years ended March 31, 2017, 2016, and 2015, respectively.

Rental expense for operating leases was $32,740, $23,238, and $18,602 for the years ended March 31, 2017, 2016, and 2015, respectively. Operating leases relate to manufacturing, warehouse and office space, service facilities, vehicles, equipment, and communication systems. Certain lease agreements grant us varying renewal and purchase options.

Future minimum annual rentals payable under noncancelable operating lease agreements at March 31, 2017 were as follows:

	Operating Leases
2018	$ 23,718
2019	15,132
2020	11,088
2021	7,329
2022 and thereafter	40,140
Total minimum lease payments	$ 97,407

In the preceding table, the future minimum annual rentals payable under noncancelable leases denominated in foreign currencies have been calculated using March 31, 2017 foreign currency exchange rates.

(dollars in thousands, except per share amounts and as noted)

Asset Retirement Obligations

We provide contract sterilization services including Gamma irradiation which utilizes cobalt-60 in the form of cobalt pencils. We have incurred asset retirement obligations (ARO) associated with the future disposal of these assets once depleted. Recognition of ARO includes: the present value of a liability and offsetting asset, the subsequent accretion of that liability and depletion of the asset, and the periodic review of the ARO liability estimates and discount rates used in the analysis.

The following table summarizes the activity in the liability for asset retirement obligations.

	Asset Retirement Obligations
Balance at March 31, 2016	$ 10,342
Liabilities incurred during the period	222
Accretion expense and change in estimate	(231)
Foreign currency movement	(380)
Balance at March 31, 2017	$ 9,953

6. DEBT

Indebtedness as of March 31, 2017 and 2016 was as follows:

	2017	2016
Private Placement	**$ 960,684**	$ 666,000
Deferred financing fees	**(3,927)**	(3,420)
Credit Agreement and Swing Line Facility	**521,604**	905,216
Total long term debt	**$ 1,478,361**	$ 1,567,796

On February 27, 2017, we issued and sold an aggregate principal amount of $95,000, €99,000, and £75,000, or a total of approximately $293,730 based upon February 27, 2017 exchange rates, of senior notes in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Maturities of these senior notes are as follows, and the dollar amounts shown are based upon foreign exchange rates as of March 31, 2017:

	2017
$50,000 Senior notes at 3.93% due 2027	$ 50,000
€60,000 Senior notes at 1.86% due 2027	64,414
$45,000 Senior notes at 4.03% due 2029	45,000
€20,000 Senior notes at 2.04% due 2029	21,471
£45,000 Senior notes at 3.04% due 2029	56,040
€19,000 Senior notes at 2.30% due 2032	20,398
£30,000 Senior notes at 3.17% due 2032	37,360
Total 2017 Senior Notes	$ 294,683

All or substantially all of the net proceeds of these borrowings were used to repay floating-rate bank debt under the bank credit facility, thereby, increasing the Company's proportion of fixed-rate debt. Total debt levels for the Company remained relatively unchanged after giving effects to these actions.

In order to fund the acquisition of Synergy, including the cash payments made in respect of Synergy shares, the repayment of Synergy debt and certain transaction expenses, on November 2, 2015, STERIS plc borrowed (i) $132,000, £49,000, and €127,750 under the revolving credit facility provided under the Credit Agreement and (ii) $400,000 under the term loan facility provided under the Credit Agreement (as hereinafter defined). Borrowings bear interest at the Company's option based upon either the Base Rate or the Eurocurrency Rate, plus the Applicable Margin in effect from time to time under the Credit Agreement. The Applicable Margin is determined based on the ratio of Consolidated Total Debt to a Consolidated EBITDA (as such terms are defined in the Credit Agreement). Interest on Base Rate Advances is payable quarterly in arrears and interest on Eurocurrency Rate Advances is payable at the end of the relevant interest period therefor, but in no event less frequently than every three months.

On May 15, 2015, Old STERIS issued and sold $350,000 of senior notes, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Of the $350,000 in senior notes, $125,000 have a maturity of 10 years from the issue date at an annual interest rate of 3.45%, $125,000 have a maturity of 12 years from the issue date at an annual interest rate of 3.55% and $100,000 have a maturity of 15 years from the issue date at an annual interest rate of 3.70%. These borrowings were used for repayment of Credit Agreement debt and for other corporate purposes. The agreement governing these notes contains leverage and interest coverage covenants.

On March 31, 2015, Old STERIS and STERIS entered into a Credit Agreement (the "Credit Agreement") with various financial institutions as lenders, and JPMorgan Chase Bank, N.A., as Administrative Agent. The Credit Agreement replaced prior bank facilities of Old STERIS. As of March 31, 2017, the Credit Agreement provided $1,072,500 of credit, which includes an $850,000 revolver facility, which may be utilized for revolving credit borrowings, swing line borrowings and letters of credit, with sublimits for swing line borrowings and letters of credit, plus a term loan facility with a limit and outstanding principal amount of $222,500. As repayments are made under the term facility, the term facility limit declines. The revolver and term loan facilities may be increased in specified circumstances by up to $500,000. Term loans are repayable quarterly pursuant to a specified amortization schedule, with principal payments increasing from 1.25% to 2.50% over the term, and with a balloon payment for the remaining unpaid balance at maturity. The Credit Agreement also allows for voluntary principal reduction pre-payments on the term loan. The Credit Agreement will mature on March 31, 2020, and all unpaid borrowings, together with accrued and unpaid interest thereon, are repayable on that date. The Credit Agreement contains leverage and interest coverage covenants.

In February 2013, Old STERIS issued and sold $100,000 of senior notes, of which $98,000 remained outstanding as of March 31, 2017, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Of the $98,000 of outstanding notes, $45,500 have a maturity of nine years and 10 months from issuance and have a current annual interest rate of 3.70%, an additional $40,000 have a maturity of 11 years and 10 months from issuance and have a current annual interest rate of 3.85%, and the remaining $12,500 have a maturity of 14 years and 10 months from issuance and have a current annual interest rate of 4.05%. These borrowings were used primarily for the repayment of then existing bank credit facility debt. The agreements governing these notes, which also govern the below described senior notes issued in December 2012, and the notes were amended and restated in their entirety on March 31, 2015. The amended and restated agreements, which have been consolidated into a single agreement, contain leverage and interest coverage covenants.

In December 2012, Old STERIS issued and sold $100,000 of senior notes, of which $98,000 remained outstanding as of March 31, 2017, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Of the $98,000 of outstanding notes, $45,500 have a maturity of 10 years from issuance and have a current annual interest rate of 3.70%, an additional $40,000 have a maturity of 12 years from issuance and have a current annual interest rate of 3.85%, and the remaining $12,500 have a maturity of 15 years from issuance and have a current annual interest rate of 4.05%. These borrowings were used primarily for the repayment of then existing credit facility debt. The agreements governing these notes and the notes, which also govern the previously described senior notes issued in February 2013, were amended and restated in their entirety on March 31, 2015. The amended and restated agreements, which have been consolidated into a single agreement, contain leverage and interest coverage covenants.

(dollars in thousands, except per share amounts and as noted)

On August 15, 2008, Old STERIS issued and sold $150,000 of senior notes, of which $120,000 remained outstanding as of March 31, 2017, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. Of the outstanding notes $85,000 have a maturity of 10 years from issuance and have a current annual interest rate of 6.83%, and the remaining $35,000 have a maturity of 12 years from issuance and have a current annual interest rate of 6.93%. The agreements governing these notes and the notes were amended and restated in their entirety on March 31, 2015. The amended and restated agreements, which have been consolidated into a single agreement, contain leverage and interest coverage covenants.

As of March 31, 2017, a total $521,604 was outstanding under the Credit Agreement.

At March 31, 2017, we were in compliance with all financial covenants associated with our indebtedness.

The combined annual aggregate amount of maturities of our outstanding debt by fiscal year is as follows:

2018	$	30,000
2019		117,500
2020		459,104
2021		35,000
2022 and thereafter		840,684
Total	$	1,482,288

(dollars in thousands, except per share amounts and as noted)

7. ADDITIONAL CONSOLIDATED BALANCE SHEET INFORMATION

Additional information related to our Consolidated Balance Sheet is as follows:

March 31,	2017	2016
Accrued payroll and other related liabilities:		
Compensation and related items	**$ 29,777**	$ 30,175
Accrued vacation/paid time off	**8,651**	14,368
Accrued bonuses	**20,715**	31,502
Accrued employee commissions	**16,201**	13,809
Other post-retirement benefits obligations-current portion	**2,187**	2,463
Other employee benefit plans' obligations-current portion	**1,044**	1,659
Total accrued payroll and other related liabilities	**$ 78,575**	$ 93,976
Accrued expenses and other:		
Deferred revenues	**$ 71,020**	$ 56,238
Self-insured risk reserves-current portion	**6,633**	8,266
Accrued dealer commissions	**16,122**	12,717
Accrued warranty	**6,861**	5,909
Other	**54,253**	70,245
Total accrued expenses and other	**$ 154,889**	$ 153,375
Other liabilities:		
Self-insured risk reserves-long-term portion	**$ 15,584**	$ 13,257
Other post-retirement benefits obligations-long-term portion	**13,821**	15,932
Defined benefit pension plans obligations-long-term portion	**27,234**	25,301
Other employee benefit plans obligations-long-term portion	**3,661**	4,366
Accrued long-term income taxes	**2,089**	—
Asset retirement obligation-long-term portion	**9,953**	10,342
Other	**10,331**	15,100
Total other liabilities	**$ 82,673**	$ 84,298

8. INCOME TAXES

Income from continuing operations before income taxes was as follows:

Years Ended March 31,	2017	2016	2015
United States operations	**$ 189,429**	$ 105,758	$ 161,165
United Kingdom operations	**(36,420)**	(20,553)	15,824
Other Foreign Locations operations	**31,637**	86,679	31,831
	$ 184,646	$ 171,884	$ 208,820

(dollars in thousands, except per share amounts and as noted)

The components of the provision for income taxes related to income from continuing operations consisted of the following:

Years Ended March 31,	2017	2016	2015
Current:			
United States federal	**$ 43,900**	$ 41,653	$ 52,234
United States state and local	**8,171**	7,943	8,551
United Kingdom	**362**	2,194	3,633
Other foreign locations	**21,094**	13,924	8,842
	73,527	65,714	73,260
Deferred:			
United States federal	**10,293**	1,427	1,436
United States state and local	**2,131**	299	214
United Kingdom	**(2,292)**	(6,973)	(676)
Other foreign locations	**(9,644)**	(168)	(478)
	488	(5,415)	496
Total Provision for Income Taxes	**$ 74,015**	$ 60,299	$ 73,756

The total provision for income taxes can be reconciled to the tax computed at the United Kingdom federal statutory tax rate for 2017 and the United States federal statutory tax rate for 2016 and 2015 as follows:

Years Ended March 31,	2017	2016	2015
Federal statutory tax rate	**20.0 %**	35.0 %	35.0 %
Increase (decrease) in accruals for uncertain tax positions	**0.3 %**	0.2 %	— %
State and local taxes, net of federal income tax benefit	**3.8 %**	3.3 %	2.8 %
Increase in valuation allowances	**0.1 %**	1.0 %	2.1 %
Research and development credit	**(1.1)%**	— %	— %
Foreign income tax credit	**— %**	(0.6)%	(1.0)%
Difference in non-United States tax rates	**— %**	(8.5)%	(3.6)%
Difference in non-United Kingdom tax rates	**6.0 %**	— %	— %
Excise tax gross-up	**— %**	3.4 %	— %
U.S. manufacturing deduction	**(2.5)%**	(2.5)%	(1.6)%
Excess tax benefit for equity compensation	**(2.8)%**	— %	— %
Rate changes on deferred tax assets and liabilities	**(2.3)%**	— %	— %
Acquisitions and divestitures	**9.0 %**	— %	— %
Goodwill impairment on divestitures	**7.9 %**	— %	— %
Capitalized acquisition costs	**0.2 %**	5.3 %	2.2 %
All other, net	**1.5 %**	(1.5)%	(0.6)%
Total Provision for Income Taxes	**40.1 %**	35.1 %	35.3 %

(dollars in thousands, except per share amounts and as noted)

Unrecognized Tax Benefits. We classify uncertain tax positions and related interest and penalties as long-term liabilities within "Other liabilities" in our accompanying Consolidated Balance Sheets, unless they are expected to be paid within 12 months, in which case, the uncertain tax positions would be classified as current liabilities within "Accrued income taxes." We recognize interest and penalties related to unrecognized tax benefits within "Income tax expense" in our accompanying Consolidated Statements of Income.

A reconciliation of the beginning and ending balances of the total amounts of unrecognized tax benefits is as follows:

	2017	2016
Unrecognized Tax Benefits Balance at April 1	**$ 3,527**	$ —
Increases for tax provisions of current year	**510**	316
Balances related to acquired/disposed businesses	**(1,502)**	3,422
Other decreases, including currency translation	**(651)**	(211)
Unrecognized Tax Benefits Balance at March 31	**$ 1,884**	$ 3,527

We recognized interest and penalties related to uncertain tax positions in the provision for income taxes. As of March 31, 2017, we had $184 accrued for interest and penalties. The decrease during fiscal 2017 is primarily associated with the release of prior year uncertain tax positions. If all unrecognized tax benefits were recognized, the net impact on the provision for income tax expense would be $2,068. It is reasonably possible that during the next twelve months, there will be no material reductions in unrecognized tax benefits as a result of the expiration of various statutes of limitations or matters related to transfer pricing.

We operate in numerous taxing jurisdictions and are subject to regular examinations by various United States federal, state and local, as well as foreign jurisdictions. We are no longer subject to United States federal examinations for years before fiscal 2014 and, with limited exceptions, we are no longer subject to United States state and local, or non-United States, income tax examinations by tax authorities for years before fiscal 2012. We remain subject to tax authority audits in various jurisdictions wherever we do business. We do not expect the results of these examinations to have a material adverse effect on our consolidated financial statements.

We estimate that the tax benefit from our Costa Rican Tax Holiday is $933 (or $0.01 per fully diluted share), annually. The Tax Holiday runs fully exempt, from income tax, through 2025 and partially exempt through 2029.

(dollars in thousands, except per share amounts and as noted)

Deferred Taxes. The significant components of the deferred tax assets and liabilities recorded in our accompanying balance sheets at March 31, 2017 and 2016 were as follows:

March 31,	2017	2016
Deferred Tax Assets:		
Post-retirement benefit accrual	**$ 6,116**	$ 7,016
Compensation	**17,196**	25,436
Net operating loss carryforwards	**35,129**	26,151
Accrued expenses	**7,807**	7,521
Insurance	**4,957**	4,226
Deferred income	**8,962**	7,910
Bad debt	**1,740**	2,059
Pension	**4,647**	5,155
Other	**781**	2,208
Deferred Tax Assets	**87,335**	87,682
Less: Valuation allowance	**16,366**	16,435
Total Deferred Tax Assets	**70,969**	71,247
Deferred Tax Liabilities:		
Depreciation and depletion	**74,092**	85,807
Intangibles	**156,291**	226,809
Other	**3,631**	3,744
Total Deferred Tax Liabilities	**234,014**	316,360
Net Deferred Tax Assets (Liabilities)	**$ (163,045)**	$ (245,113)

At March 31, 2017, we had U.S. federal operating loss carryforwards of $44,112, which if unused, these U.S. federal operating loss carryforwards will expire between fiscal years 2031 and 2037. Additionally, we had non-U.S. operating loss carry forwards of $57,574. Although the majority of the non-U.S. carryforwards have indefinite expiration periods, those carryforwards that have definite expiration periods will expire if unused between fiscal years 2018 and 2026. In addition, we have recorded tax benefits of $2,177 related to state operating loss carryforwards. If unused, these state operating loss carryforwards will expire between fiscal years 2018 and 2037. At March 31, 2017, we had $1,810 of tax credit carryforwards. These credit carryforwards can be used through fiscal 2026.

We review the need for a valuation allowance against our deferred tax assets. A valuation allowance of $16,366 has been applied to a portion of the net deferred tax assets because we do not believe it is more-likely-than-not that we will receive future benefit. The valuation allowance decreased during fiscal 2017 by $69.

No provision has been made for income taxes on undistributed earnings of foreign subsidiaries of approximately $954.1 million at March 31, 2017, since it is our intention to indefinitely reinvest undistributed earnings of our foreign subsidiaries. It is not practicable to estimate the additional income taxes and applicable withholding taxes that would be payable on the remittance of such undistributed earnings.

In October 2015, the Organization for Economic Cooperation and Development (OECD), in conjunction with the G20, finalized broad-based international tax policy guidelines that involve transfer pricing and other international tax subjects. While some member jurisdictions automatically adopt the new OECD guidelines, most member countries can adopt the guidelines only by new law or regulations. We are currently adopting processes to comply with the reporting requirements specified by the guidelines and are evaluating the other parts of the guidelines.

9. BENEFIT PLANS

In the United States, we sponsor an unfunded post-retirement benefits plan for two groups of United States retirees. Benefits under this plan include retiree life insurance and retiree medical insurance, including prescription drug coverage.

During the second quarter of fiscal 2009, we amended our United States post-retirement welfare benefits plan, reducing the benefits to be provided to retirees under the plan and increasing their share of the costs. The amendments resulted in a decrease of $46,001 in the accumulated post-retirement benefit obligation. The impact of this change was recognized in our Consolidated Balance Sheets in fiscal 2009 and is being amortized as a component of the annual net periodic benefit cost over a period of approximately thirteen years.

In July 2014, the Board of Directors of American Sterilizer Company (“AMSCO”) approved the termination of the American Sterilizer Company Retirement Income Plan (“Plan”) effective October 1, 2014. An Application for Determination was filed with the Internal Revenue Service (IRS) on August 22, 2014, with respect to the Plan termination. A Form 500 Standard Termination Notice was filed with the Pension Benefit Guaranty Corporation ("PBGC") on November 17, 2014. The 60-day PBGC waiting period lapsed without objection by the PBGC. AMSCO received a favorable determination from the IRS regarding the termination. On August 19, 2015, an annuity contract was purchased from Massachusetts Mutual Life Insurance Company to provide Plan benefits. Plan assets were converted to cash to fund the purchase. The purchase price of the annuity contract was $51,805. An additional employer contribution of $4,641 was made to the Plan to fund the annuity purchase obligation on August 26, 2015. As a result of the purchase of the annuity, we recognized a pension settlement of $26,470. In addition, plan benefits and benefit administration became the responsibility of the annuity provider. The assumptions used to measure the benefit obligation as of March 31, 2015 reflected this effort.

As a result of the combination with Synergy, we now participate in five defined benefit pension schemes outside the United States: one in the UK, one in the Netherlands, two in Germany, and one in Switzerland. Unfunded obligations of $23,507 were recorded as of the November 2, 2015 closing date.

In the United Kingdom, we sponsor a scheme that is a defined benefit (final salary) funded pension scheme. Previously, this scheme was three separate schemes: Synergy Health plc Retirement Benefits Scheme, Shiloh Group Pension Scheme, and Vernon-Carus Limited Pension and Assurance Scheme. During fiscal 2017, the Shiloh Group Pension Scheme and Vernon-Carus Limited Pension and Assurance Scheme were merged into the Synergy Health plc Retirement Benefit Scheme.

In previous years, Synergy sponsored a funded defined benefit arrangement in the Netherlands. This was a separate fund holding the pension scheme assets to meet long term pension liabilities for past and present employees. Accrual of benefits ceased under the scheme effective January 1, 2013.

Synergy Radeberg and Synergy Allershausen Schemes: These schemes are defined benefit funded pension schemes, closed to new entrants.

Synergy Daniken Scheme: The scheme is a defined benefit funded pension scheme.

We recognize the funded status of our defined benefit pension and post-retirement benefit plans in our Consolidated Balance Sheets, with a corresponding adjustment to accumulated other comprehensive income, net of tax. The funded status is measured as of March 31 each year and is calculated as the difference between the fair value of plan assets and the benefit obligation (which is the projected benefit obligation for pension plans and the accumulated post-retirement benefit obligation for post-retirement benefit plans). Accumulated comprehensive income (loss) represents the net unrecognized actuarial losses and unrecognized prior service cost. These amounts will be recognized in net periodic benefit cost as they are amortized. We will recognize future changes to the funded status of these plans in the year the change occurs, through other comprehensive income.

(dollars in thousands, except per share amounts and as noted)

Obligations and Funded Status. The following table reconciles the funded status of the defined benefit pension plans and the other post-retirement benefits plan to the amounts recorded on our Consolidated Balance Sheets at March 31, 2017 and 2016, respectively. Benefit obligation balances presented in the following table reflect the projected benefit obligations for our defined benefit pension plans and the accumulated other post-retirement benefit obligation for our post-retirement benefits plan. The measurement date of our defined benefit pension plans and other post-retirement benefits plan is March 31, for both periods presented.

	AMSCO Plan		Other Defined Benefit Pension Plans		Other Post-Retirement Benefits Plan	
	2017	2016	2017	2016	2017	2016
Change in Benefit Obligations:						
Benefit Obligations at Beginning of Year	**$ —**	$ 56,612	**$ 128,942**	$ —	**$ 18,380**	$ 21,278
Obligation assumed in Combination	**—**	—	**—**	121,468	**—**	—
Service cost	**—**	27	**1,650**	961	**—**	—
Interest cost	**—**	560	**3,434**	1,659	**554**	593
Actuarial loss (gain)	**—**	(2,365)	**16,633**	5,399	**(531)**	(673)
Benefits and expenses	**—**	(3,029)	**(7,190)**	(2,346)	**(2,395)**	(2,818)
Employee contributions	**—**	—	**629**	517	**—**	—
Curtailments/settlements	**—**	(51,805)	**—**	(326)	**—**	—
Impact of foreign currency exchange rate changes	**—**	—	**(15,201)**	1,610	**—**	—
Benefit Obligations at End of Year	**—**	—	**128,897**	128,942	**16,008**	18,380
Change in Plan Assets:						
Fair Value of Plan Assets at Beginning of Year	**—**	50,426	**104,353**	—	**—**	—
Assets assumed in Combination	**—**	—	**—**	99,511	**—**	—
Actual return on plan assets	**—**	(279)	**11,910**	2,989	**—**	—
Employer contributions	**—**	4,687	**4,838**	2,280	**2,395**	2,818
Employee contributions	**—**	—	**629**	517	**—**	—
Benefits and expenses paid	**—**	(3,029)	**(7,190)**	(2,204)	**(2,395)**	(2,818)
Curtailments/settlements	**—**	(51,805)	**—**	—	**—**	—
Impact of foreign currency exchange rate changes	**—**	—	**(12,877)**	1,260	**—**	—
Fair Value of Plan Assets at End of Year	**—**	—	**101,663**	104,353	**—**	—
Funded Status of the Plans	**$ —**	$ —	**$ (27,234)**	$ (24,589)	**$ (16,008)**	$ (18,380)

Amounts recognized in the consolidated balance sheets consist of the following:

	Other Defined Benefit Pension Plans		Other Post-Retirement Benefits Plan	
	2017	2016	2017	2016
Current liabilities	**$ —**	$ —	**$ (2,187)**	$ (2,463)
Noncurrent liabilities	**(27,234)**	(24,589)	**(13,821)**	(15,917)
	$ (27,234)	$ (24,589)	**$ (16,008)**	$ (18,380)

(dollars in thousands, except per share amounts and as noted)

The pre-tax amount of unrecognized actuarial net loss and unamortized prior service cost included in accumulated other comprehensive (loss) income at March 31, 2017 was $7 million and $16 million, respectively. During fiscal 2018, we will amortize the following pre-tax amounts from accumulated other comprehensive income:

	Other Post-Retirement Benefits Plan
Actuarial loss	**$ 739**
Prior Service Cost	**(3,263)**

Defined benefit plans with an accumulated benefit obligation and projected benefit obligation exceeding the fair value of plan assets had the following plan assets and obligations at March 31, 2017 and 2016:

	Other Defined Benefit Pension Plans	
	2017	2016
Aggregate fair value of plan assets	**$ 101,663**	$ 104,353
Aggregate accumulated benefit obligations	**128,897**	128,942
Aggregate projected benefit obligations	**128,897**	128,942

Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive Income. Components of the annual net periodic benefit cost of our defined benefit pension plans and our other post-retirement benefits plan were as follows:

	AMSCO Plan			Other Defined Benefit Pension Plans			Other Post-Retirement Benefits Plan		
	2017	2016	2015	2017	2016	2015	2017	2016	2015
Service cost	**$ —**	$ 27	$ 140	**$ 1,650**	$ 961	$ —	**$ —**	$ —	$ —
Interest cost	**—**	560	1,887	**3,434**	1,659	—	**554**	593	691
Expected return on plan assets	**—**	(1,008)	(3,139)	**(2,853)**	(1,324)	—	**—**	—	—
Prior service cost recognition	**—**	—	—	**—**	(142)	—	**(3,263)**	(3,263)	(3,263)
Net amortization and deferral	**—**	602	1,106	**—**	—	—	**739**	828	721
Curtailments/settlements	**—**	26,470	—	**—**	(326)	—	**—**	—	—
Net periodic benefit cost	**$ —**	$26,651	$ (6)	**$ 2,231**	$ 828	$ —	**$ (1,970)**	$ (1,842)	$ (1,851)
Recognized in other comprehensive loss (income) before tax:									
Net loss (gain) occurring during year	**$ —**	$ —	$ 6,706	**$ (7,553)**	$ (3,733)	$ —	**$ 531**	$ 673	$ 2,327
Amortization of prior service credit	**—**	—	—	**—**	—	—	**3,263**	3,263	3,263
Amortization of net loss	**—**	(602)	(1,106)	**—**	—	—	**(739)**	(721)	(721)
Total recognized in other comprehensive loss (income)	**—**	(602)	5,600	**(7,553)**	(3,733)	—	**3,055**	3,215	4,869
Total recognized in total benefits cost and other comprehensive loss (income)	**$ —**	$26,049	$ 5,594	**$ (5,322)**	$ (2,905)	$ —	**$ 1,085**	$ 1,373	$ 3,018

(dollars in thousands, except per share amounts and as noted)

Assumptions Used in Calculating Benefit Obligations and Net Periodic Benefit Cost. The following table presents significant assumptions used to determine the projected benefit obligations at March 31:

	2017	2016
Discount Rate:		
Synergy Health PLC Retirement Benefits Scheme	**2.60%**	3.50%
Isotron BV Pension Plan	**1.60%**	1.60%
Synergy Health Daniken AG	**0.65%**	0.40%
Synergy Health Radeberg	**1.50%**	1.60%
Synergy Health Allershausen	**1.50%**	1.60%
Other post-retirement plan	**3.50%**	3.25%

The following table presents significant assumptions used to determine the net periodic benefit costs for the years ended March 31:

	2017	2016	2015
Discount Rate:			
AMSCO Plan	**n/a**	n/a	4.00%
Other defined benefit pension plans			
Synergy Health PLC Retirement Benefits Scheme	**3.50%**	3.20%	n/a
Isotron BV Pension Plan	**1.60%**	2.10%	n/a
Synergy Health Daniken AG	**0.65%**	0.40%	n/a
Synergy Health Radeberg	**1.50%**	1.60%	n/a
Synergy Health Allershausen	**1.50%**	1.60%	n/a
Other post-retirement plan	**3.50%**	3.25%	3.00%
Expected Return on Plan Assets:			
AMSCO Plan	**n/a**	n/a	6.75%
Other defined benefit pension plans			
Synergy Health PLC Retirement Benefits Scheme	**4.87%**	5.19%	n/a
Isotron BV Pension Plan	**1.60%**	2.10%	n/a
Synergy Health Daniken AG	**1.40%**	1.40%	n/a

The net periodic benefit cost and the actuarial present value of projected benefit obligations are based upon assumptions that we review on an annual basis. These assumptions may be revised annually based upon an evaluation of long-term trends, as well as market conditions that may have an impact on the cost of providing benefits.

We develop our expected long-term rate of return on plan assets assumptions by evaluating input from third-party professional advisers, taking into consideration the asset allocation of the portfolios and the long-term asset class return expectations.

We develop our discount rate assumptions by evaluating input from third-party professional advisers, taking into consideration the current yield on country specific investment grade long-term bonds which provide for similar cash flow streams as our projected obligations.

We have made assumptions regarding healthcare costs in computing our other post-retirement benefit obligation. The assumed rates of increase generally decline ratably over a five-year period from the assumed current year healthcare cost trend rate to the assumed long-term healthcare cost trend rate noted below.

	2017	2016	2015
Healthcare cost trend rate – medical	**7.0%**	7.0%	7.0%
Healthcare cost trend rate – prescription drug	**7.0%**	7.0%	7.0%
Long-term healthcare cost trend rate	**4.5%**	4.5%	4.5%

To determine the healthcare cost trend rates, we evaluate a combination of information, including ongoing claims cost monitoring, annual statistical analyses of claims data, reconciliation of forecasted claims against actual claims, review of trend assumptions of other plan sponsors and national health trends, and adjustments for plan design changes, workforce changes, and changes in plan participant behavior.

A one-percentage-point change in assumed healthcare cost trend rates (including medical, prescription drug, and long-term rates) would have had the following effect at March 31, 2017:

	One-Percentage Point	
	Increase	Decrease
Effect on total service and interest cost components	**$ 1**	**$ (1)**
Effect on other post-retirement benefit obligation	**32**	**(32)**

Plan Assets. The investment policies for our plans are generally established by the local pension plan trustees and seek to maintain the plans' ability to meet liabilities and to comply with local minimum funding requirements. Plan assets are invested in diversified portfolios that provide adequate levels of return at an acceptable level of risk. The investment policies are reviewed at least annually and revised, as deemed appropriate to ensure that the objectives are being met. At March 31, 2017, the targeted allocation for the plans were approximately 75% equity investments and 25% fixed income investments.

Financial instruments included in pension plan assets are categorized into three tiers. These tiers include a fair value hierarchy of three levels, based on the degree of subjectivity inherent in the valuation methodology as follows:

Level 1 - Quoted prices for identical assets in active markets.

Level 2 - Quoted prices for similar assets in active markets with inputs that are observable, either directly or indirectly.

Level 3 - Unobservable prices or inputs in which little or no market data exists.

The fair value of our pension benefits plan assets at March 31, 2017 and 2016 by asset category is as follows:

	Fair Value Measurements at March 31, 2017			
(In thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Cash	$ 182	$ 182	$ —	$ —
Insured annuities	10,813	—	10,813	—
Insurance contracts	3,959	—	—	3,959
Common and collective trusts valued at net asset value:				
Equity security trusts	64,922			
Debt security trusts	21,787			
Total Plan Assets	$ 101,663	$ 182	$ 10,813	$ 3,959

	Fair Value Measurements at March 31, 2016			
(In thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Cash and short term securities	$ 7,221	$ 7,221	$ —	$ —
Insured annuities	11,279	—	11,279	—
Insurance contracts	4,192	—	—	4,192
Common and collective trusts valued at net asset value:				
Equity security trusts	50,125			
Debt security trusts	26,152			
Real estate security trusts	5,384			
Total Plan Assets	$ 104,353	$ 7,221	$ 11,279	$ 4,192

Collective investment trusts are measured at fair value using the net asset value per share practical expedient. These trusts have not been categorized in the fair value hierarchy and are being presented in the tables above to permit a reconciliation of the fair value hierarchy to the total plan assets.

The fair value measurement of plan assets using significant unobservable inputs (Level 3) changed during fiscal year 2017 due to the following:

	Insurance contracts
Balance at March 31, 2016	$ 4,192
Gains (losses) related to assets still held at year-end	116
Purchases, sales, settlements - net	(208)
Foreign currency	(141)
Balance at March 31, 2017	$ 3,959

Cash Flows. We contribute amounts to our defined benefit pension plans at least equal to the minimum amounts required by applicable employee benefit laws and local tax laws. In addition, we have agreed with the trustees of the UK defined benefit plans to aim to eliminate the deficit over the next approximately 5 years. As a result, we expect to make contributions of approximately $4,640 per year.

Based upon the actuarial assumptions utilized to develop our benefit obligations at March 31, 2017, the following benefit payments are expected to be made to plan participants:

	Other Defined Benefit Pension Plans	Other Post-Retirement Benefits Plan
2018	$ 3,498	$ 2,187
2019	3,472	1,910
2020	3,915	1,707
2021	3,706	1,565
2022	4,121	1,456
2023-2028	24,117	5,390

The Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "Act") provides a prescription drug benefit for Medicare beneficiaries, a benefit we provide to Medicare eligible retirees covered by our post-retirement benefits plan. We have concluded that the prescription drug benefit provided in our post-retirement benefit plan is considered to be actuarially equivalent to the benefit provided under the Act and thus qualifies for the subsidy under the Act. Benefits are subject to a per capita per month cost cap and any costs above the cap become the responsibility of the retiree. The subsidy is applied to reduce the retiree responsibility. As a result, the expected future subsidy no longer reduces our accumulated post-retirement benefit obligation and net periodic benefit cost. We collected subsidies totaling approximately $326 and $284, during fiscal 2017 and fiscal 2016, respectively, which reduced the retiree responsibility for costs in excess of the caps established in the post-retirement benefit plan.

Defined Contribution Plans. We maintain a 401(k) defined contribution plan for eligible United States employees, a 401 (k) defined contribution plan for eligible Puerto Rico employees and a similar savings plan for Canadian employees. We provide a match on a specified portion of an employee's contribution. The United States plan assets are held in trust and invested as directed by the plan participants. The Canadian plan assets are held by insurance companies. The aggregate fair value of plan assets was $556,007 at March 31, 2017. At March 31, 2017, the U.S. plan held 705,876 STERIS ordinary shares with a fair value of $49,030. We paid dividends of $734, $669, and $606 to the plan and participants on STERIS shares held by the plan for the years ended March 31, 2017, 2016, and 2015, respectively. We contributed $15,069, $13,354, and $10,895, to the defined contribution plans for the years ended March 31, 2017, 2016, and 2015, respectively.

We also maintain a domestic non-qualified deferred compensation plan covering certain employees, which formerly allowed for the deferral of compensation for an employee-specified term or until retirement or termination. There have been no employee contributions made to this plan since fiscal 2012. The Plan was amended in fiscal 2012 to disallow deferrals of salary payable in 2012 and subsequent calendar years and of commissions and other incentive compensation payable in respect of the 2013 and subsequent fiscal years. We hold investments in mutual funds to satisfy future obligations of the plan. We account for these assets as available-for-sale securities and they are included in "Other assets" on our accompanying Consolidated Balance Sheets, with a corresponding liability for the plan's obligation recorded in "Accrued expenses and other." The aggregate value of the assets was $1,604 and $1,696 at March 31, 2017 and March 31, 2016, respectively. Realized gains and losses on these investments are recorded in "Interest and miscellaneous income" within "Non-operating expenses" on our accompanying Consolidated Statements of Income. Changes in the fair value of the assets are recorded in other comprehensive income on our accompanying balance sheets.

10. COMMITMENTS AND CONTINGENCIES

We are, and will likely continue to be, involved in a number of legal proceedings, government investigations, and claims, which we believe generally arise in the course of our business, given our size, history, complexity, and the nature of our business, products, Customers, regulatory environment, and industries in which we participate. These legal proceedings, investigations and claims generally involve a variety of legal theories and allegations, including, without limitation, personal injury (e.g., slip and falls, burns, vehicle accidents), product liability or regulation (e.g., based on product operation or claimed malfunction, failure to warn, failure to meet specification, or failure to comply with regulatory requirements), product exposure (e.g., claimed exposure to chemicals, asbestos, contaminants, radiation), property damage (e.g., claimed damage due to leaking equipment, fire, vehicles, chemicals), commercial claims (e.g., breach of contract, economic loss, warranty, misrepresentation), financial (e.g., taxes, reporting), employment (e.g., wrongful termination, discrimination, benefits matters), and other claims for damage and relief.

We believe we have adequately reserved for our current litigation and claims that are probable and estimable, and further believe that the ultimate outcome of these pending lawsuits and claims will not have a material adverse effect on our consolidated financial position or results of operations taken as a whole. Due to their inherent uncertainty, however, there can be no assurance of the ultimate outcome or effect of current or future litigation, investigations, claims or other proceedings (including without limitation the matters discussed below). For certain types of claims, we presently maintain insurance coverage for personal injury and property damage and other liability coverages in amounts and with deductibles that we believe are prudent, but there can be no assurance that these coverages will be applicable or adequate to cover adverse outcomes of claims or legal proceedings against us.

On May 31, 2012, our Albert Browne Limited subsidiary received a warning letter from the FDA regarding chemical indicators manufactured in the United Kingdom. These devices are intended for the monitoring of certain sterilization and other processes. The FDA warning letter states that the agency has concerns regarding operational business processes. We do not believe that the FDA's concerns are related to product performance, or that they result from Customer complaints. We have reviewed our processes with the agency and finalized our remediation measures, and are awaiting FDA reinspection. We do not currently believe that the impact of this event will have a material adverse effect on our financial results.

Civil, criminal, regulatory or other proceedings involving our products or services could possibly result in judgments, settlements or administrative or judicial decrees requiring us, among other actions, to pay damages or fines or effect recalls, or be subject to other governmental, Customer or other third party claims or remedies, which could materially effect our business, performance, prospects, value, financial condition, and results of operations.

For additional information regarding these matters, see the risks and uncertainties described under the title "product related regulations and claims" in Item 1A. of this Annual Report on Form 10-K.

From time to time, STERIS is also involved in legal proceedings as a plaintiff involving contract, patent protection, and other claims asserted by us. Gains, if any, from these proceedings are recognized when they are realized.

We are subject to taxation from United States federal, state and local, and foreign jurisdictions. Tax positions are settled primarily through the completion of audits within each individual jurisdiction or the closing of statutes of limitation. Changes in applicable tax law or other events may also require us to revise past estimates. We describe income taxes further in Note 8 to our consolidated financial statements titled, “Income Taxes” in this Annual Report on Form 10-K.

Additional information regarding our contingencies is included in Item 7 of Part II titled, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations under "Contingencies".

As of March 31, 2017 and 2016, our commercial commitments totaled $57,709 and $56,649, respectively. Commercial commitments include standby letters of credit, letters of credit required as security under our self-insured risk retention policies, and other potential cash outflows resulting from an event that requires payment by us. Approximately $7,694 and $7,050 of the March 31, 2017 and 2016 totals relate to letters of credit required as security under our self-insured risk retention policies.

As of March 31, 2017, we had minimum purchase commitments with suppliers for raw material purchases totaling $85,154. As of March 31, 2017, we also had commitments of $1,703 for long term construction contracts.

11. BUSINESS SEGMENT INFORMATION

As a result of the Combination with Synergy, we have reassessed the organization of our business. We have concluded that we operate and will report in four reportable business segments: Healthcare Products, Healthcare Specialty Services, Life Sciences, and Applied Sterilization Technologies. Corporate and other, which is presented separately, contains the Defense and Industrial business unit plus costs that are associated with being a publicly traded company and certain other corporate costs.

Our Healthcare Products segment offers infection prevention and procedural solutions for healthcare providers worldwide, including capital equipment and related maintenance and installation services, as well as consumables.

Our Healthcare Specialty Services segment provides a range of specialty services for healthcare providers including hospital sterilization services, instrument and scope repairs, and linen management. Linen management services were divested in fiscal 2017.

Our Life Sciences segment offers capital equipment and consumable products, and equipment maintenance and specialty services for pharmaceutical manufacturers and research facilities.

Our Applied Sterilization Technologies segment offers a contract sterilization and laboratory services for medical device and pharmaceutical Customers and others.

(dollars in thousands, except per share amounts and as noted)

The accounting policies for reportable segments are the same as those for the consolidated Company. Management evaluates performance and allocates resources based on a segment operating income measure. Operating income (loss) for each segment is calculated as the segment's gross profit less direct expenses and indirect cost allocations, which result in the full allocation of all distribution and research and development expenses, and the partial allocation of corporate costs. These allocations are based upon variables such as segment headcount and revenues. In addition, the Healthcare Products segment is responsible for the management of all but two manufacturing facilities and uses standard cost to sell products to the other segments. Corporate and other includes the gross profit and direct expenses of the Defense and Industrial business unit, as well as certain unallocated corporate costs related to being a publicly traded company and legacy pension and post-retirement benefits. Segment operating income excludes certain adjustments which include acquisition related costs, amortization of acquired intangibles, restructuring costs and other charges that management believes may or may not recur with similar materiality or impact on operating income in future periods. Management believes that by excluding these items they gain better insight and greater transparency of the operating performance of the segments, thus aiding them in more meaningful financial trend analysis and operational decision making.

The accounting policies for reportable segments are the same as those for the consolidated Company. For the year ended March 31, 2017, revenues from a single Customer did not represent ten percent or more of any reportable segment's revenues.

Years Ended March 31,	2017	2016	2015
Revenues:			
Healthcare Products	**$ 1,260,878**	$ 1,202,820	$ 1,143,336
Healthcare Specialty Services	**560,175**	427,198	248,538
Life Sciences	**327,276**	295,970	250,845
Applied Sterilization Technologies	**458,231**	310,120	205,675
Total reportable segments	**2,606,560**	2,236,108	1,848,394
Corporate and other	**6,196**	2,656	1,869
Total revenues	**$ 2,612,756**	$ 2,238,764	$ 1,850,263
Segment operating income (loss):			
Healthcare Products	**224,522**	180,263	166,515
Healthcare Specialty Services	**13,450**	25,197	16,629
Life Sciences	**96,983**	85,466	56,072
Applied Sterilization Technologies	**156,010**	99,224	59,458
Total reportable segments	**490,965**	390,150	298,674
Corporate and other	**(14,433)**	(11,488)	(7,542)
Total segment operating income	**$ 476,532**	$ 378,662	$ 291,132
Less: Adjustments			
Goodwill impairment loss [1]	**58,356**	—	—
Amortization of inventory and property "step up" to fair value [2]	**4,743**	9,907	1,330
Amortization of purchased intangible assets [2]	**66,398**	47,704	28,317
Acquisition and integration related transaction charges [3]	**30,082**	82,891	32,762
Loss (gain) on fair value adjustment of acquisition related contingent consideration	**2,569**	(736)	2,271
Net loss on divestiture of businesses [2]	**86,574**	—	—
Settlement of pension obligation [4]	**—**	26,470	—
Restructuring charges	**215**	(501)	(759)
Total operating income	**$ 227,595**	$ 212,927	$ 227,211

[1] For more information regarding our goodwill impairment loss see Note 3 titled, "Goodwill and Intangible Assets".
[2] For more information regarding our recent acquisitions and divestitures see Note 2 titled, "Business Acquisitions and Divestitures".
[3] Acquisition and integration related charges include transaction costs and integration expenses associated with acquisitions.
[4] See Note 9 titled, "Benefit Plans" for more information related to the settlement of the pension obligation.

(dollars in thousands, except per share amounts and as noted)

Assets include the current and long-lived assets directly attributable to the segment based on the management of the location or on utilization. Certain corporate assets were allocated to the reportable segments based on revenues. Assets attributed to sales and distribution locations are only allocated to the Healthcare Products and Life Sciences segments. Corporate and other includes assets directly attributable to the Defense and Industrial business unit, as well as certain unallocated amounts related to being a publicly traded company.

Individual facilities, equipment, and intellectual properties are utilized for production by both the Healthcare Products and Life Sciences segments at varying levels over time. As a result, an allocation of total assets, capital expenditures, and depreciation and amortization is not meaningful to the individual performance of the Healthcare Products and Life Sciences segments. Therefore, their respective amounts are reported together.

March 31,	2017	2016
Assets:		
Healthcare Products and Life Sciences	**$ 1,706,222**	$ 1,682,457
Healthcare Specialty Services	**446,714**	759,012
Applied Sterilization Technologies	**2,770,366**	1,494,638
Total reportable segments	**4,923,302**	3,936,107
Corporate and other	**1,153**	2,117
Synergy related goodwill not yet allocated [(1)]	**—**	1,408,192
Total assets	**$ 4,924,455**	$ 5,346,416

[(1)] Amount is still preliminary as of March 31, 2016, as valuations have not been finalized. Goodwill will be allocated to the Healthcare Products, Healthcare Specialty Services and Applied Sterilization Technologies business segments.

Years Ended March 31,	2017	2016	2015
Capital Expenditures:			
Healthcare Products and Life Sciences	**$ 38,613**	$ 34,567	$ 34,174
Healthcare Specialty Services	**42,247**	31,309	2,777
Applied Sterilization Technologies	**90,941**	60,517	48,286
Total Reportable Segments	**171,801**	126,393	85,237
Corporate and other	**1,100**	14	18
Total Capital Expenditures	**$ 172,901**	$ 126,407	$ 85,255
Depreciation, Depletion, and Amortization:			
Healthcare Products and Life Sciences	**$ 46,627**	$ 49,063	$ 41,201
Healthcare Specialty Services	**56,890**	36,130	19,934
Applied Sterilization Technologies	**84,492**	58,468	30,369
Total Reportable Segments	**188,009**	143,661	91,504
Corporate and other	**133**	79	37
Total Depreciation, Depletion, and Amortization	**$ 188,142**	$ 143,740	$ 91,541

Financial information for each of our United States and international geographic areas is presented in the following table. Revenues are based on the location of these operations and their Customers. Property, plant and equipment, net are those assets that are identified within the operations in each geographic area.

Years Ended March 31,	2017	2016	2015
Revenues:			
United Kingdom	**$ 229,603**	$ 144,577	$ 51,889
United States	**1,803,457**	1,662,050	1,449,223
Other foreign locations	**579,696**	432,137	349,151
Total Revenues	**$ 2,612,756**	$ 2,238,764	$ 1,850,263

March 31,	2017	2016
Property, Plant, and Equipment, Net		
United Kingdom	**$ 38,535**	$ 121,853
United States	**499,760**	505,169
Other foreign locations	**377,613**	437,297
Property, Plant, and Equipment, Net	**$ 915,908**	$ 1,064,319

The decrease in Property, plant and equipment, net within the United Kingdom is primarily related to the divestiture of the Synergy Health UK Linen Management Services business during fiscal 2017.

12. SHARES AND PREFERRED SHARES

Common and Ordinary Shares

In connection with the Combination, each Old STERIS common shareholder received one ordinary share, par value 10 pence, of the Company for each Old STERIS common share held, and each Synergy ordinary shareholder received 0.4308 ordinary shares, par value 10 pence, of the Company and 439 pence in cash, for each Synergy ordinary share held.

We calculate basic earnings per share based upon the weighted average number of shares outstanding. We calculate diluted earnings per share based upon the weighted average number of shares outstanding plus the dilutive effect of share equivalents calculated using the treasury stock method. The following is a summary of shares and share equivalents outstanding used in the calculations of basic and diluted earnings per share:

Years ended March 31,	2017	2016	2015
Denominator (*shares in thousands*):			
Weighted average shares outstanding—basic	**85,473**	70,698	59,413
Dilutive effect of share equivalents	**621**	486	632
Weighted average shares outstanding and share equivalents—diluted	**86,094**	71,184	60,045

Options to purchase the following number of shares were outstanding but excluded from the computation of diluted earnings per share because the combined exercise prices, unamortized fair values, and assumed tax benefits upon exercise were greater than the average market price for the shares during the periods, so including these options would be anti-dilutive:

Years ended March 31,	2017	2016	2015
Number of common share options (*shares in thousands*)	**576**	263	342

Preferred Shares

Pursuant to an engagement letter dated October 23, 2015, we issued 100,000 preferred shares, par value of £0.10 each, for an aggregate consideration of approximately $15, in satisfaction of debt owed to a service provider. The holders of the preferred shares are entitled to a fixed cumulative preferential annual dividend of 5 percent on the amount paid periodically on the preferred shares respectively held by them. On a return of capital of the Company whether on liquidation or otherwise, the holders of the preferred shares shall be entitled to receive out of the assets of the Company available for distribution to its shareholders the sum of £0.10 per preferred share plus any accrued but unpaid dividend, but will not be entitled to any further participation in the assets of the Company. The holders of the preferred shares will have no right to attend, speak or vote, whether in person or by proxy, at any general meeting of the Company or any meeting of a class of members of the Company in respect of the preferred shares and will not be entitled to receive any notice of meetings.

13. REPURCHASE OF ORDINARY SHARES

On August 9, 2016, the Company announced that its Board of Directors had authorized the purchase of up to $300 million of our ordinary shares. We may enter into share repurchase contracts until August 2, 2021 to effect these purchases. Shares may be repurchased from time to time through open market transactions, including 10b5-1 plans. The repurchase program may be suspended or discontinued at any time. We obtained 1,286,183 of our ordinary shares during fiscal 2017 for the aggregate amount of $90,475.

Prior to the Combination, the Company's Board of Directors provided authorization to repurchase up to $300 million of STERIS common shares. Under this authorization, we were able to purchase shares from time to time through open market purchases, including transactions pursuant to Rule 10b5-1 plans, or privately negotiated transactions. The authorization was no longer applicable after the Combination with Synergy. We did not make any purchases during fiscal years 2016 or 2015 under the prior stock repurchase authorization.

We obtained 168,906 of our shares during fiscal 2017 in the aggregate amount of $7,034 in connection with stock based compensation award programs. We obtained 267,696 of our shares during fiscal 2016 in the aggregate amount of $14,369 in connection with these programs. We obtained 541,700 of our shares during fiscal 2015 in the aggregate amount of $30,687 in connection with these programs.

14. SHARE-BASED COMPENSATION

We maintain a long-term incentive plan which we assumed from Old STERIS, that makes available shares for grants, at the discretion of the Compensation Committee of the Board of Directors, to officers, directors, and key employees in the form of stock options, restricted shares, restricted share units, stock appreciation rights and share grants. Prior to the Combination, awards were made in respect of common shares of Old STERIS. In conjunction with the Combination all outstanding common share denominated awards were converted into an equivalent number of Company ordinary share denominated awards, with the same terms and conditions as applied to the replaced awards. We satisfy share award incentives through the issuance of new ordinary shares.

Stock options provide the right to purchase our ordinary shares at the market price on the date of grant, subject to the terms of the option plans and agreements. Generally, one-fourth of the stock options granted become exercisable for each year of employment following the grant date. Stock options granted generally expire 10 years after the grant date, or earlier if the option holder is no longer employed by us (subject to an extended exercise period in some cases for optionees who are age 55 and have at least five years of service). Restricted shares and restricted share units generally cliff vest after a four year period or vest in tranches of one-fourth of the number granted for each year of employment after the grant date. As of March 31, 2017, 5,628,258 shares remained available for grant under the long-term incentive plan.

The fair value of share-based stock option compensation awards was estimated at their grant date using the Black-Scholes-Merton option pricing model. This model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable, characteristics that are not present in our option grants. If the model permitted consideration of the unique characteristics of employee stock options, the resulting estimate of the fair value of the stock options could be different. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our Consolidated Statements of Income. The expense is classified as cost of goods sold or selling, general and administrative expenses in a manner consistent with the employee's compensation and benefits.

The following weighted-average assumptions were used for options granted during fiscal 2017, fiscal 2016 and fiscal 2015:

	Fiscal 2017	Fiscal 2016	Fiscal 2015
Risk-free interest rate	**1.29%**	1.51%	1.89%
Expected life of options	**5.7 years**	5.7 years	5.8 years
Expected dividend yield of stock	**1.54%**	1.40%	1.87%
Expected volatility of stock	**22.92%**	25.06%	29.86%

(dollars in thousands, except per share amounts and as noted)

The risk-free interest rate is based upon the U.S. Treasury yield curve. The expected life of options is reflective of historical experience, vesting schedules and contractual terms. The expected dividend yield of stock represents our best estimate of the expected future dividend yield. The expected volatility of stock is derived by referring to our historical stock prices over a time frame similar to that of the expected life of the grant. An estimated forfeiture rate of 1.85%, 1.55% and 1.46% was applied in fiscal 2017, 2016 and 2015, respectively. This rate is calculated based upon historical activity and represents an estimate of the granted options not expected to vest. If actual forfeitures differ from this calculated rate, we may be required to make additional adjustments to compensation expense in future periods. The assumptions used above are reviewed at the time of each significant option grant, or at least annually.

A summary of share option activity is as follows:

	Number of Options	Weighted Average Exercise Price	Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at March 31, 2016	1,729,517	$ —		
Granted	402,141	69.85		
Exercised	(163,563)	30.36		
Forfeited	(22,351)	62.81		
Canceled	(470)	25.98		
Outstanding at March 31, 2017	**1,945,274**	**$ 50.28**	**6.3 years**	**$ 37,462**
Exercisable at March 31, 2017	**1,126,875**	**$ 40.34**	**4.9 years**	**$ 32,880**

We estimate that 807,550 of the non-vested stock options outstanding at March 31, 2017 will ultimately vest.

The aggregate intrinsic value in the table above represents the total pre-tax difference between the $69.46 closing price of our ordinary shares on March 31, 2017 over the exercise prices of the stock options, multiplied by the number of options outstanding or outstanding and exercisable, as applicable. The aggregate intrinsic value is not recorded for financial accounting purposes and the value changes daily based on the daily changes in the fair market value of our ordinary shares.

The total intrinsic value of stock options exercised during the years ended March 31, 2017, 2016 and 2015 was $6,454, $13,000 and $31,555, respectively. Net cash proceeds from the exercise of stock options were $4,955, $11,240 and $28,274 for the years ended March 31, 2017, 2016 and 2015, respectively. The tax benefit from stock option exercises was $5,058, $6,281 and $11,526 for the years ended March 31, 2017, 2016 and 2015, respectively.

The weighted average grant date fair value of stock option grants was $13.42, $14.66 and $13.41 for the years ended March 31, 2017, 2016 and 2015, respectively.

Stock appreciation rights (“SARS”) carry generally the same terms and vesting requirements as stock options except that they are settled in cash upon exercise and therefore, are classified as liabilities. The fair value of the outstanding SARS as of March 31, 2017 and 2016 was $1,622 and $2,165, respectively. The fair value of outstanding SARS is revalued at each reporting date and the related liability and expense are adjusted appropriately.

A summary of the non-vested restricted share activity is presented below:

	Number of Restricted Shares	Number of Restricted Share Units	Weighted-Average Grant Date Fair Value
Non-vested at March 31, 2016	872,972	41,641	$ 51.98
Granted	241,065	20,309	69.96
Vested	(270,062)	(21,022)	40.41
Forfeited	(63,449)	(6,915)	63.80
Non-vested at March 31, 2017	**780,526**	**34,013**	**$ 60.87**

Restricted shares granted are valued based on the closing stock price at the grant date. The value of restricted shares and units that vested during fiscal 2017 was $11,763.

(dollars in thousands, except per share amounts and as noted)

As of March 31, 2017, there was a total of $33,082 in unrecognized compensation cost related to non-vested share-based compensation granted under our share-based compensation plans. We expect to recognize the cost over a weighted average period of 2.04 years.

15. FINANCIAL AND OTHER GUARANTEES

We generally offer a limited parts and labor warranty on capital equipment. The specific terms and conditions of those warranties vary depending on the product sold and the countries where we conduct business. We record a liability for the estimated cost of product warranties at the time product revenues are recognized. The amounts we expect to incur on behalf of our Customers for the future estimated cost of these warranties are recorded as a current liability on the accompanying Consolidated Balance Sheets. Factors that affect the amount of our warranty liability include the number and type of installed units, historical and anticipated rates of product failures, and material and service costs per claim. We periodically assess the adequacy of our recorded warranty liabilities and adjust the amounts as necessary.

Changes in our warranty liability during the periods presented are as follows:

Years Ended March 31,	2017	2016	2015
Balance, Beginning of Year	**$ 5,909**	$ 5,579	$ 7,765
Warranties issued during the period	**11,823**	11,194	7,604
Settlements made during the period	**(10,871)**	(10,864)	(9,790)
Balance, End of Year	**$ 6,861**	$ 5,909	$ 5,579

We also sell product maintenance contracts to our Customers. These contracts range in terms from one to five years and require us to maintain and repair the product over the maintenance contract term. We initially record amounts due from Customers under these contracts as a liability for deferred service contract revenue on the accompanying Consolidated Balance Sheets within “Accrued expenses and other.” The liability recorded for such deferred service revenue was $32,136, $33,416 and $30,720 as of March 31, 2017, 2016 and 2015, respectively. Such deferred revenue is then amortized on a straight-line basis over the contract term and recognized as service revenue on our accompanying Consolidated Statements of Income. The activity related to the liability for deferred service contract revenues is excluded from the table presented above.

(dollars in thousands, except per share amounts and as noted)

16. DERIVATIVES AND HEDGING

From time to time, we enter into forward contracts to hedge potential foreign currency gains and losses that arise from transactions denominated in foreign currencies, including inter-company transactions. We may also enter into commodity swap contracts to hedge price changes in nickel that impact raw materials included in our cost of revenues. We do not use derivative financial instruments for speculative purposes. These contracts are not designated as hedging instruments and do not receive hedge accounting treatment; therefore, changes in their fair value are not deferred but are recognized immediately in the Consolidated Statements of Income. At March 31, 2017, we held foreign currency forward contracts to buy 110 million Mexican pesos and 10 million Canadian dollars. At March 31, 2017, we held commodity swap contracts to buy 581.5 thousand pounds of nickel.

	Asset Derivatives		Liability Derivatives	
Balance Sheet Location	Fair Value at March 31, 2017	Fair Value at March 31, 2016	Fair Value at March 31, 2017	Fair Value at March 31, 2016
Prepaid & Other	**$ 160**	$ 145	**$ —**	$ —
Accrued expenses and other	**$ —**	$ —	**$ 35**	$ 122

The following table presents the impact of derivative instruments and their location within the Consolidated Statements of Income:

		Amount of (loss) gain recognized in income		
		Years Ended March 31,		
	Location of (loss) gain recognized in income	2017	2016	2015
Foreign currency forward contracts	Selling, general and administrative	**$ (1,886)**	$ (683)	$ (1,457)
Commodity swap contracts	Cost of revenues	**$ 376**	$ (461)	$ (373)

Additionally, we hold our debt in multiple currencies to fund our operations and investments in certain subsidiaries. We designate portions of non-functional currency denominated intercompany loans as hedges of portions of net investments in foreign operations. Net debt designated as non-derivative net investment hedging instruments totaled $59,510 at March 31, 2017. These hedges are designed to be fully effective and any associated gain or loss is recognized in Accumulated Other Comprehensive Income and will be reclassified to income in the same period when a gain or loss related to the net investment in the foreign operation is included in income.

(dollars in thousands, except per share amounts and as noted)

17. FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. We estimate the fair value of financial assets and liabilities using available market information and generally accepted valuation methodologies. The inputs used to measure fair value are classified into three tiers. These tiers include Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring the entity to develop its own assumptions. The following table shows the fair value of our financial assets and liabilities at March 31, 2017 and March 31, 2016:

			Fair Value Measurements							
	Carrying Value		Financial assets and liabilities measured at net asset value		Quoted Prices in Active Markets for Identical Assets		Significant Other Observable Inputs		Significant Unobservable Inputs	
					Level 1		Level 2		Level 3	
At March 31,	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Assets:										
Cash and cash equivalents [1]	**$ 282,918**	$ 248,841	**$ —**	$ 23,751	**$ 282,918**	$ 225,090	**$ —**	$ —	**$ —**	$ —
Forward and swap contracts [2]	**160**	145	**—**	—	**—**	—	**160**	145	**—**	—
Investments [3]	**12,552**	6,192	**—**	—	**12,552**	6,192	**—**	—	**—**	—
Liabilities:										
Forward and swap contracts [2]	**$ 35**	$ 122	**$ —**	$ —	**$ —**	$ —	**$ 35**	$ 122	**$ —**	$ —
Deferred compensation plans [3]	**1,587**	1,765	**—**	—	**1,587**	1,765	**—**	—	**—**	—
Long term debt [4]	**1,478,361**	1,567,796	**—**	—	**—**	—	**1,496,966**	1,588,764	**—**	—
Contingent consideration obligations [5]	**4,451**	5,886	**—**	—	**—**	—	**—**	—	**4,451**	5,886

[1] Money market fund holdings are valued at fair value using the net asset value per share practical expedient and are not included within the fair value hierarchy. These money market funds are being presented in the table above to permit a reconciliation of the fair value hierarchy to total cash and cash equivalents.

[2] The fair values of forward and swap contracts are based on period-end forward rates and reflect the value of the amount that we would pay or receive for the contracts involving the same notional amounts and maturity dates.

[3] We maintain a frozen domestic non-qualified deferred compensation plan covering certain employees, which allows for the deferral of payment of previously earned compensation for an employee-specified term or until retirement or termination. Amounts deferred can be allocated to various hypothetical investment options (compensation deferrals have been frozen under the plan). We hold investments to satisfy the future obligations of the plan. Changes in the value of the investment accounts are recognized each period based on the fair value of the underlying investments. Employees who made deferrals are entitled to receive distributions of their hypothetical account balances (amounts deferred, together with earnings (losses)). We also hold an investment in the common stock of Servizi Italia, S.p.A, a leading provider of integrated linen washing and outsourced sterile processing services to hospital Customers. Changes in the value of the investment are recognized each period based on the fair value of the investment.

[4] We estimate the fair value of our long-term debt using discounted cash flow analyses, based on our current incremental borrowing rates for similar types of borrowing arrangements.

[5] Contingent consideration obligations arise from prior business acquisitions. The fair values are based on discounted cash flow analyses reflecting the possible achievement of specified performance measures or events and captures the contractual nature of the contingencies, commercial risk, and the time value of money. Contingent consideration obligations are classified in the consolidated balance sheets as accrued expense (short-term) and other liabilities (long-term), as appropriate based on the contractual payment dates.

(dollars in thousands, except per share amounts and as noted)

The changes in Level 3 assets and liabilities measured at fair value on a recurring basis at March 31, 2017 are summarized as follows:

	Contingent Consideration
Balance at March 31, 2015	$ 2,500
Liabilities assumed as a result of the Combination	1,561
Additions	2,730
Payments	(858)
Foreign currency translation adjustments	(47)
Balance at March 31, 2016	$ 5,886
Additions	**3,592**
Payments	**(5,416)**
Foreign currency translation adjustments	**389**
Balance at March 31, 2017	**$ 4,451**

Additions and payments for contingent consideration obligations during fiscal year 2017 primarily related to Black Diamond Video, Inc. and Sercon. During the third fiscal quarter of 2016, we reduced our contingent consideration related to our acquisition of Black Diamond Video, Inc. as a result of our final valuation. The measurement period adjustment was recorded to goodwill and had no impact to the Consolidated Statements of Income. Refer to Note 2, Business Acquisitions and Divestitures for more information.

Information regarding our investments is as follows:

			Investments					
	Cost		Unrealized Gains [1]		Unrealized Losses [1]		Fair Value	
At March 31,	2017	2016	2017	2016	2017	2016	2017	2016
Available-for-sale securities:								
Marketable equity securities [1][2]	**$ 11,037**	$ 4,681	**$ —**	$ —	**$ (72)**	$ (185)	**$ 10,965**	$ 4,496
Mutual funds	**1,091**	1,289	**496**	407	**—**	—	**1,587**	1,696
Total available-for-sale securities	**$ 12,128**	$ 5,970	**$ 496**	$ 407	**$ (72)**	$ (185)	**$ 12,552**	$ 6,192

[1] Our marketable equity securities have been in an unrealized loss position for less than 12 months.
[2] Amounts reported include the impact of foreign currency movements relative to the U.S. dollar.

18. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Accumulated other comprehensive income (loss) shown in our Consolidated Statements of Shareholders' Equity consists of the following:

Years Ended March 31,	2017	2016	2015
Cumulative foreign currency translation adjustment	**$ (238,525)**	$ (72,594)	$ (58,848)
Amortization of pension and postretirement benefit plans costs, net of taxes	**(2,355)**	5,108	(8,889)
Unrealized gain (loss) on available for sale securities	**178**	(673)	1,068
Total	**$ (240,702)**	$ (68,159)	$ (66,669)

(dollars in thousands, except per share amounts and as noted)

19. RECLASSIFICATIONS OUT OF ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Amounts in Accumulated Other Comprehensive Income (Loss) are presented net of the related tax. Foreign Currency Translation is not adjusted for income taxes. Changes in our Accumulated Other Comprehensive Income (Loss) balances, net of tax, for the years ended March 31, 2017 and March 31, 2016 were as follows:

	Gain (Loss) on Available for Sale Securities [1]		Defined Benefit Plans [2]		Foreign Currency Translation [3]		Total Accumulated Other Comprehensive Income (Loss)	
	2017	2016	2017	2016	2017	2016	2017	2016
Beginning Balance	**$ (673)**	$ 1,068	**$ 5,108**	$ (8,889)	**$ (72,594)**	$ (58,848)	**$ (68,159)**	$ (66,669)
Other Comprehensive Income (Loss) before reclassifications	**745**	(2,278)	**(5,491)**	(1,371)	**(165,931)**	(13,746)	**(170,677)**	(17,395)
Amounts reclassified from Accumulated Other Comprehensive Income (Loss)	**106**	537	**(1,972)**	15,368	**—**	—	**(1,866)**	15,905
Net current-period Other Comprehensive Income (Loss)	**851**	(1,741)	**(7,463)**	13,997	**(165,931)**	(13,746)	**(172,543)**	(1,490)
Ending Balance	**$ 178**	$ (673)	**$ (2,355)**	$ 5,108	**$ (238,525)**	$ (72,594)	**$ (240,702)**	$ (68,159)

[1] Realized gain (loss) on available for sale securities is reported in the Interest income and miscellaneous expense line of the Consolidated Statements of Income.

[2] Amortization (gain) of defined benefit pension items is reported in the Selling, general, and administrative expense line of the Consolidated Statements of Income.

[3] The effective portion of gain or loss on net debt designated as non-derivative net investment hedging instruments is recognized in Accumulated other comprehensive income and is reclassified to income in the same period when a gain or loss related to the net investment in the foreign operation is included in income.

20. RELATED PARTY TRANSACTIONS

On October 26, 2015, in connection with the consummation of the Combination, Dr. Richard Steeves, Group Executive Officer and Director of Synergy, elected to exercise employee stock options and hold the resulting Synergy shares. This exercise created an obligation on the part of Dr. Steeves totaling £3.1 million for income taxes and United Kingdom National Insurance contributions to be remitted by Synergy on his behalf, as well as the option exercise price. Synergy's past practice, when requested by the employee who elected to exercise stock options and hold the resulting shares, was to pay income taxes and U.K. National Insurance contributions when due and obtain reimbursement from the employee for such taxes and the option exercise price within 90 days from the date of remittance. Upon completion of the Combination on November 2, 2015, Dr. Steeves ceased to be the Group Executive Officer and a Director of Synergy and became a non-executive Director of STERIS plc.

Pursuant to the terms of the Combination, Dr. Steeves received STERIS plc shares and cash proceeds on November 6, 2015 in exchange for his Synergy equity holdings. The amount of the cash proceeds was £1.25 million, which was retained by Synergy and applied to his obligation, thereby reducing it to £1.86 million. Synergy remitted the £3.1 million of income taxes and U.K. National Insurance contributions to the appropriate United Kingdom agencies on November 20, 2015. Dr. Steeves remitted the balance of £1.86 million to Synergy on January 27, 2016 in satisfaction of his obligation to reimburse Synergy for the sums remitted by Synergy on his behalf. The arrangement between Dr. Steeves and Synergy effectively created a receivable that, under U.S. GAAP, was considered a loan. Loans by a public company to its executive officers and directors are prohibited under the Sarbanes-Oxley Act of 2002 and are also prohibited by the Company's corporate governance policies and procedures. STERIS Corporation was not aware at the time of the closing of the Combination that Synergy had agreed to defer to a later date Dr. Steeves's obligation to reimburse the income taxes and U.K. National Insurance contributions and the option exercise price. Senior management learned of the arrangement when it was identified in the Company's third quarter internal controls processes.

As a result of these transactions, Prepaid expenses and other current assets in the Company's consolidated balance sheet as of the November 2, 2015 acquisition date, included the amount outstanding from Dr. Steeves, as well as a further amount due from another Synergy employee who also elected to exercise and hold Synergy shares immediately prior to the completion of the Combination. The other employee was neither an executive officer nor director of the Company. This additional amount was $368, which resulted in total receivables for both option exercises of $5,152 at the November 2, 2015 acquisition date. The balances were remitted to Synergy in January 2016 and as a result of the repayments, no such amounts remain outstanding.

(dollars in thousands, except per share amounts and as noted)

21. QUARTERLY RESULTS (UNAUDITED)

Quarters Ended	March 31,	December 31,	September 30,	June 30,
Fiscal 2017				
Revenues:				
Product	**$ 333,124**	**$ 302,260**	**$ 292,216**	**$ 271,750**
Service	**348,065**	**344,514**	**354,199**	**366,628**
Total Revenues	**681,189**	**646,774**	**646,415**	**638,378**
Cost of Revenues:				
Product	**173,855**	**152,879**	**155,110**	**142,698**
Service	**227,209**	**236,286**	**243,397**	**255,690**
Total Cost of Revenues	**401,064**	**389,165**	**398,507**	**398,388**
Gross Profit	**280,125**	**257,609**	**247,908**	**239,990**
Percentage of Revenues	**41.1%**	**39.8%**	**38.4%**	**37.6%**
Restructuring Expenses	**(5)**	**18**	**48**	**154**
Net Income Attributable to Shareholders	**$ 26,143**	**$ (4,996)**	**$ 40,416**	**$ 48,401**
Basic Income Per Ordinary Share Attributable to Shareholders:				
Net income	**$ 0.31**	**$ (0.06)**	**$ 0.47**	**$ 0.56**
Diluted Income Per Ordinary Share Attributable to Shareholders:				
Net income	**$ 0.31**	**$ (0.06)**	**$ 0.47**	**$ 0.56**
Fiscal 2016				
Revenues:				
Product	$ 318,438	$ 305,156	$ 274,145	$ 232,307
Service	371,839	313,532	215,752	207,595
Total Revenues	690,277	618,688	489,897	439,902
Cost of Revenues:				
Product	174,642	165,575	148,088	129,856
Service	251,746	214,932	132,488	125,956
Total Cost of Revenues	426,388	380,507	280,576	255,812
Gross Profit	263,889	238,181	209,321	184,090
Percentage of Revenues	38.2%	38.5%	42.7%	41.8%
Restructuring Expenses	156	(194)	(56)	(726)
Net Income Attributable to Shareholders	$ 57,740	$ 20,045	$ 8,687	$ 24,291
Basic Income Per Ordinary Share Attributable to Shareholders:				
Net income	$ 0.67	$ 0.26	$ 0.15	$ 0.41
Diluted Income Per Ordinary Share Attributable to Shareholders:				
Net income	$ 0.67	$ 0.26	$ 0.14	$ 0.40

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS

Description	Balance at Beginning of Period	Charges to Costs and Expenses	Charges to Other Accounts	Deductions	Balance at End of Period
(in thousands)					
Year ended March 31, 2017					
Deducted from asset accounts:					
Allowance for trade accounts receivable [1]	**$ 11,185**	**$ 1,248**	**$ 11** [3]	**$ (2,087)** [4]	**$ 10,357**
Inventory valuation reserve	**18,707**	**(171)** [2]	**(682)** [3]	**—**	**17,854**
Deferred tax asset valuation allowance	**16,435**	**4,014**	**(214)** [3]	**(3,869)**	**16,366**
Recorded within liabilities:					
Casualty loss reserves	**$ 20,222**	**$ 5,000**	**$ 768**	**$ (3,272)**	**$ 22,718**
Year ended March 31, 2016					
Deducted from asset accounts:					
Allowance for trade accounts receivable [1]	$ 9,415	$ 3,362	$ (100) [3]	$ (1,492) [4]	$ 11,185
Inventory valuation reserve	17,597	1,146 [2]	(36) [3]	—	18,707
Deferred tax asset valuation allowance	14,380	2,151	4,439 [3]	(4,535)	16,435
Recorded within liabilities:					
Casualty loss reserves	$ 18,078	$ 4,141	$ 1,187	$ (3,184)	$ 20,222
Accrued SYSTEM 1 Rebate Program and class action settlement	16	—	—	(16)	—
Year ended March 31, 2015					
Deducted from asset accounts:					
Allowance for trade accounts receivable [1]	$ 10,922	$ 1,415	$ 217 [3]	$ (3,139) [4]	$ 9,415
Inventory valuation reserve	15,986	77 [2]	1,534 [3]	—	17,597
Deferred tax asset valuation allowance	12,541	4,028	(1,867) [3]	(322)	14,380
Recorded within liabilities:					
Casualty loss reserves	$ 14,444	$ 3,600	$ 2,112	$ (2,078)	$ 18,078
Accrued SYSTEM 1 Rebate Program and class action settlement	8	18	—	(10)	16

[1] Net allowance for doubtful accounts and allowance for sales and returns.
[2] Provision for excess and obsolete inventory, net of inventory written off.
[3] Change in foreign currency exchange rates and acquired reserves.
[4] Uncollectible accounts written off, net of recoveries.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management, including the Principal Executive Officer ("PEO") and Principal Financial Officer ("PFO"), has evaluated the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15d-15 (e), as of the end of the period covered by this Annual Report on Form 10-K. Based on this evaluation, the PEO and PFO have determined that, as of the end of the period covered by this Annual Report on Form 10-K, our disclosure controls and procedures were effective.

CHANGES IN INTERNAL CONTROLS

During the quarter ended March 31, 2017, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Exchange Act Rules 13a-15(f). Under the supervision and with the participation of management, including the PEO and PFO, we conducted an evaluation of the effectiveness of internal control over financial reporting as of March 31, 2017 based on the framework in 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Our evaluation of internal control over financial reporting did not include the internal controls of entities that were acquired during fiscal 2017. Total assets of the acquired businesses (inclusive of acquired intangible assets and goodwill) represented approximately 1.5 percent of our consolidated assets as of March 31, 2017 and approximately 1 percent of our consolidated net revenues for the year ended March 31, 2017. Based on this evaluation under this framework, management concluded that the internal control over financial reporting was effective as of March 31, 2017.

The independent registered public accounting firm that audited the financial statements has issued an attestation report on internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders

STERIS plc

We have audited STERIS plc and subsidiaries' internal control over financial reporting as of March 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). STERIS plc and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on STERIS plc and subsidiaries' internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Report on Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of entities that were acquired during the year ended March 31, 2017, which are included in the fiscal 2017 consolidated financial statements of STERIS plc and subsidiaries and constituted approximately 1.5% of total assets as of March 31, 2017 and approximately 1% of total revenues for the year then ended. Our audit of internal control over financial reporting of STERIS plc and subsidiaries also did not include an evaluation of the internal control over financial reporting of entities that were acquired during the year ended March 31, 2017.

In our opinion, STERIS plc and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of March 31, 2017, based on the COSO criteria**.**

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of STERIS plc and subsidiaries as of March 31, 2017 and 2016 and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended March 31, 2017 of STERIS plc and subsidiaries, and our report dated May 26, 2017 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Cleveland, Ohio
May 26, 2017

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

This Annual Report on Form 10-K incorporates by reference the information appearing under the caption "Nominees for Election as Directors," "Section 16(a) Beneficial Ownership Reporting Compliance," "Board Meetings and Committees" and "Shareholder Nominations of Directors and Nominee Criteria" of our definitive proxy statement to be filed with the SEC in connection with our 2017 Annual Meeting of Shareholders (the "Proxy Statement").

Our executive officers serve for a term of one year from the date of election to the next organizational meeting of the Board of Directors and until their respective successors are elected and qualified, except in the case of death, resignation, or removal. Information concerning our executive officers is contained in Item 1 of Part 1 of this Annual Report. We have adopted a code of ethics, our Code of Business Conduct for Employees, that applies to our CEO and CFO and Principal Accounting Officer as well as all of our other employees. We have also adopted a code of ethics, our Director Code of Ethics, which applies to the members of the Company's Board of Directors, including our CEO. Our Code of Business Conduct for Employees and the Director Code of Ethics can be found on our Investor Relations website at www.steris-ir.com. Any amendments or waivers of either of these codes will be made available on this website.

ITEM 11. EXECUTIVE COMPENSATION

This Annual Report on Form 10-K incorporates by reference the information appearing beginning under the captions "Executive Compensation," "Non-Employee Director Compensation" and "Miscellaneous Matters" of the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

This Annual Report on Form 10-K incorporates by reference the information appearing under the captions "Ownership of Voting Securities" of the Proxy Statement.

The table below presents information concerning all equity compensation plans and individual equity compensation arrangements in effect as of our fiscal year ended March 31, 2017.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights ($)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	1,945,274	50.28	5,628,258
Equity compensation plans not approved by security holders	—	—	—
Total	1,945,274	50.28	5,628,258

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

RELATED PERSON TRANSACTIONS

This Annual Report on Form 10-K incorporates by reference the information beginning under the captions "Governance Generally", "Board Meetings and Committees" and "Miscellaneous Matters" of the Proxy Statement. For additional information regarding related party transactions refer to Note 20 of our Consolidated Financial Statements titled, "Related Party Transactions".

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

This Annual Report on Form 10-K incorporates by reference the information relating to principal accountant fees and services appearing under the caption "Independent Registered Public Accounting Firm" of the Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

LIST OF CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

(a) (1) The following consolidated financial statements of STERIS plc and subsidiaries are included in Item 8:

Consolidated Balance Sheets – March 31, 2017 and 2016.

Consolidated Statements of Income – Years ended March 31, 2017, 2016, and 2015.

Consolidated Statements of Comprehensive Income –Years ended March 31, 2017, 2016, and 2015.

Consolidated Statements of Cash Flows – Years ended March 31, 2017, 2016, and 2015.

Consolidated Statements of Shareholders' Equity – Years ended March 31, 2017, 2016, and 2015.

Notes to Consolidated Financial Statements.

(a) (2) The following consolidated financial statement schedule of STERIS plc and subsidiaries is included in Item 8:

Schedule II - Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulation of the SEC are not required under the related instructions or are inapplicable and, therefore, have been omitted.

(a) (3) Exhibits

Exhibit Number	**Exhibit Description**
3.1	Certificate of Incorporation of STERIS plc (filed as Exhibit 3.1 to STERIS plc Form 8-K filed November 6, 2015 (Commission File No. 1-37614) and incorporated herein by reference).
3.2	Amended Articles of Association of STERIS plc (Amended by Special Resolution passed on August 2, 2016) (filed as Exhibit 3.2 to STERIS plc Form 10-Q for the fiscal quarter ended September 30, 2016 (Commission File No. 1-37614), and incorporated herein by reference).
4.1	Specimen Form of Stock Certificate (filed as Exhibit 4.1 to STERIS plc Form 10-K for the fiscal year ended March 31,2016 (Commission File No. 1-37614), and incorporated herein by reference).
10.1	STERIS plc 2006 Long-Term Equity Incentive Plan, as Amended and Restated Effective August 2, 2016 (filed as Appendix C to STERIS plc definitive proxy statement on Schedule 14A filed June 13, 2016 (Commission File No. 1-37614), and incorporated herein by reference).*
10.2	STERIS Corporation Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.7 to Form 10-Q for the fiscal quarter ended September 30, 2006 (Commission File No. 1-14643), and incorporated herein by reference).*

10.3	STERIS Corporation Form of Nonqualified Stock Option Agreement for Nonemployee Directors (filed as Exhibit 10.8 to Form 10-Q for the fiscal quarter ended September 30, 2006 (Commission File No. 1-14643), and incorporated herein by reference).*
10.4	STERIS Corporation Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.3 to Form 10-Q for the fiscal quarter ended June 30, 2008 (Commission File No. 1-14643), and incorporated herein by reference).*
10.5	STERIS Corporation Form of Nonqualified Stock Option Agreement for Nonemployee Directors (filed as Exhibit 10.4 to Form 10-Q for the fiscal quarter ended June 30, 2008 (Commission File No. 1-14643), and incorporated herein by reference).*
10.6	STERIS Corporation Form of Non-Qualified Stock Option Agreement for Employees (filed as Exhibit 10.2 to Form 10-Q for the fiscal quarter ended June 30, 2009 (Commission File No. 1-14643), and incorporated herein by reference).*
10.7	STERIS Corporation Form of Non-Qualified Stock Option Agreement for Employees. (filed as Exhibit 10.22 to Form 10-K for the fiscal year ended March 31, 2011(Commission File No. 1-14643), and incorporated herein by reference).*
10.8	STERIS Corporation Form of Restricted Stock Agreement for Employees (filed as Exhibit 10.1 to Form 10-Q for the fiscal quarter ended June 30, 2011 (Commission File No. 1-14643), and incorporated herein by reference.*
10.9	STERIS Corporation Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.2 to Form 10-Q for the fiscal quarter ended June 30, 2011 (Commission File No. 1-14643), and incorporated herein by reference).*
10.10	STERIS Corporation Form of Restricted Stock Agreement for Employees (filed as Exhibit 10.27 to Form 10-K for the fiscal year ended March 31, 2012 (Commission File No. 1-14643, and incorporated herein by reference).*
10.11	STERIS Corporation Form of Restricted Stock Agreement for Employees.(filed as Exhibit 10.28 to Form 10-K for the fiscal year ended March 31, 2012 (Commission File No. 1-14643, and incorporated herein by reference).*
10.12	Amendment to STERIS Corporation Nonqualified Stock Option Agreement (filed as Exhibit 10.11 to Form 10-Q for the fiscal quarter ended December 31, 2012 (Commission File No. 1-14643), and incorporated herein by reference).*
10.13	STERIS Corporation Form of Nonqualified Stock Option Agreement for Nonemployee Directors (filed as Exhibit 10.12 to Form 10-Q for the fiscal quarter ended December 31, 2012 (Commission File No. 1-14643), and incorporated herein by reference).*
10.14	STERIS Corporation Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.13 to Form 10-Q for the fiscal quarter ended December 31, 2012 (Commission File No. 1-14643), and incorporated herein by reference).*
10.15	STERIS Corporation Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.14 to Form 10-Q for the fiscal quarter ended December 31, 2012 (Commission File No. 1-14643), and incorporated herein by reference).*
10.16	STERIS Corporation Form of Career Restricted Stock Unit Agreement for Nonemployee Directors (filed as Exhibit 10.33 to Form 10-K for the fiscal year ended March 31, 2013 (Commission File No. 1-14643), and incorporated by reference).*
10.17	STERIS Corporation Form of Nonqualified Stock Option Agreement for Nonemployee Directors (filed as Exhibit 10.34 to Form 10-K for the fiscal year ended March 31, 2013 (Commission File No. 1-14643), and incorporated by reference).*
10.18	STERIS plc Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.2 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614) and incorporated herein by reference).*
10.19	STERIS plc Form of Restricted Stock Agreement for Employees (filed as Exhibit 10.3 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614) and incorporated herein by reference).*
10.20	STERIS plc Form of Nonqualified Stock Option Agreement for Nonemployee Directors (filed as Exhibit 10.20 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*

10.21 STERIS plc Form of Career Restricted Stock Agreement for Nonemployee Directors (filed as Exhibit 10.21 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*

10.22 STERIS plc Form of Performance Restricted Stock Agreement for Employees (filed as Exhibit 10.22 to STERIS plc Form 10-K for the year ended March 31, 2016 and incorporated herein by reference).*

10.23 Description of STERIS Corporation Non-Employee Director Compensation Program (filed as Exhibit 10.2 to Form 10-Q for the fiscal quarter ended September 30, 2015 (Commission File No. 1-14643), and incorporated herein by reference).*

10.24 Description of Compensation Payable to Former Directors of Synergy Health plc who became Directors of STERIS plc (filed as Exhibit 10.8 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614) and incorporated herein by reference).*

10.25 STERIS Corporation Deferred Compensation Plan Document (filed as Exhibit 10.1 to Form 8-K filed September 1, 2006 (Commission File No. 1-14643), and incorporated herein by reference).*

10.26 STERIS Corporation Deferred Compensation Plan Document (as Amended and Restated Effective January 1, 2009) (filed as Exhibit 10.1 to Form 10-Q for the fiscal quarter ended December 31, 2008 (Commission File No. 1-14643), and incorporated herein by reference).*

10.27 Amended and Restated Adoption Agreement related to STERIS Corporation Deferred Compensation Plan (filed as Exhibit 10.2 to Form 10-Q filed for the fiscal quarter ended December 31, 2008 (Commission File No. 1-14643), and incorporated herein by reference).*

10.28 Amendment No. 1 to STERIS Corporation Deferred Compensation Plan Document (as Amended and Restated Effective January 1, 2009) dated November 4, 2011 (filed as Exhibit 10.1 to Form 10-Q for the fiscal quarter ended December 31, 2011 (Commission File No. 1-14643), and incorporated herein by reference).*

10.29 STERIS Corporation Management Incentive Compensation Plan, as Amended (filed as Exhibit 10.6 to Form 10-Q for the fiscal quarter ended June 30, 2014 (Commission File No. 1-14643), and incorporated herein by reference).*

10.30 STERIS Corporation Senior Executive Management Incentive Compensation Plan, as Amended and Restated Effective April 1, 2015 (filed as Appendix A to Schedule 14A (Definitive Proxy Statement) filed July 8, 2015 (Commission File No. 1-14643), and incorporated herein by reference).*

10.31 Description of STERIS plc Management Incentive Compensation Plan and STERIS plc Senior Executive Management Incentive Compensation Plan in effect for the fourth quarter of fiscal 2016 (included in STERIS plc Form 8-K filed February 2, 2016) (Commission File No. 1-37614), and incorporated herein by reference).*

10.32 STERIS plc Management Incentive Compensation Plan, Effective April 1, 2016 (filed as Exhibit 10.31 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*

10.33 STERIS plc Senior Executive Management Incentive Compensation Plan, Effective April 1, 2016 (filed as Appendix B to STERIS plc definitive proxy statement on Schedule 14A filed June 13, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*

10.34 Form of Make-Whole Payment and Repayment Conditions Agreement Between Former STERIS Corporation Non-Employee Directors and STERIS Corporation (filed as Exhibit 10.32 to STERIS plc Form 10-K or the year ended March 31, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*

10.35 Form of Make-Whole Payment and Repayment Conditions Agreement Between STERIS Corporation Executive Officers and STERIS Corporation (filed as Exhibit 10.33 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*

10.36 STERIS plc Senior Executive Severance Plan, as Amended and Restated Effective January 25, 2017 (filed as Exhibit 10.3 to STERIS plc Form 8-K filed January 26, 2017 (Commission File No. 1-37614) and incorporated herein by reference).*

10.37 Termination Agreement between Synergy Health and Dr. Richard Steeves (filed as Exhibit 10.7 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614), and incorporated herein by reference).*

10.38 Service Agreement between Dr. Adrian Coward and Synergy Health Limited as amended, and STERIS plc letter (filed as Exhibit 10.5 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614), and incorporated herein by reference).*

10.39 Form of Indemnification Agreement between STERIS Corporation and each of its directors and certain executive officers (filed as Exhibit 10.31 to Form 10-K for the fiscal year ended March 31, 2010 (Commission File No. 1-14643), and incorporated herein by reference).

10.40 Form of Deed of Indemnity for STERIS plc Directors and executive officers (filed as Exhibit 10.5 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614), and incorporated herein by reference).

10.41 Agreement dated as of April 23, 2008 by and among STERIS Corporation, Richard C. Breeden, Robert H. Fields, and the Breeden Investors identified therein (filed as Exhibit 10.1 to Form 8-K filed April 24, 2008 (Commission File No. 1-14643), and incorporated herein by reference).

10.42 Agreement dated November 4, 2011 between STERIS Corporation and Bank of America, N.A. providing Transfer and Advised Line for Letters of Credit (filed as Exhibit 10.2 to Form 10-Q for the fiscal quarter ended December 31, 2011 (Commission File No. 1-14643), and incorporated herein by reference).

10.43 Credit Agreement, dated as of March 31, 2015, by and among STERIS Corporation and New STERIS Limited, as borrowers, various U.S. subsidiaries of STERIS Corporation, as guarantors, various financial institutions, as lenders, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A., KeyBank National Association and PNC Bank, National Association, as Syndication Agents, Santander Bank, N.A., The Bank of Tokyo Mitsubishi UFJ, Ltd., Sumitomo Mitsui Banking Corporation and DNB Capital LLC, as Documentation Agents, and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and KeyBank National Association, as Joint Lead Arrangers and Joint Bookrunners (filed as Exhibit 10.1 to Form 8-K filed April 2, 2015 (Commission File No. 1-14643), and incorporated herein by reference).

10.44 First Amendment, dated as of May 29, 2015, by and among STERIS Corporation, as borrower and guarantor, New STERIS Limited, as borrower, various U.S. subsidiaries of STERIS Corporation, as guarantors, JPMorgan Chase Bank, N.A., as Administrative Agent, and the various financial institutions parties thereto, as lenders, to Credit Agreement dated March 31, 2015 (filed as Exhibit 10.2 to Form 8-K filed June 1, 2015 (Commission File No. 1-14643), and incorporated herein by reference).

10.45 Guaranty Joinder Agreement dated September 9, 2015 by General Econopak, Inc. in favor of JPMorgan Chase Bank, N.A. (filed as Exhibit 10.10 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614), and incorporated herein by reference).

10.46 Guarantor Joinder Agreement dated November 2, 2015 by Solar New US Holding Co, LLC, Solar New US Parent Co, LLC and Solar New US Acquisition Co, LLC in favor of JPMorgan Chase Bank, N.A. (filed as Exhibit 10.47 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614), and incorporated herein by reference).

10.47 Guarantor Joinder Agreement dated January 12, 2016 by Synergy Health Holdings Limited, Synergy Health Sterilisation UK Limited, Synergy Health (UK) Limited, Synergy Health Investments Limited and Synergy Health US Holdings Limited in favor of JPMorgan Chase Bank, N.A. (filed as Exhibit 10.48 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614), and incorporated herein by reference).

10.48 First Amendment, dated as of March 31, 2015, to Note Purchase Agreement dated as of August 15, 2008, among STERIS Corporation and each of the institutions party thereto (filed as Exhibit 10.5 to Form 8-K filed April 2, 2015 (Commission File No. 1-14643), and incorporated herein by reference).

10.49 Affiliate Guaranty, dated as of March 31, 2015, by STERIS Corporation and each of American Sterilizer Company, Integrated Medical Systems International, Inc., STERIS Europe, Inc., STERIS Inc., United States Endoscopy Group, Inc., Isomedix Inc. and Isomedix Operations Inc., of the August 15, 2008 Note Purchase Agreements, as amended and restated, and Notes issued pursuant thereto (filed as Exhibit 10.6 to Form 8-K filed April 2, 2015 (Commission File No. 1-14643), and incorporated herein by reference).

10.50 Guaranty Supplement dated September 9, 2015 by General Econopak, Inc. and STERIS Corporation of Affiliate Guaranty dated as of March 31, 2015 of STERIS Corporation August 15, 2008 Note Purchase Agreements as amended and restated, and of the Notes issued pursuant thereto (filed as Exhibit 10.10 to STERIS plc Form 10-Q for the fiscal quarter ending December 31, 2015 (Commission File No. 1-37614), and incorporated herein by reference).

10.51 Guaranty Supplement dated November 2, 2015 by Solar New US Holding Co, LLC, Solar New US Parent Co, LLC and Solar New US Acquisition Co, LLC and STERIS Corporation of Affiliate Guaranty dated as of March 31, 2015 of STERIS Corporation August 15, 2008 Note Purchase Agreements, as amended and restated, and of the Notes issued pursuant thereto (filed as Exhibit 10.52 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614), and incorporated herein by reference).

10.52 Guaranty Supplement dated January 12, 2016 by Synergy Health Holdings Limited, Synergy Health Sterilisation UK Limited, Synergy Health (UK) Limited, Synergy Health Investments Limited and Synergy Health US Holdings Limited of Affiliate Guaranty dated as of March 31, 2015 of STERIS Corporation August 15, 2008 Note Purchase Agreements, as amended and restated, and of the Notes issued pursuant thereto (filed as Exhibit 10.53 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614), and incorporated herein by reference).

10.53 First Amendment, dated as of March 31, 2015, to Note Purchase Agreements dated as of December 4, 2012, among STERIS Corporation and each of the institutions party thereto (filed as Exhibit 10.7 to Form 8-K filed April 2, 2015 (Commission File No. 1-14643), and incorporated herein by reference).

10.54 Affiliate Guaranty, dated as of March 31, 2015, by STERIS Corporation and each of American Sterilizer Company, Integrated Medical Systems International, Inc., STERIS Europe, Inc., STERIS Inc., United States Endoscopy Group, Inc., Isomedix Inc. and Isomedix Operations Inc., of the December 4, 2012 Note Purchase Agreements, as amended and restated, and Notes issued pursuant thereto (filed as Exhibit 10.8 to Form 8-K filed April 2, 2015 (Commission File No. 1-14643), and incorporated herein by reference).

10.55 Guaranty Supplement dated September 9, 2015 by General Econopak, Inc. and STERIS Corporation of Affiliate Guaranty dated as of March 31, 2015 of STERIS Corporation December 4, 2012 Note Purchase Agreements, as amended and restated, and of the Notes issued pursuant thereto (filed as Exhibit 10.11 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614), and incorporated herein by reference).

10.56 Guaranty Supplement dated November 2, 2015 by Solar New US Holding Co, LLC, Solar New US Parent Co, LLC and Solar New US Acquisition Co, LLC and STERIS Corporation of Affiliate Guaranty dated as of March 31, 2015 of STERIS Corporation December 4, 2012 Note Purchase Agreements, as amended and restated, and of the Notes issued pursuant thereto (filed as Exhibit 10.57 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614), and incorporated herein by reference).

10.57 Guaranty Supplement dated January 12, 2016 by Synergy Health Holdings Limited, Synergy Health Sterilisation UK Limited, Synergy Health (UK) Limited, Synergy Health Investments Limited and Synergy Health US Holdings Limited of Affiliate Guaranty dated as of March 31, 2015 of STERIS Corporation December 4, 2012 Note Purchase Agreements, as amended and restated and of the Notes issued pursuant thereto (filed as Exhibit 10.58 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614), and incorporated herein by reference).

10.58 Note Purchase Agreement dated as of May 15, 2015, among STERIS Corporation and each of the institutions party thereto (filed as Exhibit 10.1 to Form 8-K of STERIS Corporation filed May 18, 2015 (Commission File No. 1-14643), and incorporated herein by reference).

10.59 Affiliate Guaranty, dated as of May 15, 2015, by STERIS Corporation and each of American Sterilizer Company, Integrated Medical Systems International, Inc., STERIS Europe, Inc., STERIS Inc., United States Endoscopy Group, Inc., Isomedix Inc. and Isomedix Operations Inc., of STERIS Corporation May 15, 2015 Note Purchase Agreement and Notes issued pursuant thereto (filed as Exhibit 10.2 to Form 8-K of STERIS Corporation filed May 18, 2015 (Commission File No. 1-14643), and incorporated herein by reference).

10.60 Guaranty Supplement dated September 9, 2015 by General Econopak, Inc. and STERIS Corporation of Affiliate Guaranty dated as of May 15, 2015 of STERIS Corporation May 15, 2015 Note Purchase Agreement and of the Notes issued pursuant thereto (filed as Exhibit 10.12 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614), and incorporated herein by reference).

10.61	Guaranty Supplement dated November 2, 2015 by Solar New US Holding Co, LLC, Solar New US Parent Co, LLC and Solar New US Acquisition Co, LLC and STERIS Corporation of Affiliate Guaranty dated as of May 15, 2015 of STERIS Corporation May 15, 2015 Note Purchase Agreement and of the Notes issued pursuant thereto (filed as Exhibit 10.62 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614), and incorporated herein by reference).
10.62	Guaranty Supplement dated January 12, 2016 by Synergy Health Holdings Limited, Synergy Health Sterilisation UK Limited, Synergy Health (UK) Limited, Synergy Health Investments Limited and Synergy Health US Holdings Limited of STERIS Corporation May 15, 2015 Note Purchase Agreement and of the Notes issued pursuant thereto (filed as Exhibit 10.63 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614), and incorporated herein by reference).
10.63	Note Purchase Agreement dated as of January 23, 2017, among STERIS plc and each of the institutions party thereto (filed as Exhibit 10.1 to Form 8-K filed January 26, 2017 (Commission File No. 1-37614), and incorporated herein by reference).
10.64	Affiliated Guaranty, dated as of January 23, 2017, by STERIS plc and each of the American Sterilizer Company, Integrated Medical Systems International, Inc., Isomedix Inc., Isomedix Operations Inc., Solar New US Holding Co, LLC, Solar New US Parent Co, LLC, Solar US Acquisition Co, LLC, STERIS Barrier Products Solutions, Inc., STERIS Corporation, STERIS Europe, Inc., STERIS Inc., Synergy Health Holdings Limited, Synergy Health Limited, Synergy Health Sterilisation UK Limited, Synergy Health (UK) Limited, Synergy Health Investments Limited, Synergy Health US Holdings Limited, and United States Endoscopy Group, Inc., of STERIS plc January 23, 2017 Note Purchase Agreement and Notes issued pursuant thereto (filed as Exhibit 10.2 to Form 8-K filed January 26, 2017 (Commission File No. 1-37614), and incorporated herein by reference).
10.65	Stock Purchase Agreement dated July 16, 2012 by and among STERIS Corporation, United States Endoscopy Group, Inc. and the shareholders party thereto (filed as Exhibit 2.1 to Form 8-K filed August 15, 2012 (Commission File No. 1-14643), and incorporated herein by reference).
10.66	Stock Purchase Agreement dated October 16, 2012 between STERIS Corporation, Richard J. and Michelle A. Schultz, individually and as trustees of certain trusts, such trusts and Spectrum Surgical Instruments Corp. (filed as Exhibit 10.5 to Form 10-Q for the fiscal quarter ended December 31, 2012 (Commission File No. 1-14643), and incorporated herein by reference).
10.67	Stock Purchase Agreement dated March 31, 2014 by and among STERIS Corporation, Integrated Medical Systems International, Inc. and the shareholders party thereto (filed as Exhibit 2.1 to Form 8-K filed May 9, 2014 (Commission File No. 1-14643), and incorporated herein by reference).
10.68	Stock Purchase Agreement dated June 23, 2015 by and among STERIS Corporation, General Econopak, Inc. and each of the Stockholders of General Econopak, Inc. (filed as Exhibit 10.1 to STERIS Corporation Form 10-Q for the fiscal quarter ended June 30, 2015 (Commission File No. 1-14643), and incorporated herein by reference).
21.1	Subsidiaries of STERIS plc.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney.
31.1	Certification of the Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14 (a).
31.2	Certification of the Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14 (a).
32.1	Certification of the Principal Executive Officer and the Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
EX-101	Instance Document.
EX-101	Schema Document.
EX-101	Calculation Linkbase Document.
EX-101	Definition Linkbase Document.

EX-101	Labels Linkbase Document.
EX-101	Presentation Linkbase Document.
*	A management contract or compensatory plan or arrangement required to be filed as an exhibit hereto.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the date indicated.

STERIS plc
(Registrant)

Date: May 26, 2017

By: /S/ KAREN L. BURTON
Karen L. Burton
Vice President, Corporate Controller, and Chief Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
/S/ WALTER M ROSEBROUGH, JR. Walter M Rosebrough, Jr.	President, Chief Executive Officer and Director	May 26, 2017
/S/ MICHAEL J. TOKICH Michael J. Tokich	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	May 26, 2017
/S/ KAREN L. BURTON Karen L. Burton	Vice President, Corporate Controller and Chief Accounting Officer	May 26, 2017
* John P. Wareham	Chairman and Director	May 26, 2017
* Richard C. Breeden	Director	May 26, 2017
* Bruce A. Edwards	Director	May 26, 2017
* Cynthia L. Feldmann	Director	May 26, 2017
* David B. Lewis	Director	May 26, 2017
* Jacqueline B. Kosecoff	Director	May 26, 2017
* Kevin M. McMullen	Director	May 26, 2017
* Sir Duncan K. Nichol	Director	May 26, 2017
* Mohsen M. Sohi	Director	May 26, 2017
* Richard M. Steeves	Director	May 26, 2017
* Loyal W. Wilson	Director	May 26, 2017
* Michael B. Wood	Director	May 26, 2017

* The undersigned, by signing his name hereto, does sign and execute this Annual Report on Form 10-K pursuant to the Powers of Attorney executed by the above-named directors of the Registrant and filed with the Securities and Exchange Commission on behalf of such directors.

Date: May 26, 2017

By: /S/ J. ADAM ZANGERLE
J. Adam Zangerle,
Attorney-in-Fact for Directors

EXHIBIT 21.1

SUBSIDIARIES OF STERIS PLC

STERIS plc has no parent company. As of March 31, 2017, its direct and indirect subsidiaries[(1)] were as follows:

Albert Browne Limited	England & Wales
American Sterilizer Company	Pennsylvania
Bioster Mottahedoon Egypt SAE	Egypt
Bizworth Gammarad Sdn Bhd	Malaysia
Black Diamond Video, Inc.	California
CLBV Limited	England & Wales
Controlled Environment Certification Services, Inc.	Ohio
Eschmann Holdings Limited	England & Wales
Eschmann Holdings Pte Limited	Singapore
Gammaster Sweden AB	Sweden
Hausted, Inc.	Delaware
HSTD LLC	Delaware
HTD Holding Corp.	Delaware
IDtek Identifikationslösungen GmbH	Germany
IDtek Track-and-Trace SA	Switzerland
Integrated Medical Systems International, Inc.	Delaware
Isomedix Corporation	Ontario, Canada
Isomedix Inc.	Delaware
Isomedix Operations Inc.	Delaware
Isotron Limited	England and Wales
Medisafe America, L.L.C.	Florida
Medisafe Holdings Limited	England and Wales
Medisafe UK Limited	England and Wales
PeriOptimum, Inc.	Delaware
Phoenix Surgical Holdings Limited	England and Wales
Phoenix Surgical Instruments Limited	England and Wales
Phoenix Optics Limited	England and Wales
ReNOVA Surgical Limited	England and Wales
Sercon Indústria E Comércio De Aparelhos Médicos E Hospitalares Ltda.	Brazil
Shiloh Limited	England and Wales
Solar New US Holding Co, LLC	Delaware
Solar New US Parent Co, LLC	Delaware
Solar US Acquisition Co, LLC	Delaware
Sterile Supplies Limited	England and Wales
Sterilgamma Services Sdn Bhd	Malaysia
SterilTek Holdings, Inc.	Delaware
SterilTek, Inc.	Nevada
STERIS AB	Sweden
STERIS Asia Pacific, Inc.	Delaware

STERIS AST CZ s.r.o.	Czech Republic
STERIS AST d.o.o.	Slovenia
STERIS AST SK s.r.o.	Slovakia
STERIS Barrier Products Solutions, Inc.	Pennsylvania
STERIS Brasil Servicos Administrativos Ltda.	Brazil
STERIS Brazil Holdings, LLC	Delaware
STERIS (BVI) I Limited	British Virgin Islands
STERIS Canada Corporation	Quebec, Canada
STERIS Canada Inc.	Ontario, Canada
STERIS CH Limited	England & Wales
STERIS China Holdings Limited	Hong Kong
STERIS Corporation	Ohio
STERIS Corporation de Costa Rica, S.A.	Costa Rica
STERIS Deutschland GmbH	Germany
STERIS Enterprises LLC	Russia
STERIS Europe, Inc.	Delaware
STERIS FinCo S.à r.l.	Luxembourg
STERIS FinCo II S.à r.l.	Luxembourg
STERIS GmbH	Switzerland
STERIS Holdings B.V.	Netherlands
STERIS Iberia, S.A.	Spain
STERIS IMS Canada Inc.	Canada
STERIS Inc.	Delaware
STERIS (India) Private Limited	India
STERIS Irish FinCo Unlimited Company	Republic of Ireland
STERIS Irish FinCo II Unlimited Company	Republic of Ireland
STERIS Isomedix Puerto Rico, Inc.	Puerto Rico
STERIS Japan Inc.	Japan
STERIS Laboratories, Inc.	Minnesota
STERIS Latin America, Inc.	Delaware
STERIS Luxembourg Finance S.à r.l.	Luxembourg
STERIS Luxembourg Holding S.à r.l.	Luxembourg
STERIS Mauritius Limited	Republic of Mauritius
STERIS Mexico, S. de R.L. de C.V.	Mexico
STERIS NV	Belgium
STERIS Personnel Services Mexico, S. de R.L. de C.V.	Mexico
STERIS Personnel Services, Inc.	Delaware
STERIS S.r.l.	Italy
STERIS sas	France
STERIS SEA Sdn. Bhd.	Malaysia
STERIS (Shanghai) Trading Co., Ltd.	China
STERIS Singapore Pte Ltd	Singapore
STERIS Solutions Limited	England & Wales

STERIS S.p.A.	Italy
STERIS UK Holding Limited	England & Wales
STERIS–Austar Pharmaceutical Systems Hong Kong Limited	Hong Kong
STERIS–Austar Pharmaceutical Systems (Shanghai) Limited	China
Strategic Technology Enterprises, Inc.	Delaware
Synergy Decontamination (M) Sdn Bhd	Malaysia
Synergy Health Allershausen GmbH	Germany
Synergy Health Amsterdam B.V.	The Netherlands
Synergy Health AST, LLC	Delaware
Synergy Health AST Republica Dominicana SA	Panama
Synergy Health AST S.r.l.	Costa Rica
Synergy Health Däniken AG	Switzerland
Synergy Health Ede B.V.	The Netherlands
Synergy Health France sas	France
Synergy Health Holding B.V.	The Netherlands
Synergy Health Holdings Limited	England and Wales
Synergy Health (Hong Kong) Limited	Hong Kong
Synergy Health International Limited	England and Wales
Synergy Health Investments Limited	England and Wales
Synergy Health Ireland Limited	Republic of Ireland
Synergy Health Limited	England and Wales
Synergy Health Logistics B.V.	The Netherlands
Synergy Health Marseille sas	France
Synergy Health Nederland B.V.	The Netherlands
Synergy Health New York, LLC	Delaware
Synergy Health North America, Inc.	Florida
Synergy Health Outsourcing Solutions, Inc.	Florida
Synergy Health Outsourcing Solutions S.A. de C.V.	Mexico
Synergy Health Radeberg GmbH	Germany
Synergy Health Sterilisation UK Limited	England and Wales
Synergy Health (Suzhou) Limited	China
Synergy Health (Suzhou) Sterilization Technologies Limited	China
Synergy Health Systems Limited	England and Wales
Synergy Health (Thailand) Limited	Thailand
Synergy Health True North, LLC	New York
Synergy Health (UK) Limited	England and Wales
Synergy Health US Holdings, Inc.	Delaware
Synergy Health US Holdings Limited	England and Wales
Synergy Health Utrecht B.V.	The Netherlands
Synergy Health Westport Limited	Republic of Ireland
Synergy Healthcare Limited	England and Wales
Synergy Healthcare (UK) Limited	England and Wales
Synergy Sterilisation KL (M) Sdn Bhd	Malaysia

Synergy Sterilisation Kulim (M) Sdn Bhd	Malaysia
Synergy Sterilisation (M) Sdn Bhd	Malaysia
Synergy Sterilisation Rawang (M) Sdn Bhd	Malaysia
Synergy Sterilisation South Africa (Pty) Limited	South Africa
Trust Sterile Services Limited	Scotland
United States Endoscopy Group, Inc.	Ohio
Vernon and Co. Limited	England and Wales
Vernon Carus (Malta) Limited	Malta
Vernon-Carus Limited	England and Wales

(1) The names of one or more subsidiaries which, considered in the aggregate as a single subsidiary, would not constitute at the end of fiscal 2017 a "significant subsidiary" within the meaning of Rule 1-02(w) of Regulation S-X have been excluded.

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements of STERIS plc and subsidiaries (STERIS) pertaining to the STERIS plc 2006 Long-Term Equity Incentive Plan, the STERIS plc 2006 Long-Term Equity Incentive Plan, Assumed as Amended and Restated and the STERIS Corporation 401(k) Plan of our reports dated May 26, 2017, with respect to the consolidated financial statements and schedule of STERIS and the effectiveness of internal control over financial reporting of STERIS included in this Annual Report (Form 10-K) of STERIS for the year ended March 31, 2017:

Registration Number	Description
333-214491	Form S-8 Registration Statement - STERIS plc 2006 Long-Term Equity Incentive Plan
333-207721	Form S-8 Registration Statement - STERIS plc 2006 Long-Term Equity Incentive Plan, Assumed as Amended and Restated
333-207722	Form S-8 Registration Statement - STERIS Corporation 401(k) Plan

/s/ Ernst & Young LLP

Cleveland, Ohio
May 26, 2017

Exhibit 24.1

STERIS PLC
POWER OF ATTORNEY
FORM 10-K

Each of the undersigned hereby makes, constitutes, and appoints Walter M Rosebrough, Jr., Michael J. Tokich, Karen L. Burton, J. Adam Zangerle, Ronald E. Snyder, Julia Kipnis, and each of them, his or her true and lawful attorney, with full power of substitution, for and in his or her name, place, and stead, to affix, as attorney-in-fact, his or her signature in any and all capacities, to the Annual Report on Form 10-K of STERIS plc for its fiscal year ended March 31, 2017, and any and all amendments thereto to be filed with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, with power to file said Form 10-K and such amendments, and any and all other documents that may be required in connection therewith, with the Securities and Exchange Commission, hereby granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform any and all acts and things requisite or appropriate in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney as of the 26th day of April, 2017.

/s/ Richard C. Breeden
Richard C. Breeden, Director

/s/ Cynthia L. Feldmann
Cynthia L. Feldmann, Director

/s/ Jacqueline B. Kosecoff
Jacqueline B. Kosecoff, Director

/s/ David B. Lewis
David B. Lewis, Director

/s/ Sir Duncan K. Nichol
Sir Duncan K. Nichol, Director

/s/ Mohsen M. Sohi
Mohsen M. Sohi, Director

/s/ Richard M. Steeves
Richard M. Steeves, Director

/s/ John P. Wareham
John P. Wareham, Chairman of the Board

/s/ Loyal W. Wilson
Loyal W. Wilson, Director

/s/ Michael B. Wood
Michael B. Wood, Director

/s/ Walter M Rosebrough, Jr
Walter M Rosebrough, Jr.

President and Chief Executive Officer
(Principal Executive Officer), Director

/s/ Michael J. Tokich
Michael J. Tokich
Senior Vice President, Chief Financial Officer, and Treasurer
(Principal Financial Officer)

/s/ Karen L. Burton
Karen L. Burton
Vice President and Controller
(Controller and Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER

I, Walter M Rosebrough, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of STERIS plc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 26, 2017

/s/ Walter M Rosebrough, Jr.

Walter M Rosebrough, Jr.
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER

I, Michael J. Tokich, certify that:

1. I have reviewed this annual report on Form 10-K of STERIS plc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 26, 2017

/s/ Michael J. Tokich

Michael J. Tokich
Senior Vice President, Chief Financial Officer and Treasurer

Exhibit 32.1

Certification Pursuant to § 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-K of STERIS plc (the "Company") for the fiscal year ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, that, to such officer's knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

/s/ Walter M Rosebrough, Jr.

Name: **Walter M Rosebrough, Jr.**
Title: **President and Chief Executive Officer**

/s/ Michael J. Tokich

Name: **Michael J. Tokich**
Title: **Senior Vice President, Chief Financial Officer and Treasurer**

Dated: May 26, 2017

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(In thousands, except per share data)

Non-GAAP Financial Measures. Non-GAAP financial measures are presented with the intent of providing greater transparency to supplemental financial information used by management and the Board of Directors in their financial analysis and operational decision making. These amounts are disclosed so that the reader has the same financial data that management uses with the belief that it will assist investors and other readers in making comparisons to our historical operating results and analyzing the underlying performance of our operations for the periods presented.

Management and the Board of Directors believe that the presentation of these non-GAAP financial measures, when considered along with our GAAP financial measures and the reconciliation to the corresponding GAAP financial measures, provide the reader with a more complete understanding of the factors and trends affecting our business than could be obtained absent this disclosure. It is important for the reader to note that the non-GAAP financial measure used may be calculated differently from, and therefore may not be comparable to, a similarly titled measure used by other companies.

	Twelve months ended March 31, (unaudited)							
	As reported, GAAP		Impact of Acquisitions	Impact of Divestitures	Impact of Foreign Currency Movements	GAAP Growth	Organic Growth	Constant Currency Organic Growth
	2017	2016	2017	2016	2017	2017	2017	2017
Segment revenues:								
Healthcare Products	$ 1,260,878	$ 1,202,820	$ 39,727	$ (22,094)	$ (10,489)	4.8%	3.4%	4.3%
Healthcare Specialty Services	560,175	427,198	179,740	(58,414)	(7,475)	31.1%	3.2%	5.2%
Life Sciences	327,276	295,970	22,015	—	(3,324)	10.6%	3.1%	4.3%
Applied Sterilization Technologies	458,231	310,120	135,677	(4,958)	(4,008)	47.8%	5.7%	7.0%
Corporate and Other	6,196	2,656	1,220	—	—	133.4%	87.4%	87.4%
Total	$ 2,612,756	$ 2,238,764	$ 378,379	$ (85,466)	$ (25,296)	16.7%	3.8%	4.9%

To measure the percentage organic revenue growth, the Company removes the impact of acquisitions and divestitures that affect the comparability and trends in revenue. To measure the percentage constant currency organic revenue growth, the impact of changes in foreign currency exchange rates and acquisitions and divestitures that affect the comparability and trends in revenue are removed. The impact of changes in foreign currency exchange rates is calculated by translating current year results at prior year average foreign currency exchange rates.

	Twelve months ended March 31, (unaudited)							
	Gross Profit		Income from Operations		Net Income attributable to shareholders*		Diluted EPS	
	2017	2016	2017	2016	2017	2016	2017	2016
GAAP	$ 1,025,632	$ 895,481	$ 227,595	$ 212,927	$ 109,965	$ 110,763	$ 1.28	$ 1.56
Adjustments:								
Amortization of inventory and property "step up" to fair value	6,580	9,826	4,743	9,907				
Amortization and impairment of purchased intangible assets	33	—	66,398	47,704				
Acquisition related transaction and integration charges	1,589	2,979	30,082	82,891				
Loss (gain) on fair value adjustment of acquisition related contingent consideration	—	—	2,569	(736)				
Net loss on divestiture of businesses	—	—	86,574	—				
Settlement of pension obligation	—	—	—	26,470				
Goodwill impairment loss	—	—	58,356	—				
Restructuring charges	—	319	215	(501)				
Net impact of adjustments after tax					213,498	130,694		
Net EPS impact							2.48	1.83
Adjusted	$ 1,033,834	$ 908,605	$ 476,532	$ 378,662	$ 323,463	$ 241,457	$ 3.76	$ 3.39

*The tax expense (benefit) includes both the current and deferred income tax impact of the adjustments.

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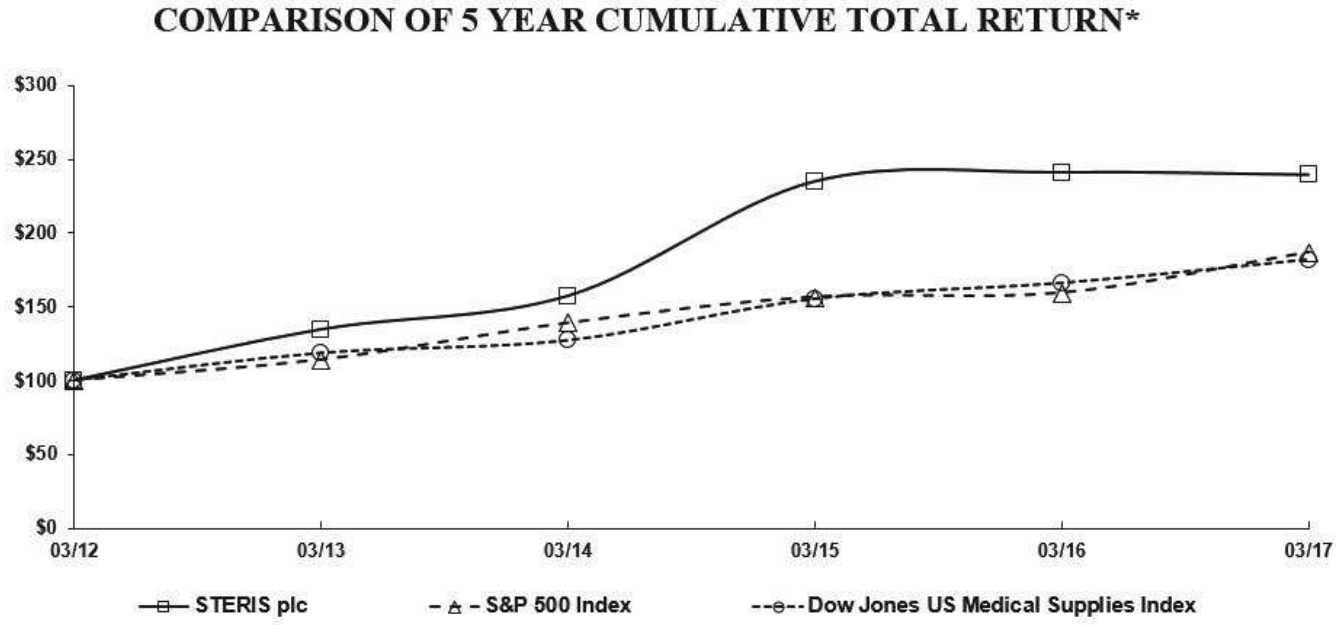
The following table presents a financial measure which is considered to be "non-GAAP financial measures" under Securities Exchange Commission rules. Free cash flow is defined by the Company as cash flows from operating activities less purchases of property, plant, equipment and intangibles (capital expenditures) plus proceeds from the sale of property, plant, equipment and intangibles. The Company uses free cash flow as a measure to gauge its ability to fund future debt principal repayments, growth outside of core operations, repurchase shares, and pay cash dividends. STERIS's calculation of free cash flow may vary from other companies.

	Twelve Months Ended March 31,	
	2017	2016
	(Unaudited)	Unaudited)
Calculation of Free Cash Flow:		
Cash flows from operating activities	$ 424,086	$ 254,675
Purchases of property, plant, equipment, and intangibles, net	(172,901)	(126,407)
Proceeds from the sale of property, plant, equipment, and intangibles	4,846	844
Free Cash Flow	$ 256,031	$ 129,112

Performance Graph. The following graph shows the cumulative performance for our ordinary shares over the last five years as of March 31 of each year compared with the performance of the Standard & Poor's 500 Index and the Dow Jones U.S. Medical Supplies Index as of the same date. The graph assumes $100 invested as of March 31, 2012 in our ordinary shares and in each of the named indices. The past performance shown in this graph does not necessarily guarantee future performance.



*$100 invested on 3/31/12 in stock or index, including reinvestment of dividends. Fiscal year ending March 31.

	3/12	3/13	3/14	3/15	3/16	3/17
STERIS plc	100.00	134.52	157.24	234.97	241.08	239.42
S&P 500 Index	100.00	113.96	138.87	156.55	159.34	186.71
Dow Jones US Medical Supplies Index	100.00	118.46	127.05	155.26	166.03	181.94

Corporate Information

BOARD OF DIRECTORS

John P. Wareham[1]
Chairman of the Board
STERIS plc
Retired Chairman of the Board
and Chief Executive Officer,
Beckman Coulter, Inc.

Richard C. Breeden[2,4]
Chairman and Chief Executive Officer,
Breeden Capital Management LLC;
Chairman, Richard C. Breeden & Co., LLC

Cynthia L. Feldmann[2,3]
Former President and Founder,
Jetty Lane Associates

Dr. Jacqueline B. Kosecoff[3,4]
Managing Partner,
Moriah Partners, LLC

David B. Lewis[2,4]
Of Counsel and Former Chairman,
Lewis & Munday

Sir Duncan Nichol[1]
Former Chairman of Synergy Health plc
Chairman, Countess of Chester NHS Trust, UK

Walter M Rosebrough, Jr.[3]
President and Chief Executive Officer,
STERIS plc

Dr. Mohsen M. Sohi[2,4]
Chief Executive Officer,
Freudenberg and Co.

Dr. Richard Steeves[3]
Former Chief Executive Officer
and Director of Synergy Health plc

Loyal W. Wilson[1,2]
Retired Founder and Senior Advisor,
Primus Capital Partners, Inc.

Dr. Michael B. Wood[1,3]
Consultant Orthopedic Surgeon,
Mayo Clinic, Jacksonville, FL and Professor of
Orthopedics, Mayo Clinic College of Medicine

[1] Compensation Committee Member

[2] Audit Committee Member

[3] Compliance Committee Member

[4] Nominating and Governance Committee Member

EXECUTIVE OFFICERS

Kathleen L. Bardwell
Senior Vice President and
Chief Compliance Officer

Karen L. Burton
Vice President, Controller
and Chief Accounting Officer

Daniel A. Carestio
Senior Vice President, STERIS
Applied Sterilization Technologies
and Life Sciences

Dr. Adrian Coward
Senior Vice President
Healthcare Specialty Services

Suzanne V. Forsythe
Vice President,
Human Resources

Gulam A. Khan
Senior Vice President,
Procedural Solutions

Sudhir K. Pahwa
Senior Vice President,
Infection Prevention Technologies

Walter M Rosebrough, Jr.
President and Chief Executive Officer

Michael J. Tokich
Senior Vice President,
Chief Financial Officer
and Treasurer

J. Adam Zangerle
Vice President, General Counsel
and Secretary

REGISTERED OFFICE

STERIS plc
Chancery House, 190 Waterside Road
Hamilton Industrial Park, Leicester LE5 1QZ
United Kingdom
www.steris.com

ANNUAL REPORT

Included in this Annual Report is a copy of STERIS's Form 10-K filed with the Securities and Exchange Commission for the year ended March 31, 2017. Additional copies of the Company's Form 10-K and other information are available at www.steris-ir.com or upon written request to:

Julie Winter
Director, Investor Relations
STERIS
5960 Heisley Road
Mentor, OH 44060-1834 USA

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Ernst & Young LLP
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Cleveland, OH 44113-7214

STOCK EXCHANGE LISTING

STERIS is listed on the New York Stock Exchange under the symbol STE.

ANNUAL MEETING OF SHAREHOLDERS

The Company's 2017 annual meeting will be held on Tuesday, August 1, 2017.

Portions of this Annual Report, other than the Form 10-K, have not been filed with the SEC.

Product and service descriptions and financial information herein are for illustration purposes only and do not modify or alter product warranties, labeling, instructions, or other technical literature, or the financial information contained in the Form 10-K.

STERIS

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