

As filed with the Securities and Exchange Commission on July 24, 1997.  
Registration Statement No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

STERIS CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

OHIO 34-1482024  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

5960 Heisley Road, Mentor, Ohio 44060  
(Address of Principal Executive Offices, Including Zip Code)

STERIS Corporation 1997 Stock Option Plan  
(Full Title of the Plan)

David C. Dvorak  
Vice President, General Counsel,  
and Secretary,  
STERIS Corporation  
5960 Heisley Road, Mentor, Ohio 44060  
(216) 354-2600  
(Name, Address, and Telephone Number, Including Area Code, of  
Agent For Service)

Approximate date of offering hereunder: As soon as practicable after the  
effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share *	Proposed Maximum Aggregate Offering Price *	Amount Of Registration Fee
Common Shares, without par value	1,697,415	\$35.25	\$59,833,879.00	\$18,131.00

\* Pursuant to Rule 457(c) of the Securities Act of 1933, figures are  
based on the average of the high and low prices for STERIS Common  
Shares as reported on the Nasdaq National Market System as of July 21,  
1997.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

## ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by STERIS Corporation (the "Company") with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for the year ended March 31, 1997;
- (b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act") since March 31, 1997; and
- (c) The description of the Common Shares, without par value, of the Company ("STERIS Common Shares") contained in the registration statement on Form 8-A filed under the 1934 Act.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of the filing of such reports and documents.

## ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

## ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Roy L. Turnell, a partner in the law firm of Thompson, Hine and Flory, L.L.P., is Assistant Secretary of STERIS Corporation.

## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Company is an Ohio corporation. Under the Ohio General Corporation Law ("Ohio Law"), Ohio corporations are permitted to indemnify directors, officers, employees, and agents within prescribed limits and must indemnify them under certain circumstances. Ohio Law does not authorize the payment by a corporation of judgments against a director, officer, employee, or agent after a finding of negligence or misconduct in a derivative suit absent a court order determining that such person is fairly and reasonably entitled to indemnification. Indemnification is required, however, to the extent such person succeeds on the merits. In all other cases, if it is determined that a director, officer, employee, or agent acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, indemnification is discretionary except as otherwise provided by a corporation's articles of incorporation, code of regulations, or contract, except with respect to the advancement of expenses of directors.

The Company's Amended Regulations provide that the Company will, in all actions other than derivative actions, indemnify any director, officer, employee, or agent of the Company, or any person serving as

a director, trustee, officer, employee, or agent of another entity at the request of the Company, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding unless it is proved by clear and convincing evidence that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Company or undertaken with reckless disregard for the best interests of the Company. With respect to derivative actions, the Company's Amended Regulations provide that the Company will indemnify any director, officer, employee, or agent of the Company, or any person serving as a director, officer, employee, or agent of another entity at the request of the Company, against expenses actually and reasonably incurred in the defense and settlement of the action unless it is proved by clear and convincing evidence that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Company or undertaken with reckless disregard for the best interests of the Company. Notwithstanding the proceeding sentence, the Company will indemnify such directors, officers, employees, and agents in a derivative action if the court in which the action was brought determines that, despite the proof but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The statutory right to indemnification is not exclusive in Ohio, and Ohio corporations may, among other things, purchase insurance to indemnify those person. The Company's Amended Regulations likewise provide that the Company may purchase insurance to indemnify directors, officers, employees, or agents of the Company.

With respect to the advancement of expenses, Ohio Law provides that a director (but not an officer, employee, or agent) is entitled to mandatory advancement of expenses, including attorneys' fees, incurred in defending any action, including derivative actions, brought against the director, provided that the director agrees to cooperate with the corporation concerning the matter and to repay the amount advanced if it is proven by clear and convincing evidence that his act or failure to act was done with deliberate intent to cause injury to the corporation or with reckless disregard for the corporation's best interests. The Company's Amended Regulations provide that the Company will advance expenses to a director (unless the action or suit is one in which the liability of the director under Section 1701.95 of the Ohio Law is the only liability asserted), officer, employee, or agent of the Company is defending any actions, suit, or proceeding, whether derivative or otherwise, provided that such director, officer, employee, or agent agrees to both (a) repay the amount advanced if it is proven by clear and convincing evidence that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Company or undertaken with reckless disregard for the best interests of the Company and (b) to cooperate with the Company concerning the action, suit, or proceeding.

Under the terms of the Company's directors' and officers' liability and company reimbursement insurance policy, the directors and officers of the Company are insured against certain liabilities which may arise in their individual capacity as such.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS

See Exhibit Index at page 7.

## ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "1933 Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represents a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

\* \* \* \* \*

(h) Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the 1933 Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mentor, State of Ohio, on the 24th day of July, 1997.

STERIS CORPORATION  
Registrant

By /s/ Bill R. Sanford

-----  
Bill R. Sanford,  
President and Chief Executive Officer,  
Chairman of the Board of Directors

Pursuant to the requirements of the 1933 Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title
Michael Keresman, III	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Raymond A. Lancaster	Director
Thomas J. Magulski	Director
J.B. Richey	Director
Jerry E. Robertson	Director
Frank E. Samuel, Jr.	Director
Bill R. Sanford	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
Loyal W. Wilson	Director

\*By /s/ Bill R. Sanford

July 24, 1997

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Bill R. Sanford, Attorney-in-Fact  
for the Officers and Directors  
Signing in the Capacities Indicated

Signing in the Capacities Indicated

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4(a)	Amended Articles of Incorporation of STERIS Corporation filed as Exhibit 4.2 to the Registration Statement on Form S-3 filed June 21, 1996, and incorporated herein by reference.
4(b)	Amended Regulations of STERIS Corporation filed as Exhibit 3(b) .4(b) to Form 10-Q filed for the quarter ended June 30, 1992, and incorporated herein by reference.
5	Opinion of Counsel Concerning Legality
23(a)	Consent of Ernst & Young L.L.P.
23(b)	Consent of Thompson Hine & Flory L.L.P., Counsel to STERIS Corporation, is contained in its opinion filed as Exhibit 5 to this Registration Statement.
24	Powers of Attorney.

## EXHIBIT 5

July 24, 1997

STERIS Corporation  
5960 Heisley Road  
Mentor, Ohio 44060

Re: STERIS Corporation Form S-8 Registration Statement --  
1997 STERIS Stock Option Plan ("Plan")

Ladies and Gentlemen:

STERIS Corporation ("STERIS") is filing with the Securities and Exchange Commission a Registration Statement on Form S-8 (the "Registration Statement") for the registration, under the Securities Act of 1933, as amended, of 1,697,415 Common Shares, without par value, of STERIS ("STERIS Common Shares") to be issued from time to time under the Plan.

Item 601 of Regulation S-K and the instructions to Form S-8 require that an opinion of counsel concerning the legality of the securities to be registered be filed as an exhibit to a Form S-8 registration statement if the securities are original issue shares. This opinion is provided in satisfaction of that requirement as it relates to the Registration Statement.

In rendering this opinion, we have examined the following:

- A. A copy of STERIS's current Amended Articles of Incorporation and Amended Regulations.
- B. The records of the proceedings incorporating STERIS under the laws of the State of Ohio, records of other proceedings and public officials concerning the present status of STERIS as a corporation and records of the proceedings of STERIS's Board of Directors and shareholders concerning authorization of STERIS Common Shares and approval of the Plan.

We have examined such other records and documents, and obtained such other information, as we have deemed advisable in order to render this opinion.

As a result of the foregoing, we are of the opinion that:

- (1) STERIS is a corporation validly organized and existing and in good standing under the laws of the State of Ohio.
- (2) STERIS is authorized to issue 100,000,000 Common Shares, of which approximately 33,984,000 Common Shares were issued and outstanding as of March 31, 1997, excluding 255,000 treasury shares. When issued, the STERIS Common Shares which are the subject of the registration statement will be legally issued, fully paid and non-assessable.

We hereby consent to the use and filing of this opinion in connection with the Registration Statement.

Very truly yours,

Thompson Hine & Flory L.L.P.

## EXHIBIT 23(a)

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the STERIS Corporation 1997 Stock Option Plan and related prospectus of our report dated April 21, 1997, with respect to the consolidated financial statements and schedule of STERIS Corporation included in its Annual Report (Form 10-K) for the year ended March 31, 1997, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Cleveland, Ohio  
July 22, 1997



## EXHIBIT 24

STERIS CORPORATION  
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That each person whose name is signed hereto has made, constituted and appointed, and by these presents does hereby make, constitute and appoint, David C. Dvorak, Bill R. Sanford, Michael A. Keresman, III, and Roy L. Turnell, his true and lawful attorney, for him and in his name, place and stead to affix, as attorney-in-fact, his signature as Director or Officer or both, as the case may be, of STERIS Corporation, an Ohio corporation (the "Corporation"), to any and all registration statements and amendments thereto filed with the Securities and Exchange Commission with respect to 1,697,415 Common Shares of the Corporation issuable or issued in connection with the 1997 STERIS Stock Option Plan, giving and granting unto each such attorney-in-fact full power and authority to do and perform every act and thing whatsoever necessary to be done in the premises, as fully as he might or could do if personally present, hereby ratifying and confirming all that each such attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall not apply to any registration statement or amendment filed after July 24, 1999.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of this 24th day of July, 1997.

/s/ Michael A. Keresman, III ----- Michael A. Keresman, III	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Raymond A. Lancaster ----- Raymond A. Lancaster	Director
/s/ Thomas J. Magulski ----- Thomas J. Magulski	Director
/s/ J.B. Richey ----- J.B. Richey	Director
/s/ Jerry E. Robertson ----- Jerry E. Robertson	Director
/s/ Frank E. Samuel, Jr. ----- Frank E. Samuel, Jr.	Director
/s/ Bill R. Sanford ----- Bill R. Sanford	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
/s/ Loyal W. Wilson ----- Loyal W. Wilson	Director