

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>Bardwell Kathleen</u> (Last) (First) (Middle) <u>C/O 70 SIR JOHN ROGERSON'S QUAY</u> (Street) <u>DUBLIN L2 2</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>STERIS Ltd [STE]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>Sr.V. P. & C.C.O.</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2019</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Ordinary Shares | 03/28/2019 | | A | | 17,441 ⁽¹⁾ | A | (2) | 17,441 ⁽¹⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Option (right to buy) | \$45.34 | 03/28/2019 | | A | | 5,360 | | (3) | 05/31/2023 | Ordinary Shares | 5,360 | (3) | 5,360 | D | |
| Employee Stock Option (right to buy) | \$53.52 | 03/28/2019 | | A | | 7,000 | | (4) | 05/30/2024 | Ordinary Shares | 7,000 | (4) | 7,000 | D | |
| Employee Stock Option (right to buy) | \$67.98 | 03/28/2019 | | A | | 10,000 | | (5) | 08/10/2025 | Ordinary Shares | 10,000 | (5) | 10,000 | D | |
| Employee Stock Option (right to buy) | \$69.72 | 03/28/2019 | | A | | 7,000 | | (6) | 06/01/2026 | Ordinary Shares | 7,000 | (6) | 7,000 | D | |
| Employee Stock Option (right to buy) | \$77.07 | 03/28/2019 | | A | | 10,000 | | (7) | 05/30/2027 | Ordinary Shares | 10,000 | (7) | 10,000 | D | |
| Employee Stock Option (right to buy) | \$114.22 | 03/28/2019 | | A | | 9,332 | | (8) | 05/31/2028 | Ordinary Shares | 9,332 | (8) | 9,332 | D | |

Explanation of Responses:

- 5,072 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 625 on May 28, 2019; 500 on May 30, 2019; 393 on May 31, 2019; 500 on June 3, 2019; 375 on October 1, 2019; 500 on June 1, 2020; 500 on June 1, 2020; 393 on June 1, 2020; 500 on June 1, 2021; 393 on June 1, 2021 and 393 on May 31, 2022.
- Represents ordinary shares of STERIS plc, a public limited company organized under the laws of Ireland ("STERIS") received by the reporting person pursuant to a court-approved scheme of arrangement under English law (the "Scheme"). In connection with the Scheme, the reporting person received shares of STERIS in an amount equal to the number of the reporting person's cancelled shares of STERIS plc, a public limited company organized under the laws of England and Wales ("Old STERIS"). The reporting person's STERIS shares are subject to terms and conditions, including restrictions, substantially identical to those that were applicable to the Old STERIS shares. Following the completion of the Scheme, STERIS became the ultimate holding company of Old STERIS.
- This option to purchase 5,360 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 5,360 Old STERIS ordinary shares for \$45.34 per share, subject to the same terms and conditions as the original Old STERIS stock option.
- This option to purchase 7,000 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 7,000 Old STERIS ordinary shares for \$53.52 per share, subject to the same terms and conditions as the original Old STERIS stock option.
- This option becomes exercisable as follows: 2,500 on May 28, 2016; 2,500 on May 28, 2017; 2,500 on May 28, 2018 and 2,500 on May 28, 2019. This option was received under the Scheme in exchange for an option to purchase 10,000 STERIS ordinary shares for \$67.98 per share, subject to the same terms and conditions as the original Old STERIS stock option.

6. This option becomes exercisable as follows: 1,750 on June 1, 2017; 1,750 on June 1, 2018; 1,750 on June 3, 2019 and 1,750 on June 1, 2020. This option was received under the Scheme in exchange for an option to purchase 7,000 STERIS ordinary shares for \$69.72 per share, subject to the same terms and conditions as the original Old STERIS stock option.

7. This option becomes exercisable as follows: 2,500 on May 30, 2018; 2,500 on May 30, 2019; 2,500 on June 1, 2020 and 2,500 on June 1, 2021. This option was received under the Scheme in exchange for an option to purchase 10,000 STERIS ordinary shares for \$77.07 per share, subject to the same terms and conditions as the original Old STERIS stock option.

8. This option becomes exercisable as follows: 2,333 on May 31, 2019; 2,333 on June 1, 2020; 2,333 on June 1, 2021 and 2,333 on May 31, 2022. This option was received under the Scheme in exchange for an option to purchase 9,332 STERIS ordinary shares for \$114.22 per share, subject to the same terms and conditions as the original Old STERIS stock option.

Remarks:

/s/ Ronald E. Snyder,
Authorized Representative 03/28/2019
under Power of Attorney

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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