(City)

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number:	3235-0287						
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

(State)

(Zip)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1113010001011 1	ω).		riled pursuant to section 10(a) of the securities exchange Act of 13	7.5 <del>-4</del>		
			or Section 30(h) of the Investment Company Act of 1940			
	dress of Reporting I h Walter M J		2. Issuer Name <b>and</b> Ticker or Trading Symbol STERIS plc [ STE ]		utionship of Reporting Per all applicable) Director	rson(s) to Issuer 10% Owner
Last) C/O 70 SIR J	(First) OHN ROGERSO	(Middle) ON'S QUAY	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2019	X	Officer (give title below)  President 8	Other (specify below)
Street)	L2	2	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filin	porting Person
					Form filed by More the Person	an One Reporting

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. Transa Code (I 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Ordinary Shares	05/30/2019		F		1,860 <sup>(1)</sup>	D	\$133.35	45,350	D	
Ordinary Shares	05/30/2019		M		60,000(2)(3)	A	\$53.52	105,350	D	
Ordinary Shares	05/30/2019		S		30,678 <sup>(2)</sup>	D	\$133.05 <sup>(4)</sup>	74,672	D	
Ordinary Shares	05/30/2019		S		27,922 <sup>(2)</sup>	D	\$134.18 <sup>(5)</sup>	46,750	D	
Ordinary Shares	05/30/2019		S		1,400 <sup>(2)</sup>	D	\$134.6 <sup>(6)</sup>	45,350	D	
Ordinary Shares	05/31/2019		F		1,436 <sup>(7)</sup>	D	\$133.68	43,914	D	
Ordinary Shares	05/31/2019		M		59,000(3)(8)	A	\$53.52	102,914	D	
Ordinary Shares	05/31/2019		S		28,042(8)	D	\$130.84(9)	74,872	D	
Ordinary Shares	05/31/2019		S		29,083(8)	D	\$132.06(10)	45,789	D	
Ordinary Shares	05/31/2019		S		1,875(8)	D	\$132.55(11)	43,914	D	
Ordinary Shares	05/31/2019		A		10,388(12)	A	\$0.00	54,302(13)	D	
Ordinary Shares								13,000	I	See Footnote Below. <sup>(14)</sup>

## 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. Transa Code ( 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)	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	Amount or Number of Shares		(Instr. 4)		
Employee Stock Option (right to buy)	\$53.52	05/30/2019		M			60,000	(3)	05/30/2024	Ordinary Shares	119,000	\$0.00 <sup>(3)</sup>	59,000	D	
Employee Stock Option (right to buy)	\$53.52	05/31/2019		М			59,000	(3)	05/30/2024	Ordinary Shares	59,000	\$0.00	0	D	
Employee Stock Option (right to buy)	\$147.05	05/31/2019		A		111,204		(15)	05/31/2029	Ordinary Shares	111,204	\$0.00	111,204	D	

## **Explanation of Responses:**

- 1. 1,860 shares were withheld from the 4,000 restricted shares that vested on May 30, 2019. These 1,860 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or 1 x,000 slints were within from the 4,000 ordinary shares were awarded to Mr. Rosebrough on May 30, 2017 as part of an award of 16,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 30, 2019. The remaining restrictions on these ordinary shares lapse as follows: 4,000 on May 30, 2020; and 4,000 on May 30, 2021.
- 2. This exercise and sale of a total of 60,000 ordinary shares is pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on May 15, 2019.

<sup>3.</sup> This option to purchase 119,000 STERIS ordinary shares, which is fully vested, was received in conjunction with the Redomiciliation of the entity organized under the laws of the U.K. and formerly named STERIS plc ("Old STERIS") in exchange for an option to purchase 119,000 Old STERIS ordinary shares for \$53.52 per share, subject to the same terms and conditions as the original Old STERIS stock option, except as otherwise required by law.

- 4. Price reflects a weighted average sale price for multiple transactions ranging from \$132.53 to \$133.52 per share, inclusive. The Reporting Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 5. Price reflects a weighted average sale price for multiple transactions ranging from \$133.54 to \$134.50 per share, inclusive. The Reporting Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 6. Price reflects a weighted average sale price for multiple transactions ranging from \$134.53 to \$134.69 per share, inclusive. The Reporting Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 7. 1,436 shares were withheld from the 3,097 restricted shares that vested on May 31, 2019. These 1,436 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 3,097 ordinary shares were awarded to Mr. Rosebrough on May 31, 2018 as part of an award of 12,388 restricted shares. These vested shares were valued at the NYSE closing market price on May 31, 2019. The remaining restrictions on these ordinary shares lapse as follows: 3,097 on June 1, 2020; 3,097 on June 1, 2021 and 3,097 on May 31, 2022.
- 8. This exercise and sale of a total of 59,000 ordinary shares is pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on May 15, 2019.
- 9. Price reflects a weighted average sale price for multiple transactions ranging from \$130.39 to \$131.38 per share, inclusive. The Reporting Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 10. Price reflects a weighted average sale price for multiple transactions ranging from \$131.41 to \$132.40 per share, inclusive. The Reporting Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 11. Price reflects a weighted average sale price for multiple transactions ranging from \$132.44 to \$132.68 per share, inclusive. The Reporting Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 12. All 10,388 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 2,597 on June 1, 2020; 2,597 on June 1, 2021; 2,597 on May 31, 2022 and 2,597 on May 31, 2023.
- 13. These 54,302 ordinary shares are held by the reporting person as trustee of a revocable trust established for his benefit. 37,041 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 4,681 on June 3, 2019; 4,681 on June 1, 2020; 4,000 on June 1, 2020; 3,097 on June 1, 2020; 3,097 on June 1, 2020; 4,000 on June 1, 2021; 3,097 on June 1, 2021; 3,097 on June 1, 2021; 3,097 on May 31, 2022; 2,597 on May 31, 2022; and 2,597 on May 31, 2023.
- 14. These ordinary shares are held by the reporting person's spouse as trustee of a revocable trust established for her benefit.
- 15. This option becomes exercisable as follows: 27,801 on June 1, 2020; 27,801 on June 1, 2021; 27,801 on May 31, 2022 and 27,801 on May 31, 2023.

#### Remarks:

<u>/s/ Ronald E. Snyder,</u>
<u>Authorized Representative</u> 06/03/2019
under Power of Attorney

\*\* Signature of Reporting Person Date

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

- \* 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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