

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-4  
REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*

**STERIS plc**

(Exact Name of Registrant as Specified in its Charter)

**Ireland  
(State or Other Jurisdiction  
of Incorporation or Organization)**

**339113  
(Primary Standard Industrial  
Classification Code Number)**

**98-1455064  
(I.R.S. Employer  
Identification Number)**

**70 Sir John Rogerson's Quay  
Dublin 2 Ireland D02 R296  
+353 1 232 2000**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**J. Adam Zangerle  
STERIS plc  
70 Sir John Rogerson's Quay  
Dublin 2 Ireland  
+353 1 232 2000**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

**James P. Dougherty  
Erin S. de la Mare  
Peter C. Zwick  
Jones Day  
250 Vesey Street  
New York, NY 10281  
+1 216 326 3939**

**Igor Kirman  
Victor Goldfeld  
Wachtell Lipton Rosen & Katz  
51 W. 52nd Street  
New York, NY 10019  
+1 212 403 1000**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-253799

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee(3)</b>
Ordinary Shares, par value \$0.001 per share	9,346	N/A	\$ 1,773,643.41	\$ 193.50

- (1) Represents the maximum number of additional ordinary shares of STERIS plc (the "Registrant") estimated to be issuable upon the completion of the merger transactions described herein. The Registrant has previously registered 14,287,997 ordinary shares pursuant to the registration statement on Form S-4 (Registration No. 333-253799), which was declared effective on April 1, 2021. The Registrant now anticipates that up to 14,297,343 ordinary shares may be issued in the merger transactions.
- (2) Pursuant to Rules 457(c), 457(f)(1) and 457(f)(3) promulgated under the Securities Act and solely for the purpose of calculating the registration fee, the proposed aggregate maximum offering price is (a) the product of (x) \$81.06 (the average of the high and low prices of shares of common stock, par value \$0.10 per share, of Cantel Medical Corp. ("Cantel Common Stock") as reported on the New York Stock Exchange on June 1, 2021, rounded to the nearest cent) times (y) the estimated number of shares of Cantel Common Stock that may be exchanged for the merger consideration after consummation of the mergers described in the proxy statement/prospectus contained herein, including shares reserved for issuance under equity awards that will be cashed out in the mergers, less (b) the estimated aggregate amount of cash to be paid by the registrant as merger consideration.
- (3) Computed in accordance with Section 6(b) of the Securities Act to be \$193.50, which is equal to 0.0001091 multiplied by the proposed maximum aggregate offering price of \$1,773,643.41.

**This registration statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE

Pursuant to its Registration Statement on Form S-4 (Registration No. 333-253799) (the "Prior Registration Statement"), declared effective as of April 1, 2021, STERIS plc, a company incorporated under the laws of Ireland (the "Registrant"), registered an aggregate of 14,287,997 of its ordinary shares, par value \$0.001 per share ("Ordinary Shares"), and paid an aggregate registration fee of \$261,548.93. The Registrant is filing this Registration Statement on Form S-4 pursuant to General Instruction K to Form S-4 and Rule 462(b) of the Securities Act of 1933, as amended, solely to register 9,346 additional Ordinary Shares for issuance in connection with the consummation of the merger transactions contemplated by the Agreement and Plan of Merger dated as of January 12, 2021, by and among Cantel Medical Corp., a Delaware corporation, the Registrant, Solar New US Holding Co, LLC, a Delaware limited liability company and indirect and wholly-owned subsidiary of the Registrant ("US HoldCo") and Crystal Merger Sub 1, LLC, a Delaware limited liability company and direct and wholly-owned subsidiary of US HoldCo, as amended by the Amendment to Agreement and Plan of Merger, dated March 1, 2021. In connection with the registration of additional Ordinary Shares, the Registrant is paying an additional registration fee of \$193.50.

### STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement incorporates by reference the contents of the Prior Registration Statement, including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this Registration Statement are listed on the Exhibit Index included with this Registration Statement.

## Exhibit Index

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">5.1*</a>	Opinion of Matheson
<a href="#">15.1*</a>	Acknowledgement Letter of Ernst & Young LLP relating to STERIS plc's unaudited interim financial information
<a href="#">23.1*</a>	Consent of Ernst & Young LLP relating to STERIS plc's financial statements
<a href="#">23.2*</a>	Consent of Deloitte & Touche LLP relating to Cantel Medical Corp.'s financial statements
<a href="#">23.3*</a>	Consent of RSM US LLP relating to Dental Holding, LLC's financial statements
<a href="#">23.4</a>	Consent of Matheson (included in Exhibit 5.1)
<a href="#">23.7*</a>	Consent of Centerview Partners LLC
<a href="#">24.1**</a>	Power of Attorney of Directors and Officers of STERIS plc

\* Filed herewith

\*\* Previously filed with the registrant's Registration Statement on Form S-4 (No. 333-253799), which was filed with the Securities and Exchange Commission on March 2, 2021.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant 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 June 1, 2021.

**STERIS PLC**

By: /s/ Michael J. Tokich

\_\_\_\_\_  
Michael J. Tokich  
Senior Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated, on the 1 day of June 2021.

\*  
\_\_\_\_\_  
Walter M Rosebrough, Jr.  
President and Chief Executive Officer, Director

/s/ Michael J. Tokich  
\_\_\_\_\_  
Michael J. Tokich  
Senior Vice President and Chief Financial Officer

\*  
\_\_\_\_\_  
Karen L. Burton  
Vice President, Controller and Chief Accounting Officer

\*  
\_\_\_\_\_  
Dr. Mohsen M. Sohi  
Chairman of the Board

\*  
\_\_\_\_\_  
Richard C. Breeden  
Director

\*  
\_\_\_\_\_  
Daniel A. Carestio  
Director

\*  
\_\_\_\_\_  
Cynthia L. Feldmann  
Director

\*  
\_\_\_\_\_  
Christopher Holland  
Director

\*  
\_\_\_\_\_  
Dr. Jacqueline B. Kosecoff  
Director

\*  
\_\_\_\_\_  
David B. Lewis  
Director

\*  
\_\_\_\_\_  
Paul E. Martin  
Director

\*  
\_\_\_\_\_  
Dr. Nirav R. Shah  
Director

\*  
\_\_\_\_\_  
Dr. Richard M. Steeves  
Director

\* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated directors or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ Michael J. Tokich  
\_\_\_\_\_  
Michael J. Tokich  
Attorney-in-Fact

Solicitors  
70 Sir John Rogerson's Quay  
Dublin 2 Ireland  
D02 R296

T +353 1 232 2000  
F +353 1 232 3333  
W www.matheson.com  
DX 2 Dublin



STERIS plc  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland  
D02 R296

Our Ref  
FBO/669595.11

Your Ref

1 June 2021

Dear Sirs

### Registration Statement on Form S-4 of STERIS plc

We have acted as Irish counsel to STERIS plc, a public limited company incorporated under the laws of Ireland (company number 595593) (the “**Company**”), in connection with (i) the filing by the Company, on 2 March 2021, of a registration statement on Form S-4 (Registration No. 333-253799) (the “**Initial Registration Statement**”), (ii) the filing, on 29 March 2021, of an amendment to the Initial Registration Statement (“**Amendment No. 1**”) registering the issuance of up to 14,287,997 ordinary shares of \$0.001 each (nominal value) in the capital of the Company (the “**Initial S-4 Shares**”) and (iii) the filing, on the date hereof, of a registration statement on Form S-4 pursuant to General Instruction K to Form S-4 and Rule 462(b) of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) registering the issuance of 9,346 ordinary shares of \$0.001 each (nominal value) in the capital of the Company (the “**Additional Ordinary Shares**” and together with the Initial S-4 Shares, the “**Ordinary Shares**”) (the “**Supplemental Registration Statement**” and together with the Initial Registration Statement and Amendment No. 1, the “**Registration Statement**”), under the Securities Act with the U.S. Securities and Exchange Commission (the “**Commission**”), to be issued upon completion of the Delaware law governed mergers (the “**Mergers**”) described in the proxy statement/prospectus contained in the Registration Statement in accordance with the Agreement and Plan of Merger by and among the Company, Solar New US Holding Co, LLC, Crystal Merger Sub 1, LLC and Cantel Medical Corp., dated 12 January 2021 (the “**Merger Agreement**”), as amended on 1 March 2021.

In connection with this Opinion, we have reviewed the corporate resolutions, records and other documents and searches listed in Schedule 1 to this Opinion, together with such other resolutions, records and documents as we have deemed necessary as a basis for the opinions expressed below.

Managing Partner: Michael Jackson - Chairperson: Tara Doyle - Partners: Helen Kelly, Sharon Daly, Ruth Hunter, Tony O'Grady, Anne-Marie Bohan, Patrick Spicer, Turlough Galvin, Patrick Molloy, George Brady, Robert O'Shea, Joseph Beashel, Dualta Counihan, Deirdre Dunne, Fergus Bolster, Christian Donagh, Bryan Dunne, Shane Hogan, Nicola Dunleavy, Julie Murphy-O'Connor, Mark O'Sullivan, Brian Doran, John Gill, Joe Duffy, Pat English, Shay Lydon, Aidan Fahy, Niamh Counihan, Gerry Thornton, Liam Collins, Darren Maher, Michael Byrne, Philip Lovegrove, Rebecca Ryan, Catherine O'Meara, Elizabeth Grace, Deirdre Cummins, Alan Keating, Alma Campion, Brendan Colgan, Garret Farrelly, Rhona Henry, April McClements, Gráinne Dever, Oisín McClenaghan, Rory McPhillips, Michelle Ridge, Sally-Anne Stone, Matthew Broadstock, Emma Doherty, Leonie Dunne, Stuart Kennedy, Brian McCloskey, Madeline McDonnell, Barry O'Connor, Donal O'Donovan, Karen Reynolds, Kevin Smith, Chris Bollard, Deirdre Kilroy, Michael Hastings, Maria Kennedy, Barry McGettrick, Kate McKenna, Donal O'Byrne, David O'Mahony, Russell Rochford, Liam Flynn, Gráinne Callanan, Geraldine Carr, Brian Doohan, Richard Kelly, Niamh Maher, Yvonne McWeeney, Mairéad Ní Ghabháin, Padraic Roche, Vahan Tchakian, Kieran Trant, Deirdre Crowley, Philip Tully, David Jones, Kimberley Masuda, Susanne McMenamin, David Fitzgibbon, Cillian O'Boyle, Angela Brennan, Louise Dobbyn, Catriona Cole, Paul Carroll, Stephen Gardiner, Caroline Austin, Sandra Lord. - Tax Principals: Greg Lockhart, Catherine Galvin. - Tax Department Chair: John Ryan. - General Counsel: Dermot Powell. Of Counsel: Paraic Madigan, Liam Quirke.

Dublin Cork London New York Palo Alto San Francisco

www.matheson.com

Based on the foregoing, and subject to the further assumptions, qualifications and limitations set out in this Opinion, we are of the opinion that the Ordinary Shares, when issued upon completion of the Mergers in accordance with the terms of the Merger Agreement, as amended, will be validly issued, fully paid and non-assessable (“**non-assessable**” is a phrase which has no defined meaning under Irish law, but, for the purposes of this Opinion, shall mean the registered holders of such Ordinary Shares are not subject to calls for additional payments on such shares).

For the purposes of this Opinion, we have assumed: (i) the Registration Statement will have become, and will remain, effective at the time of issuance of the Ordinary Shares, (ii) the truth and accuracy of the contents of all documents and searches reviewed as to factual matters, but have made no independent investigation regarding such factual matters, (iii) all signatures, initials, seals and stamps contained in, or on, all documents submitted to us are genuine, (iv) all documents submitted to us as originals are authentic and complete and that all documents submitted to us as copies (including without limitation any document submitted to us as a .pdf (or any other format) attachment to an email) are complete and conform to the originals of such documents, and the originals of such documents are authentic and complete, (v) the execution version of the Merger Agreement and the amendment agreement thereto contained in the Registration Statement as Annex A-1 and Annex A-2 thereto are complete and conform to the originals of such documents, and the originals of such documents are authentic and complete and have been duly executed and (vi) that the Mergers will be consummated as provided for in the Merger Agreement, as amended and otherwise as described in the Registration Statement.

This Opinion is based upon, and limited to, the laws of Ireland as is in effect on the date hereof and is based on legislation published and cases fully reported before that date and our knowledge of the facts relevant to the opinions contained herein. For the avoidance of doubt, Ireland does not include Northern Ireland and the laws of Ireland do not include the laws in force in Northern Ireland. We have assumed without enquiry that there is nothing in the laws of any jurisdiction other than Ireland which would, or might, affect our opinion as stated herein. We have made no investigations of, and we express no opinion on, the laws of any jurisdiction other than Ireland or the effect thereof. This Opinion is expressed as of the date hereof and we assume no obligation to update this Opinion.

This Opinion is furnished to you and the persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act strictly for use in connection with the Registration Statement and may not be relied upon by any other person without our prior written consent. This Opinion is confined strictly to the matters expressly stated herein and is not be read as extending by implication or otherwise to any other matter.

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Supplemental Registration Statement and to the reference to Matheson under the caption “Legal Matters” in the prospectus constituting a part of the Registration Statement. In giving such consent, we do not admit that we are included in the category of persons whose consent is required under section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

This Opinion and the opinions given in it are governed by, and shall be construed in accordance with, the laws of Ireland.

Yours faithfully

/s/ Matheson

**MATHESON**



## Schedule 1

### Documents

1. Copies of the certificate of incorporation, certificate of incorporation on change of name and certificate of incorporation on re-registration of as a public limited company of STERIS plc, dated 22 December 2016, 25 October 2018 and 11 February 2019, respectively.
2. Copy constitution of STERIS plc, adopted on 27 March 2019 and amended on 3 May 2019.
3. Copy resolutions of the board of directors of STERIS plc passed on 12 January 2021.
4. A registration statement on Form S-4 (Registration No. 333-253799), including the proxy statement/prospectus contained therein, as filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on 2 March 2021.
5. An amendment No. 1 to the Initial Registration Statement, including the proxy statement/prospectus contained therein, as filed with the Commission on 29 March 2021.
6. A supplemental registration statement on the Form S-4, as filed with the Commission on the date hereof.
7. The execution version of the Agreement and Plan of Merger by and among the Company, Solar New US Holding Co, LLC, Crystal Merger Sub 1, LLC and Cantel Medical Corp., dated 12 January 2021, contained in the Registration Statement as Annex A-1.
8. The execution version of the Amendment Agreement to the Agreement and Plan of Merger by and among the Company, Solar New US Holding Co, LLC, Crystal Merger Sub 1, LLC and Cantel Medical Corp., dated 1 March 2021, contained in the Registration Statement as Annex A-2.
9. Searches carried out by independent law researchers on our behalf against STERIS plc on 31 May 2021 in (a) the Index of Petitions and Winding-up Notices maintained at the Central Office of the High Court of Ireland, (b) the Judgments’ Office of the Central Office of the High Court of Ireland and (c) the Companies Registration Office.

**LETTER REGARDING UNAUDITED INTERIM FINANCIAL INFORMATION**

Shareholders and Board of Directors  
STERIS plc

We are aware of the incorporation by reference in the Registration Statement on Form S-4 filed pursuant to General Instruction K to Form S-4 and Rule 462(b) of the Securities Act of 1933 of our review reports dated August 7, 2020, November 6, 2020 and February 9, 2021 relating to the unaudited consolidated interim financial statements of STERIS plc that are included in its Forms 10-Q for the quarters ended June 30, 2020, September 30, 2020 and December 31, 2020, filed with the Securities and Exchange Commission, included in Amendment No. 1 to the Registration Statement (Form S-4 No. 333-253799) and related Prospectus of STERIS plc for the registration of its ordinary shares.

/s/ Ernst & Young LLP  
Cleveland, Ohio  
June 1, 2021

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-4 filed pursuant to General Instruction K to Form S-4 and Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated May 29, 2020, except for Notes 1, 2, 3, 11 and 18, as to which the date is February 9, 2021, with respect to the consolidated financial statements and schedule of STERIS plc included in its Current Report on Form 8-K dated February 9, 2021, and our report dated May 29, 2020, with respect to the effectiveness of internal control over financial reporting of STERIS plc (excluding the internal control over financial reporting of entities that were acquired during fiscal 2020) included in its Annual Report (Form 10-K) for the year ended March 31, 2020, both filed with the Securities and Exchange Commission, included in Amendment No. 1 to the Registration Statement (Form S-4 No. 333-253799) and related Prospectus of STERIS plc for the registration of its ordinary shares.

/s/ Ernst & Young LLP  
Cleveland, Ohio  
June 1, 2021

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-4MEF of our reports dated September 25, 2020 relating to the financial statements of Cantel Medical Corp. and the effectiveness of Cantel Medical Corp.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Cantel Medical Corp. for the year ended July 31, 2020.

/s/ Deloitte & Touche LLP

Parsippany, New Jersey

June 1, 2021

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**Consent of Independent Auditor**

We consent to the incorporation by reference in this Registration Statement on Form S-4 of STERIS plc of our reports dated March 8, 2019 and March 5, 2018, relating to the consolidated financial statements of Dental Holding, LLC and Subsidiaries, appearing in Amendment No. 1 to Form 8-K filed by Cantel Medical Corp. dated December 16, 2019. We also consent to the reference of our firm under the heading “Experts” in Amendment No. 1 to the Registration Statement on Form S-4 (No. 333-253799).

/s/ RSM US LLP

Schaumburg, Illinois  
June 1, 2021

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**Consent of Centerview Partners LLC**

The Board of Directors  
Cantel Medical Corp.  
150 Clove Road  
Little Falls, NJ 07424

The Board of Directors:

We hereby consent to the inclusion of our opinion letter, dated January 12, 2021, to the Board of Directors of Cantel Medical Corp. (“Cantel”) as Annex B to, and reference to such opinion letter under the headings “Summary—Opinion of Cantel’s Financial Advisors”, “Risk Factors—Risks Relating to the Mergers—The opinion of Centerview will not reflect changes in circumstances between the signing of the Merger Agreement and the completion of the Mergers”, “The Mergers—Background of the Mergers”, “The Mergers—Recommendation of the Cantel Board of Directors and Reasons for the Mergers”, “The Mergers—Opinion of Cantel’s Financial Advisors” and “The Mergers—Certain Unaudited Prospective Financial Information Prepared by Cantel” in the proxy statement/prospectus relating to the proposed transaction involving Cantel and STERIS plc (“STERIS”), which proxy statement/prospectus forms a part of Amendment No. 1 to the Registration Statement on Form S-4 (the “Registration Statement”) of STERIS, which is incorporated by reference into this Registration Statement on Form S-4 filed pursuant to General Instruction K to Form S-4 and Rule 462(b) of the Securities Act of 1933. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended (the “Act”), or the rules and regulations of the Securities and Exchange Commission (the “SEC”) promulgated thereunder nor do we hereby admit that we are experts with respect to any part of the Registration Statement within the meaning of the term “experts” as used in the Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

CENTERVIEW PARTNERS LLC

By: /s/ Centerview Partners LLC

June 1, 2021

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