

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Breeden Richard C</u>			2. Issuer Name and Ticker or Trading Symbol <u>STERIS Ltd [STE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O 70 SIR JOHN ROGERSON'S QUAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>DUBLIN</u>	<u>L2</u>	<u>2</u>						
(City)	(State)	(Zip)						

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		28,548	A	(1)	28,548	D	
Ordinary Shares	03/28/2019		A		72,242	A	(1)	72,242	I	See Footnote Below. ⁽²⁾⁽³⁾

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
Director Stock Option (right to buy)	\$32.34	03/28/2019		A		3,133		(4)	08/04/2020	Ordinary Shares	3,133	(4)	3,133	D	
Director Stock Option (right to buy)	\$31.61	03/28/2019		A		3,121		(5)	08/03/2021	Ordinary Shares	3,121	(5)	3,121	D	
Director Stock Option (right to buy)	\$32.36	03/28/2019		A		3,218		(6)	08/03/2022	Ordinary Shares	3,218	(6)	3,218	D	
Director Stock Option (right to buy)	\$43.92	03/28/2019		A		4,657		(7)	08/08/2023	Ordinary Shares	4,657	(7)	4,657	D	
Director Stock Option (right to buy)	\$51.53	03/28/2019		A		4,584		(8)	08/06/2024	Ordinary Shares	4,584	(8)	4,584	D	
Director Stock Option (right to buy)	\$64.05	03/28/2019		A		4,110		(9)	08/31/2025	Ordinary Shares	4,110	(9)	4,110	D	
Director Stock Option (right to buy)	\$71.4	03/28/2019		A		3,781		(10)	08/10/2026	Ordinary Shares	3,781	(10)	3,781	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	Amount or Number of Shares				
Director Stock Option (right to buy)	\$86.23	03/28/2019		A		4,058		(11)	08/09/2027	Ordinary Shares	4,058	(11)	4,058	D	
Director Stock Option (right to buy)	\$114.74	03/28/2019		A		3,495		(12)	08/09/2028	Ordinary Shares	3,495	(12)	3,495	D	
Career Restricted Stock Units	(13)	03/28/2019		A		12,716		(13)	(13)	Ordinary Shares	12,716	\$0.00	12,716	D	

Explanation of Responses:

1. 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.
2. Richard C. Breeden is the managing member of Breeden Capital Partners LLC, managing member and chairman and chief executive officer of Breeden Capital Management LLC. Breeden Capital Partners LLC is in turn the general partner of Breeden Partners L.P. (the "Fund").
3. Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended, Mr. Breeden in his capacity as managing member, as well as chairman and chief executive officer of Breeden Capital Management LLC and as the managing member of Breeden Capital Partners LLC, may be deemed to be the indirect beneficial owner of the ordinary shares owned by the Fund and its General Partner, and may be deemed to have beneficial ownership of all such shares.
4. This option to purchase 3,133 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 3,133 Old STERIS ordinary shares for \$32.34 per share, subject to the same terms and conditions as the original Old STERIS stock option.
5. This option to purchase 3,121 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 3,121 Old STERIS ordinary shares for \$31.61 per share, subject to the same terms and conditions as the original Old STERIS stock option.
6. This option to purchase 3,218 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 3,218 Old STERIS ordinary shares for \$32.36 per share, subject to the same terms and conditions as the original Old STERIS stock option.
7. This option to purchase 4,657 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 4,657 Old STERIS ordinary shares for \$43.92 per share, subject to the same terms and conditions as the original Old STERIS stock option.
8. This option to purchase 4,584 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 4,584 Old STERIS ordinary shares for \$51.53 per share, subject to the same terms and conditions as the original Old STERIS stock option.
9. This option to purchase 4,110 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 4,110 Old STERIS ordinary shares for \$64.05 per share, subject to the same terms and conditions as the original Old STERIS stock option.
10. This option to purchase 3,781 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 3,781 Old STERIS ordinary shares for \$71.40 per share, subject to the same terms and conditions as the original Old STERIS stock option.
11. This option to purchase 4,058 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 4,058 Old STERIS ordinary shares for \$86.23 per share, subject to the same terms and conditions as the original Old STERIS stock option.
12. This option to purchase 3,495 STERIS ordinary shares, which is fully vested, was received under the Scheme in exchange for an option to purchase 3,495 Old STERIS ordinary shares for \$114.74 per share, subject to the same terms and conditions as the original Old STERIS stock option.
13. These career restricted stock units were assumed by STERIS pursuant to the Scheme and converted to career restricted stock units of STERIS representing the right to receive 12,716 STERIS ordinary shares. These career restricted stock units are fully vested and will be settled in STERIS ordinary shares six months after the cessation of the reporting person's board service, subject to the terms and conditions of the award agreement.

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.