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

## FORM 10-Q

**(Mark One)**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended December 31, 2013**

**or**

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from _______ to _______**

**Commission File Number 1-14643**

## STERIS Corporation

**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Ohio** | **34-1482024** |
| **(State or other jurisdiction of incorporation or organization)** | **(IRS Employer Identification No.)** |
| **5960 Heisley Road, Mentor, Ohio** | **44060-1834** |
| **(Address of principal executive offices)** | **(Zip code)** |

**440-354-2600**
**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

| | |
|---|---|
| Large Accelerated Filer x | Accelerated Filer o |
| Non-Accelerated Filer o<br>(Do not check if a smaller reporting company) | Smaller Reporting Company o |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The number of common shares outstanding as of January 31, 2014: 58,930,169

**STERIS Corporation and Subsidiaries**

**Form 10-Q**
**Index**

# PART I— FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

### STERIS CORPORATION AND SUBSIDIARIES

### CONSOLIDATED BALANCE SHEETS
(in thousands)

| | December 31, 2013 | March 31, 2013 |
|---|---|---|
| | (Unaudited) | |
| **Assets** | | |
| **Current assets:** | | |
| Cash and cash equivalents | $ 157,337 | $ 142,008 |
| Accounts receivable (net of allowances of $8,784 and $10,043, respectively) | 267,721 | 275,937 |
| Inventories, net | 159,899 | 144,443 |
| Deferred income taxes, net | 17,681 | 21,195 |
| Prepaid expenses and other current assets | 18,275 | 30,357 |
| **Total current assets** | 620,913 | 613,940 |
| Property, plant, and equipment, net | 444,946 | 431,952 |
| Goodwill and intangibles, net | 700,487 | 704,424 |
| Other assets | 11,460 | 10,793 |
| **Total assets** | $ 1,777,806 | $ 1,761,109 |
| **Liabilities and equity** | | |
| **Current liabilities:** | | |
| Accounts payable | $ 80,322 | $ 79,374 |
| Accrued income taxes | 2,721 | — |
| Accrued payroll and other related liabilities | 49,361 | 54,316 |
| Accrued expenses and other | 68,981 | 85,147 |
| **Total current liabilities** | 201,385 | 218,837 |
| Long-term indebtedness | 474,740 | 492,290 |
| Deferred income taxes, net | 45,881 | 44,924 |
| Other liabilities | 46,055 | 58,078 |
| **Total liabilities** | $ 768,061 | $ 814,129 |
| **Commitments and contingencies (see note 9)** | | |
| Serial preferred shares, without par value; 3,000 shares authorized; no shares issued or outstanding | — | — |
| Common shares, without par value; 300,000 shares authorized; 70,040 shares issued; 58,908 and 58,759 shares outstanding, respectively | 243,559 | 239,648 |
| Common shares held in treasury, 11,132 and 11,281 shares, respectively | (325,517) | (321,801) |
| Retained earnings | 1,085,740 | 1,031,183 |
| Accumulated other comprehensive income | 3,989 | (4,088) |
| **Total shareholders' equity** | 1,007,771 | 944,942 |
| Noncontrolling interest | 1,974 | 2,038 |
| **Total equity** | 1,009,745 | 946,980 |
| **Total liabilities and equity** | $ 1,777,806 | $ 1,761,109 |

See notes to consolidated financial statements.

## STERIS CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME
**(in thousands, except per share amounts)**
**(Unaudited)**

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| **Revenues:** | | | | |
| Product | $ 252,616 | $ 243,722 | $ 710,853 | $ 689,125 |
| Service | 152,935 | 136,683 | 446,112 | 384,561 |
| **Total revenues** | 405,551 | 380,405 | 1,156,965 | 1,073,686 |
| **Cost of revenues:** | | | | |
| Product | 144,884 | 139,683 | 408,051 | 392,311 |
| Service | 96,892 | 87,600 | 283,787 | 237,880 |
| **Total cost of revenues** | 241,776 | 227,283 | 691,838 | 630,191 |
| **Gross profit** | 163,775 | 153,122 | 465,127 | 443,495 |
| **Operating expenses:** | | | | |
| Selling, general, and administrative | 95,497 | 75,953 | 280,087 | 236,767 |
| Research and development | 11,580 | 10,415 | 36,960 | 29,579 |
| Restructuring expenses | 808 | (386) | 878 | (570) |
| **Total operating expenses** | 107,885 | 85,982 | 317,925 | 265,776 |
| **Income from operations** | 55,890 | 67,140 | 147,202 | 177,719 |
| **Non-operating expenses, net:** | | | | |
| Interest expense | 4,672 | 4,207 | 14,527 | 10,586 |
| Interest income and miscellaneous expense | (241) | (338) | (715) | (629) |
| **Total non-operating expenses, net** | 4,431 | 3,869 | 13,812 | 9,957 |
| **Income before income tax expense** | 51,459 | 63,271 | 133,390 | 167,762 |
| Income tax expense | 22,953 | 15,174 | 42,824 | 49,166 |
| **Net income** | $ 28,506 | $ 48,097 | $ 90,566 | $ 118,596 |
| **Net income per common share** | | | | |
| Basic | $ 0.48 | $ 0.82 | $ 1.54 | $ 2.04 |
| Diluted | $ 0.48 | $ 0.82 | $ 1.52 | $ 2.02 |
| **Cash dividends declared per common share outstanding** | $ 0.21 | $ 0.19 | $ 0.61 | $ 0.55 |

See notes to consolidated financial statements.

**STERIS CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**
**(in thousands)**
**(Unaudited)**

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|---|---|---|---|---|
| | **2013** | **2012** | **2013** | **2012** |
| **Net income** | $ 28,506 | $ 48,097 | 90,566 | 118,596 |
| Unrealized gain (loss) on available for sale securities | 157 | (3) | 252 | (20) |
| Amortization of pension and postretirement benefit plans costs, net of taxes of $89, $117, $267 and $351, respectively | (140) | (184) | (419) | (543) |
| Change in cumulative foreign currency translation adjustment | 945 | 2,269 | 8,244 | (2,964) |
| **Total other comprehensive income (loss)** | 962 | 2,082 | 8,077 | (3,527) |
| **Comprehensive income** | $ 29,468 | $ 50,179 | $ 98,643 | $ 115,069 |

See notes to consolidated financial statements.

**STERIS CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands)**
**(Unaudited)**

| | Nine Months Ended December 31, | |
|---|---|---|
| | **2013** | **2012** |
| **Operating activities:** | | |
| Net income | $ 90,566 | $ 118,596 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation, depletion, and amortization | 55,689 | 48,508 |
| Deferred income taxes | 4,019 | 22,064 |
| Share-based compensation expense | 8,930 | 6,353 |
| Loss on the disposal of property, plant, equipment, and intangibles, net | 1,795 | 292 |
| Other items | 1,331 | (211) |
| Changes in operating assets and liabilities, net of effects of acquisitions: | | |
| Accounts receivable, net | 9,859 | 52,889 |
| Inventories, net | (14,431) | 10,065 |
| Other current assets | 12,040 | (17,366) |
| Accounts payable | 1,233 | (13,397) |
| Accrued SYSTEM 1 Rebate Program and class action settlement | (247) | (63,516) |
| Accruals and other, net | (28,611) | 16,659 |
| **Net cash provided by operating activities** | 142,173 | 180,936 |
| **Investing activities:** | | |
| Purchases of property, plant, equipment, and intangibles, net | (64,778) | (63,878) |
| Proceeds from the sale of property, plant, equipment, and intangibles | 4,739 | 29 |
| Acquisition of businesses, net of cash acquired | (8,443) | (399,415) |
| **Net cash used in investing activities** | (68,482) | (463,264) |
| **Financing activities:** | | |
| Proceeds from the issuance of long-term obligations | — | 100,000 |
| Payments on long-term obligations | (70,000) | — |
| Deferred financing fees and debt issuance costs | (43) | (1,581) |
| Proceeds under credit facilities, net | 52,450 | 210,890 |
| Repurchases of common shares | (23,236) | (7,893) |
| Cash dividends paid to common shareholders | (36,009) | (32,045) |
| Stock option and other equity transactions, net | 11,877 | 14,517 |
| Tax benefit from stock options exercised | 1,864 | 2,161 |
| **Net cash provided by (used in) financing activities** | (63,097) | 286,049 |
| Effect of exchange rate changes on cash and cash equivalents | 4,735 | 1,345 |
| Increase in cash and cash equivalents | 15,329 | 5,066 |
| Cash and cash equivalents at beginning of period | 142,008 | 150,821 |
| Cash and cash equivalents at end of period | $ 157,337 | $ 155,887 |

See notes to consolidated financial statements.

STERIS CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
For the Three and Nine Months Ended December 31, 2013 and 2012
(dollars in thousands, except per share amounts)

## 1. Nature of Operations and Summary of Significant Accounting Policies

***Nature of Operations***

STERIS Corporation, an Ohio corporation, develops, manufactures and markets infection prevention, contamination control, microbial reduction, and surgical and gastrointestinal support products and services for healthcare, pharmaceutical, scientific, research, industrial, and governmental Customers throughout the world. As used in this Quarterly Report, STERIS Corporation and its subsidiaries together are called “STERIS,” the “Company,” “we,” “us,” or “our,” unless otherwise noted.

We operate in three reportable business segments: Healthcare, Life Sciences, and STERIS Isomedix Services (“Isomedix”). We describe our business segments in note 10 to our consolidated financial statements titled, “Business Segment Information.” Our fiscal year ends on March 31. References in this Quarterly Report to a particular “year” or “year-end” mean our fiscal year. The significant accounting policies applied in preparing the accompanying consolidated financial statements of the Company are summarized below:

***Interim Financial Statements***

We prepared the accompanying unaudited consolidated financial statements of the Company according to accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and the instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. This means that they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. Our unaudited interim consolidated financial statements contain all material adjustments (including normal recurring accruals and adjustments) management believes are necessary to fairly state our financial condition, results of operations, and cash flows for the periods presented.

These interim consolidated financial statements should be read together with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended March 31, 2013 dated May 30, 2013. The Consolidated Balance Sheet at March 31, 2013 was derived from the audited consolidated financial statements at March 31, 2013, but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements.

***Principles of Consolidation***

We use the consolidation method to report our investments in our subsidiaries. Therefore, the accompanying consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries. We eliminate inter-company accounts and transactions when we consolidate these accounts.

***Use of Estimates***

We make certain estimates and assumptions when preparing financial statements according to U.S. GAAP that affect the reported amounts of assets and liabilities at the financial statement dates and the reported amounts of revenues and expenses during the periods presented. These estimates and assumptions involve judgments with respect to many factors that are difficult to predict and are beyond our control. Actual results could be materially different from these estimates. We revise the estimates and assumptions as new information becomes available. This means that operating results for the three and nine month periods ended December 31, 2013 are not necessarily indicative of results that may be expected for future quarters or for the full fiscal year ending March 31, 2014.

***Recently Adopted Accounting Pronouncements***

In February 2013, the FASB issued an accounting standards update titled "Presentation of Comprehensive Income: Reclassification Out of Accumulated Other Comprehensive Income," amending Accounting Standards Codification ASC Topic 220, "Comprehensive Income". This amended guidance requires an entity to report information about the amounts reclassified out of accumulated other comprehensive income (loss) by component. In addition, for significant items reclassified from accumulated other comprehensive income (loss) to net income in their entirety, during the same reporting period, entities are required to report the effect on the line items on the face of the statement where net income is presented, or in the notes. For significant items that are not classified to net income in their entirety, entities are required to cross-reference to other disclosures that provide additional information about those amounts. The standards update is effective prospectively for fiscal periods beginning after December 15, 2012, with early adoption permitted. We adopted the new standard during the first quarter of our fiscal year 2014. The adoption of this standard has not impacted our consolidated financial position, results of operations or cash flows.

(dollars in thousands, except per share amounts)

In July 2012, the FASB issued an accounting standards update titled "Testing Indefinite-Lived Intangible Assets for Impairment," amending certain sections of Subtopic 350-30 Intangibles-Goodwill and Other-General Intangibles Other than Goodwill. This amended guidance allows an entity to first assess qualitative factors to determine if it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If based on its qualitative assessment an entity concludes it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount, quantitative impairment testing is required. However, if an entity concludes otherwise, quantitative impairment testing is not required. The standards update is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The adoption of this standard has not impacted our consolidated financial position, results of operations or cash flows.

A detailed description of our significant and critical accounting policies, estimates, and assumptions is included in our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 31, 2013 dated May 30, 2013. Our significant and critical accounting policies, estimates, and assumptions have not changed materially from March 31, 2013.

## 2. Reclassifications Out of Accumulated Other Comprehensive Income (Loss)

Amounts in Accumulated Other Comprehensive Income (Loss) are presented net of the related tax. Foreign Currency Translation is not adjusted for income taxes. Changes in our Accumulated Other Comprehensive Income (Loss) balances, net of tax, for the three and nine months ended December 31, 2013 were as follows:

| | Gain (Loss) on Available for Sale Securities (1) | | Defined Benefit Plans (2) | | Foreign Currency Translation (3) | | Total Accumulated Other Comprehensive Income (Loss) | |
|---|---|---|---|---|---|---|---|---|
| | Three Months | Nine Months | Three Months | Nine Months | Three Months | Nine Months | Three Months | Nine Months |
| Beginning Balance | $ 381 | $ 286 | $ (5,463) | $ (5,184) | $ 8,109 | $ 810 | $ 3,027 | $ (4,088) |
| Other Comprehensive Income (Loss) before reclassifications | 112 | 155 | 288 | 866 | 872 | 8,924 | 1,272 | 9,945 |
| Amounts reclassified from Accumulated Other Comprehensive Income (Loss) | 45 | 97 | (428) | (1,285) | 73 | (680) | (310) | (1,868) |
| Net current-period Other Comprehensive Income (Loss) | 157 | 252 | (140) | (419) | 945 | 8,244 | 962 | 8,077 |
| **Balance December 31, 2013** | $ 538 | $ 538 | $ (5,603) | $ (5,603) | $ 9,054 | $ 9,054 | $ 3,989 | $ 3,989 |

Details of amounts reclassified from Accumulated Other Comprehensive Income (Loss) are as follows:

(1) Realized gain (loss) on available for sale securities is reported in the interest income and miscellaneous expense line of the Consolidated Statements of Income.
(2) Amortization (gain) of defined benefit pension items is reported in the selling, general and administrative expense line of the Consolidated Statements of Income.
(3) Realized gain (loss) on intra-entity foreign currency transactions that are of long term investment nature are reported in the selling, general and administrative expense line of the Consolidated Statements of Income.

## 3. Property, Plant and Equipment

(dollars in thousands, except per share amounts)

Information related to the major categories of our depreciable assets is as follows:

| | December 31, 2013 | March 31, 2013 |
|---|---|---|
| Land and land improvements (1) | $ 34,400 | $ 36,355 |
| Buildings and leasehold improvements | 249,165 | 242,885 |
| Machinery and equipment | 350,560 | 331,953 |
| Information systems | 101,336 | 96,567 |
| Radioisotope | 255,753 | 237,516 |
| Construction in progress (1) | 38,463 | 36,032 |
| **Total property, plant, and equipment** | 1,029,677 | 981,308 |
| Less: accumulated depreciation and depletion | (584,731) | (549,356) |
| **Property, plant, and equipment, net** | $ 444,946 | $ 431,952 |

(1) Land is not depreciated. Construction in progress is not depreciated until placed in service.

## 4. Inventories, Net

Inventories, net are stated at the lower of cost or market. We use the last-in, first-out ("LIFO") and first-in, first-out cost methods. An actual valuation of inventory under the LIFO method is made only at the end of the fiscal year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and are subject to the final fiscal year-end LIFO inventory valuation. Inventory costs include material, labor, and overhead. Inventories, net consisted of the following:

| | December 31, 2013 | March 31, 2013 |
|---|---|---|
| Raw materials | $ 59,401 | $ 54,456 |
| Work in process | 28,603 | 24,300 |
| Finished goods | 102,870 | 96,616 |
| LIFO reserve | (16,039) | (18,944) |
| Reserve for excess and obsolete inventory | (14,936) | (11,985) |
| **Inventories, net** | $ 159,899 | $ 144,443 |

## 5. Debt

Indebtedness was as follows:

| | December 31, 2013 | March 31, 2013 |
|---|---|---|
| Private Placement | $ 340,000 | $ 410,000 |
| Credit Facilities | 134,740 | 82,290 |
| **Total long term debt** | $ 474,740 | $ 492,290 |

On December 6, 2013 we executed an agreement with PNC Bank, National Association (the "Bank"), providing for the extension of a $15,000 line of credit (the "Swing Line Facility") to the Company. Borrowings under the Swing Line Facility are evidenced by a promissory note issued by the Company (the "Note"). The Company may borrow, repay and reborrow from time to time under the Swing Line Facility until its maturity date. The maturity date is the earlier of (i) December 5, 2014, or such later date as may be designated by the Bank, or (ii) the date on which the Bank is no longer a lender under the Company's Third Amended and Restated Credit Agreement dated April 13, 2012, as amended, or a replacement credit agreement. The maturity date may be accelerated in the case of certain defaults. Borrowings bear interest at a rate per annum from time to time equal to the sum of the Daily LIBOR Rate (as defined in the Note) and the Applicable Margin (calculated as provided in the Note) and the interest is payable monthly.

(dollars in thousands, except per share amounts)

Additional information regarding our indebtedness is included in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 31, 2013 dated May 30, 2013.

### 6. Additional Consolidated Balance Sheet Information

Additional information related to our Consolidated Balance Sheets is as follows:

| | December 31, 2013 | March 31, 2013 |
|---|---|---|
| **Accrued payroll and other related liabilities:** | | |
| Compensation and related items | $ 20,391 | $ 12,078 |
| Accrued vacation/paid time off | 7,159 | 6,739 |
| Accrued bonuses | 9,954 | 22,342 |
| Accrued employee commissions | 8,391 | 9,656 |
| Other postretirement benefit obligations-current portion | 3,271 | 3,271 |
| Other employee benefit plans' obligations-current portion | 195 | 230 |
| **Total accrued payroll and other related liabilities** | $ 49,361 | $ 54,316 |
| **Accrued expenses and other:** | | |
| Deferred revenues | $ 37,126 | $ 40,422 |
| Self-insured risk reserves-current portion | 3,356 | 3,726 |
| Accrued dealer commissions | 8,684 | 8,545 |
| Accrued warranty | 8,795 | 12,734 |
| Other | 11,020 | 19,720 |
| **Total accrued expenses and other** | $ 68,981 | $ 85,147 |
| **Other liabilities:** | | |
| Self-insured risk reserves-long-term portion | $ 11,552 | $ 11,552 |
| Other postretirement benefit obligations-long-term portion | 19,247 | 21,278 |
| Defined benefit pension plans obligations-long-term portion | 5,846 | 6,890 |
| Other employee benefit plans obligations-long-term portion | 5,963 | 5,349 |
| Accrued long-term income taxes | — | 9,670 |
| Other | 3,447 | 3,339 |
| **Total other liabilities** | $ 46,055 | $ 58,078 |

### 7. Income Tax Expense

Income tax expense includes United States federal, state and local, and foreign income taxes, and is based on reported pre-tax income. The effective income tax rates for the three-month periods ended December 31, 2013 and 2012 were 44.6% and 24.0%, respectively. During the third quarter of fiscal 2014, we were unfavorably impacted by discrete item adjustments and pretax losses in jurisdictions for which no tax benefit is recognized. Conversely, during the third quarter of fiscal 2013, we benefited from higher projected income in lower tax rate jurisdictions and favorable discrete item adjustments.

The effective income tax rates for the nine-month periods ended December 31, 2013 and 2012 were 32.1% and 29.3%, respectively. The effective tax rate for the first nine months of fiscal 2014 includes a benefit from the recognition of previously unrecognized tax benefits due to the settlement of a federal tax examination. The effective tax rate for the first nine months of 2013 includes the benefit of higher projected income in lower tax rate jurisdictions and a large favorable discrete item adjustment due to the realization of a deduction related to the closure of our Swiss manufacturing operations.

Income tax expense is provided on an interim basis based upon our estimate of the annual effective income tax rate, and adjusted each quarter for discrete items. In determining the estimated annual effective income tax rate, we analyze various factors, including projections of our annual earnings and taxing jurisdictions in which the earnings will be generated, the impact of state and local income taxes, our ability to use tax credits and net operating loss carry forwards, and available tax planning alternatives.

(dollars in thousands, except per share amounts)

As of March 31, 2013, we had $9,362 in unrecognized tax benefits, of which all would favorably impact the effective tax rate if recognized. As of December 31, 2013, we had no unrecognized tax benefits and we have not recorded any liability for interest and penalties.

We operate in numerous taxing jurisdictions and are subject to regular examinations by various United States federal, state and local, as well as foreign jurisdictions. We are no longer subject to United States federal examinations for years before fiscal 2013 and, with limited exceptions, we are no longer subject to United States state and local, or non-United States, income tax examinations by tax authorities for years before fiscal 2009. We remain subject to tax authority audits in various jurisdictions wherever we do business. We do not expect the results of these examinations to have a material adverse affect on our consolidated financial statements.

## 8. Benefit Plans

We provide defined benefit pension plans for former manufacturing and plant administrative personnel as determined by collective bargaining agreements or employee benefit standards set at the time of acquisition of certain businesses. In addition to providing pension benefits to certain former employees, we sponsor an unfunded postretirement welfare benefits plan for two groups of United States former employees, including the same former employees who receive pension benefits under the United States defined benefit pension plan. Benefits under this plan include retiree life insurance and retiree medical coverage, including prescription drug coverage. Additional information regarding our defined benefit pension plans and other postretirement benefits plan is included in our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 31, 2013, dated May 30, 2013.

Components of the net periodic benefit cost for our defined benefit pension plans and other postretirement medical benefits plan were as follows:

| | Defined Benefit Pension Plans | | Other Postretirement Benefits Plan | |
|---|---|---|---|---|
| **Three Months Ended December 31,** | **2013** | **2012** | **2013** | **2012** |
| Service cost | $ 40 | $ 37 | $ — | $ — |
| Interest cost | 450 | 523 | 171 | 217 |
| Expected return on plan assets | (861) | (834) | — | — |
| Amortization of loss | 365 | 333 | 223 | 181 |
| Amortization of prior service cost | — | — | (816) | (816) |
| **Net periodic benefit cost (income)** | $ (6) | $ 59 | $ (422) | $ (418) |

| | Defined Benefit Pension Plans | | Other Postretirement Benefits Plan | |
|---|---|---|---|---|
| **Nine Months Ended December 31,** | **2013** | **2012** | **2013** | **2012** |
| Service cost | $ 120 | $ 112 | $ — | $ — |
| Interest cost | 1,349 | 1,569 | 512 | 650 |
| Expected return on plan assets | (2,582) | (2,503) | — | — |
| Amortization of loss | 1,094 | 1,000 | 668 | 544 |
| Amortization of prior service cost | — | — | (2,447) | (2,447) |
| **Net periodic benefit cost (income)** | $ (19) | $ 178 | $ (1,267) | $ (1,253) |

We contribute amounts to the defined benefit pension plans at least sufficient to meet the minimum requirements as stated in applicable employee benefit laws and local tax laws. We record liabilities for the difference between the fair value of the plan assets and the benefit obligation (the projected benefit obligation for pension plans and the accumulated postretirement benefit obligation for other postretirement benefits plans) on our accompanying Consolidated Balance Sheets.

## 9. Commitments and Contingencies

We are, and will likely continue to be, involved in a number of legal proceedings, government investigations, and claims, which we believe generally arise in the course of our business, given our size, history, complexity, and the nature of our business, products, Customers, regulatory environment, and industries in which we participate. These legal proceedings, investigations and claims generally involve a variety of legal theories and allegations, including, without limitation, personal injury (e.g., slip and falls, burns, vehicle accidents), product liability or regulation (e.g., based on product operation or claimed malfunction, failure to warn, failure to meet specification, or failure to comply with regulatory requirements), product exposure (e.g., claimed exposure to chemicals, asbestos, contaminants, radiation), property damage (e.g., claimed damage due to leaking equipment, fire, vehicles, chemicals), commercial claims (e.g., breach of contract, economic loss, warranty, misrepresentation), financial (e.g., taxes, reporting), employment (e.g., wrongful termination, discrimination, benefits matters), and other claims for damage and relief.

We believe we have adequately reserved for our current litigation and claims that are probable and estimable, and further believe that the ultimate outcome of these pending lawsuits and claims will not have a material adverse affect on our consolidated financial position or results of operations taken as a whole. Due to their inherent uncertainty, however, there can be no assurance of the ultimate outcome or effect of current or future litigation, investigations, claims or other proceedings (including without limitation the matters discussed below). For certain types of claims, we presently maintain insurance coverage for personal injury and property damage and other liability coverages in amounts and with deductibles that we believe are prudent, but there can be no assurance that these coverages will be applicable or adequate to cover adverse outcomes of claims or legal proceedings against us.

As previously disclosed, we received a warning letter (the “warning letter”) from the FDA on May 16, 2008 regarding our SYSTEM 1® sterile processor and the STERIS 20 sterilant used with the processor (sometimes referred to collectively in the FDA letter and in this note 9 as the “device”). Among other matters, the warning letter included the FDA's assertion that significant changes or modifications had been made in the design, components, method of manufacture, or intended use of the device beyond the FDA's 1988 clearance, such that the FDA believed a new premarket notification submission (known within FDA regulations as a 510(k) submission) should have been made, and the assertion that our failure to make such a submission resulted in violations of applicable law.

After ongoing discussions with the FDA, in April 2010 we reached agreement with the FDA on the terms of a consent decree (“Consent Decree”). On April 19, 2010, a Complaint and Consent Decree were filed in the U.S. District Court for the Northern District of Ohio, and on April 20, 2010, the Court approved the Consent Decree. In general, the Consent Decree addresses regulatory matters regarding SYSTEM 1, restricts further sales of SYSTEM 1 processors in the U.S., defines certain documentation and other requirements for continued service and support of SYSTEM 1 in the U.S., prohibits the sale of liquid chemical sterilization or disinfection products in the U.S. that do not have FDA clearance, describes various process and compliance matters, and defines penalties in the event of violation of the Consent Decree. The Consent Decree also provided the terms under which we temporarily continued to support our Customers' use of SYSTEM 1 in the U.S., including the sale of consumables, parts and accessories and service for a transition period (the “Transition Plan”), which included the “SYSTEM 1 Rebate Program”.

The Consent Decree has defined the resolution of a number of issues regarding SYSTEM 1, and we believe our actions with respect to SYSTEM 1, including the Transition Plan, were and are not recalls, corrections or removals under FDA regulations. However, there is no assurance that these or other claims will not be brought or that judicial, regulatory, administrative or other legal or enforcement actions, notices or remedies will not be pursued, or that action will not be taken in respect of the Consent Decree, the Transition Plan, SYSTEM 1, or otherwise with respect to regulatory or compliance matters, as described in this note and in various portions of Item 1A. of Part I of our Annual Report on Form 10-K for the year ended March 31, 2013 filed with the SEC on May 30, 2013.

On May 31, 2012, our Albert Browne Limited subsidiary received a warning letter from the FDA regarding chemical indicators manufactured in the United Kingdom. These devices are intended for the monitoring of certain sterilization and other processes. The FDA warning letter states that the agency has concerns regarding operational business processes. We do not believe that the FDA's concerns are related to product performance, or that they result from Customer complaints. We have reviewed our processes with the agency and finalized our remediation measures, and are awaiting FDA reinspection. We do not currently believe that the impact of this event will have a material adverse effect on our financial results.

Other civil, criminal, regulatory or other proceedings involving our products or services also could possibly result in judgments, settlements or administrative or judicial decrees requiring us, among other actions, to pay damages or fines or effect recalls, or be subject to other governmental, Customer or other third party claims or remedies, which could materially affect our business, performance, prospects, value, financial condition, and results of operations.

For additional information regarding these matters, see the following portions of our Annual Report on Form 10-K for the fiscal year ended March 31, 2013: “Business - Information with respect to our Business in General - Government Regulation”, and the “Risk Factor” titled “We may be adversely affected by product liability claims or other legal actions or regulatory or compliance matters, including the Warning Letter and Consent Decree” and the "Risk Factor” titled “Compliance with the Consent Decree may be more costly and burdensome than anticipated.”

From time to time, STERIS is also involved in legal proceedings as a plaintiff involving contract, patent protection, and other claims asserted by us. Gains, if any, from these proceedings are recognized when they are realized.

We are subject to taxation from United States federal, state and local, and foreign jurisdictions. Tax positions are settled primarily through the completion of audits within each individual jurisdiction or the closing of statute of limitation. Changes in applicable tax law or other events may also require us to revise past estimates.

Additional information regarding our contingencies is included in Item 7 of Part II titled, “Management's Discussion and Analysis of Financial Conditions and Results of Operations,” of our Annual Report on Form 10-K for the year ended March 31, 2013 dated May 30, 2013, and in Item 1 of Part II of this Form 10-Q titled, “Legal Proceedings.”

**10. Business Segment Information**

We operate and report in three business segments: Healthcare, Life Sciences, and Isomedix. Corporate and other, which is presented separately, contains the Defense and Industrial business unit plus costs that are associated with being a publicly traded company and certain other corporate costs.

Our Healthcare segment manufactures and sells capital equipment, accessory, consumable, and service solutions to healthcare providers, including acute care hospitals, surgery and gastrointestinal centers. These solutions aid our Customers in improving the safety, quality, and productivity of their surgical, sterile processing, gastrointestinal, and emergency environments.

Our Life Sciences segment manufactures and sells capital equipment, formulated cleaning chemistries, and service solutions to pharmaceutical companies, and private and public research facilities around the globe.

Our Isomedix segment operates through a network of facilities located in North America. We sell a comprehensive array of contract sterilization services using gamma irradiation and ethylene oxide (“EO”) technologies as well as an array of laboratory testing services. We provide microbial reduction services based on Customer specifications to companies that supply products to the healthcare, industrial, and consumer products industries.

Financial information for each of our segments is presented in the following table. Operating income for each segment is calculated as the segment’s gross profit less direct expenses and indirect cost allocations, which results in the full allocation of all distribution and research and development expenses, and the partial allocation of corporate costs. These allocations are based upon variables such as segment headcount and revenues. In addition, the Healthcare segment is responsible for the management of all but one manufacturing facility and uses standard cost to sell products to the Life Sciences segment. Corporate and other includes the gross profit and direct expenses of the Defense and Industrial business unit, as well as certain unallocated corporate costs related to being a publicly traded company and legacy pension and post-retirement benefits.

The accounting policies for reportable segments are the same as those for the consolidated Company. For the three and nine month periods ended December 31, 2013, revenues from a single Customer did not represent ten percent or more of any reportable segment’s revenues. Additional information regarding our segments is included in our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 31, 2013 dated May 30, 2013.

Financial information for each of our segments is presented in the following tables:

Table of Contents


| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| **Revenues:** | | | | |
| Healthcare (1) | $ 291,831 | $ 271,096 | $ 828,051 | $ 757,430 |
| Life Sciences | 64,128 | 65,043 | 182,425 | 180,116 |
| Isomedix | 49,157 | 43,392 | 144,792 | 133,732 |
| Total reportable segments | 405,116 | 379,531 | 1,155,268 | 1,071,278 |
| Corporate and other | 435 | 874 | 1,697 | 2,408 |
| **Total revenues** | $ 405,551 | $ 380,405 | $ 1,156,965 | $ 1,073,686 |
| **Operating income:** | | | | |
| Healthcare (2) | $ 31,238 | $ 45,478 | $ 72,111 | $ 110,355 |
| Life Sciences | 12,092 | 12,798 | 38,672 | 35,201 |
| Isomedix | 14,054 | 11,103 | 42,484 | 39,348 |
| Total reportable segments | 57,384 | 69,379 | 153,267 | 184,904 |
| Corporate and other | (1,494) | (2,239) | (6,065) | (7,185) |
| **Total operating income** | $ 55,890 | $ 67,140 | $ 147,202 | $ 177,719 |

(1) Includes an increase of $20,400 in the fiscal 2013 nine months ended December 31, 2012 period, resulting from adjustments related to the SYSTEM 1 Rebate Program.
(2) Includes an increase of $15,800 in the fiscal 2013 three months ended December 31, 2012 period and $37,300 in the fiscal 2013 nine months ended December 31, 2012 period, resulting from adjustments related to the SYSTEM 1 Rebate Program and class action settlement.

**11. Common Shares**

We calculate basic earnings per common share based upon the weighted average number of common shares outstanding. We calculate diluted earnings per share based upon the weighted average number of common shares outstanding plus the dilutive effect of common share equivalents calculated using the treasury stock method. The following is a summary of common shares and common share equivalents outstanding used in the calculations of basic and diluted earnings per share:

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| **Denominator (shares in thousands):** | | | | |
| Weighted average common shares outstanding—basic | 58,885 | 58,425 | 58,972 | 58,200 |
| Dilutive effect of common share equivalents | 800 | 547 | 774 | 492 |
| Weighted average common shares outstanding and common share equivalents —diluted | 59,685 | 58,972 | 59,746 | 58,692 |

Options to purchase the following number of common shares were outstanding but excluded from the computation of diluted earnings per share because the combined exercise prices, unamortized fair values, and assumed tax benefits upon exercise were greater than the average market price for the common shares during the periods, so including these options would be anti-dilutive:

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| **(shares in thousands)** | | | | |
| Number of common share options | 304 | 569 | 336 | 787 |

**12. Repurchases of Common Shares**

(dollars in thousands, except per share amounts)

During the first nine months of fiscal 2014, we repurchased 515,380 of our common shares as part of our Board authorized repurchase program and obtained 43,466 of our common shares in connection with stock based compensation award programs. At December 31, 2013, $89,172 of STERIS common shares remained authorized for repurchase pursuant to the most recent Board approved repurchase authorization (the March 2008 Board Authorization). Also, 11,131,919 common shares were held in treasury at December 31, 2013.

**13. Share-Based Compensation**

We maintain a long-term incentive plan that makes available common shares for grants, at the discretion of the Compensation Committee of the Board of Directors, to officers, directors, and key employees in the form of stock options, restricted shares, restricted share units, stock appreciation rights and common share grants. Stock options provide the right to purchase our common shares at the market price on the date of grant, subject to the terms of the option plans and agreements. Generally, one-fourth of the stock options granted become exercisable for each full year of employment following the grant date. Stock options granted generally expire 10 years after the grant date, or earlier if the option holder is no longer employed by us and has not met specific age and service requirements. Restricted shares and restricted share units generally cliff vest after a four year period or vest in tranches of one-fourth of the number granted for each full year of employment after the grant date for grantees who have met specified age and service requirements. There are a total of 3,385,314 shares that remain available for grant under the long-term incentive plan as of December 31, 2013.

The fair value of share-based compensation awards was estimated at their grant date using the Black-Scholes-Merton option pricing model. This model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable, characteristics that are not present in our option grants. If the model permitted consideration of the unique characteristics of employee stock options, the resulting estimate of the fair value of the stock options could be different. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our Consolidated Statements of Income. The expense is classified as cost of goods sold or selling, general and administrative expenses in a manner consistent with the employee's compensation and benefits.

The following weighted-average assumptions were used for options granted during the first nine months of fiscal 2014 and fiscal 2013:

| | Fiscal 2014 | Fiscal 2013 |
|---|---|---|
| Risk-free interest rate | 0.95% | 1.21% |
| Expected life of options | 5.70 years | 5.79 years |
| Expected dividend yield of stock | 2.22% | 2.15% |
| Expected volatility of stock | 31.22% | 31.24% |

The risk-free interest rate is based upon the U.S. Treasury yield curve. The expected life of options is reflective of historical experience, vesting schedules and contractual terms. The expected dividend yield of stock represents our best estimate of the expected future dividend yield. The expected volatility of stock is derived by referring to our historical stock prices over a time frame similar to that of the expected life of the grant. An estimated forfeiture rate of 1.44% and 1.83% was applied in fiscal 2014 and 2013, respectively. This rate is calculated based upon historical activity and represents an estimate of the granted options not expected to vest. If actual forfeitures differ from this calculated rate, we may be required to make additional adjustments to compensation expense in future periods. The assumptions used above are reviewed at the time of each significant option grant, or at least annually.

A summary of share option activity is as follows:

(dollars in thousands, except per share amounts)

| | Number of Options | Weighted Average Exercise Price | Average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding at March 31, 2013 | 2,657,133 | $ 28.40 | | |
| Granted | 322,710 | 45.26 | | |
| Exercised | (454,301) | 25.89 | | |
| Forfeited | (17,350) | 35.50 | | |
| Canceled | (450) | 23.62 | | |
| **Outstanding at December 31, 2013** | 2,507,742 | $ 30.98 | 5.70 years | $ 42,803 |
| **Exercisable at December 31, 2013** | 1,819,558 | $ 28.29 | 4.65 years | $ 35,948 |

We estimate that 679,203 of the non-vested stock options outstanding at December 31, 2013 will ultimately vest.

The aggregate intrinsic value in the table above represents the total pre-tax difference between the $48.05 closing price of our common shares on December 31, 2013 over the exercise prices of the stock options, multiplied by the number of options outstanding or outstanding and exercisable, as applicable. The aggregate intrinsic value is not recorded for financial accounting purposes and the value changes daily based on the daily changes in the fair market value of our common shares.

The total intrinsic value of stock options exercised during the first nine months of fiscal 2014 and fiscal 2013 was $8,620 and $5,603, respectively. Net cash proceeds from the exercise of stock options were $11,877 and $14,517 for the first nine months of fiscal 2014 and fiscal 2013, respectively. The tax benefit from stock option exercises was $1,864 and $2,161 for the first nine months of fiscal 2014 and fiscal 2013, respectively.

The weighted average grant date fair value of stock option grants was $10.59 and $7.32 for the first nine months of fiscal 2014 and fiscal 2013, respectively.

Stock appreciation rights (“SARS”) carry generally the same terms and vesting requirements as stock options except that in some cases they are settled in cash upon exercise, and therefore in those situations are classified as liabilities. The fair value of the outstanding SARS as of December 31, 2013 and 2012 was $1,473 and $888, respectively. The fair value of cash settled outstanding SARs is revalued at each reporting date and the related liability and expense are adjusted appropriately.

A summary of the non-vested restricted share activity is presented below:

| | Number of Restricted Shares | Number of Restricted Share Units | Weighted-Average Grant Date Fair Value |
|---|---|---|---|
| Non-vested at March 31, 2013 | 737,343 | — | $ 32.81 |
| Granted | 253,136 | 32,796 | 45.19 |
| Vested | (61,719) | (17,470) | 37.33 |
| Canceled | (26,203) | — | 34.64 |
| **Non-vested at December 31, 2013** | 902,557 | 15,326 | $ 36.22 |

Restricted shares granted are valued based on the closing stock price at the grant date. The value of restricted shares and share units that vested during the first nine months of fiscal 2014 was $2,956.

Cash settled restricted share units carry generally the same terms and vesting requirements as stock settled restricted share units except that in some cases they are settled in cash upon vesting, and therefore in those situations are classified as liabilities. The fair value of outstanding cash-settled restricted share units as of December 31, 2013 and 2012 was $1,330 and $1,208, respectively. The fair value of each cash-settled restricted share unit is revalued at each reporting date and the related liability and expense are adjusted appropriately.

**STERIS CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**
**For the Three and Nine Months Ended December 31, 2013 and 2012**
**(dollars in thousands, except per share amounts)**

As of December 31, 2013, there was a total of $22,814 in unrecognized compensation cost related to nonvested share-based compensation granted under our share-based compensation plans. We expect to recognize the cost over a weighted average period of 2.33 years.

## 14. Financial and Other Guarantees

We generally offer a limited parts and labor warranty on capital equipment. The specific terms and conditions of those warranties vary depending on the product sold and the countries where we conduct business. We record a liability for the estimated cost of product warranties at the time product revenues are recognized. The amounts we expect to incur on behalf of our Customers for the future estimated cost of these warranties are recorded as a current liability on the accompanying Consolidated Balance Sheets. Factors that affect the amount of our warranty liability include the number and type of installed units, historical and anticipated rates of product failures, and material and service costs per claim. We periodically assess the adequacy of our recorded warranty liabilities and adjust the amounts as necessary.

Changes in our warranty liability during the first nine months of fiscal 2014 were as follows:

| | | |
|---|---|---|
| Balance, March 31, 2013 | $ | 12,734 |
| Warranties issued during the period | | 2,341 |
| Settlements made during the period | | (6,280) |
| **Balance, December 31, 2013** | $ | 8,795 |

We also sell product maintenance contracts to our Customers. These contracts range in terms from one to five years and require us to maintain and repair the product over the maintenance contract term. We initially record amounts due from Customers under these contracts as a liability for deferred service contract revenue on the accompanying Consolidated Balance Sheets within "Accrued expenses and other." The liability recorded for such deferred service revenue was $28,301 and $35,258 as of December 31, 2013 and March 31, 2013, respectively. Such deferred revenue is then amortized on a straight-line basis over the contract term and recognized as service revenue on our accompanying Consolidated Statements of Income. The activity related to the liability for deferred service contract revenues is excluded from the table presented above.

## 15. Forward and Swap Contracts

From time to time, we enter into forward contracts to hedge potential foreign currency gains and losses that arise from transactions denominated in foreign currencies, including inter-company transactions. We may also enter into commodity swap contracts to hedge price changes in a certain commodity that impacts raw materials included in our cost of revenues. We do not use derivative financial instruments for speculative purposes. These contracts are not designated as hedging instruments and do not receive hedge accounting treatment; therefore, changes in their fair value are not deferred but are recognized immediately in the Consolidated Statements of Income. At December 31, 2013, we held foreign currency forward contracts to buy 114.7 million Mexican pesos and 15 million Canadian dollars and to sell 3.5 million Swiss francs and 24.7 million Mexican pesos.

| | Asset Derivatives | | Liability Derivatives | |
|---|---|---|---|---|
| **Balance Sheet Location** | **Fair Value at December 31, 2013** | **Fair Value at March 31, 2013** | **Fair Value at December 31, 2013** | **Fair Value at March 31, 2013** |
| Prepaid & Other | $ — | $ 161 | $ — | $ — |
| Accrued expenses and other | $ — | $ — | $ 388 | $ 128 |

The following table presents the impact of derivative instruments and their location within the Consolidated Statements of Income:

(dollars in thousands, except per share amounts)

| | Location of gain (loss) recognized in income | Amount of gain (loss) recognized in income: Three Months Ended December 31, 2013 | Three Months Ended December 31, 2012 | Nine Months Ended December 31, 2013 | Nine Months Ended December 31, 2012 |
|---|---|---|---|---|---|
| Foreign currency forward contracts | Selling, general and administrative | $ (271) | $ (90) | $ (842) | $ 24 |
| Commodity swap contracts | Cost of revenues | $ — | $ (169) | $ (57) | $ (211) |

**16. Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. We estimate the fair value of financial assets and liabilities using available market information and generally accepted valuation methodologies. The inputs used to measure fair value are classified into three tiers. These tiers include Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring the entity to develop its own assumptions. The following table shows the fair value of our financial assets and liabilities at March 31, 2013 and December 31, 2013:

| | Carrying Value | | Fair Value Measurements at December 31, 2013 and March 31, 2013 Using: Quoted Prices in Active Markets for Identical Assets (Level 1) | | Significant Other Observable Inputs (Level 2) | | Significant Unobservable Inputs (Level 3) | |
|---|---|---|---|---|---|---|---|---|
| | December 31 | March 31 | December 31 | March 31 | December 31 | March 31 | December 31 | March 31 |
| **Assets:** | | | | | | | | |
| Cash and cash equivalents (1) | $ 157,337 | $ 142,008 | $ 147,175 | $ 135,277 | $ 10,162 | $ 6,731 | $ — | $ — |
| Forward and swap contracts (2) | — | 161 | — | — | — | 161 | — | — |
| Investments (3) | 3,399 | 3,139 | 3,399 | 3,139 | — | — | — | — |
| **Liabilities:** | | | | | | | | |
| Forward and swap contracts (2) | $ 388 | $ 128 | $ — | $ — | $ 388 | $ 128 | $ — | $ — |
| Deferred compensation plans (3) | 3,488 | 3,218 | 3,488 | 3,218 | — | — | — | — |
| Long term debt (4) | 474,740 | 492,290 | — | — | 488,828 | 531,856 | — | — |
| Contingent consideration obligations (5) | 5,226 | 5,453 | — | — | — | — | 5,226 | 5,453 |

(1) Money market fund holdings are classified as level two as active market quoted prices are not available.

(2) The fair values of forward and swap contracts are based on period-end forward rates and reflect the value of the amount that we would pay or receive for the contracts involving the same notional amounts and maturity dates.

(3) We maintain a frozen domestic non-qualified deferred compensation plan covering certain employees, which allows for the deferral of payment of previously earned compensation for an employee-specified term or until retirement or termination. Amounts deferred can be allocated to various hypothetical investment options (compensation deferrals have been frozen under the plan). We hold investments to satisfy the future obligations of the plan. Changes in the value of the investment accounts are recognized each period based on the fair value of the underlying investments. Employees who made deferrals are entitled to receive distributions of their hypothetical account balances (amounts deferred, together with earnings (losses)).

(4) We estimate the fair value of our long-term debt using discounted cash flow analyses, based on our current incremental borrowing rates for similar types of borrowing arrangements.

(5) Contingent consideration obligations arise from prior business acquisitions. The fair values are based on discounted cash flow analyses reflecting the possible achievement of specified performance measures or events and captures the contractual

(dollars in thousands, except per share amounts)

nature of the contingencies, commercial risk, and the time value of money. Contingent consideration obligations are classified in the consolidated balance sheets as accrued expense (short-term) and other liabilities (long-term), as appropriate based on the contractual payment dates.

The changes in Level 3 assets and liabilities measured at fair value on a recurring basis at December 31, 2013 are summarized as follows:

| | Contingent Consideration |
|---|---|
| Balance at March 31, 2013 | $ 5,453 |
| Additions | 87 |
| Foreign currency translation adjustments (1) | (314) |
| **Balance at December 31, 2013** | $ 5,226 |

(1) Reported in other comprehensive income (loss).

**17. Business Acquisitions**

On December 31, 2013, we purchased the assets and assumed certain liabilities of Florida Surgical Repair, Inc. ("FSR"), a provider of surgical instrument and surgical equipment repair services to hospitals and surgery centers in Florida.

The purchase price was approximately $5,779, subject to a customary working capital adjustment. FSR will be integrated into the Healthcare business segment. The purchase price has been allocated to the net assets acquired based on fair values at the acquisition date. A Customer relationship intangible of $2,765, tangible and financial net assets of $883 and goodwill of $2,131 have been recorded.

We recorded an insignificant amount of acquisition related costs which are reported in selling, general and administrative expenses. The Consolidated Financial Statements will include the operating results of FSR from the date of acquisition. Pro-forma results of operations for fiscal 2014 and 2013 periods have not been presented because the effects of the acquisition were not material to our financial results.

**18. Subsequent Events**

We have evaluated subsequent events through the date the financial statements were filed with the SEC, noting no events that require adjustment of, or disclosure in, the consolidated financial statements for the period ended December 31, 2013. These financial statements should be read in conjunction with the consolidated financial statements and related notes included in our 2013 Annual Report on Form 10-K dated May 30, 2013.

**Report of Independent Registered Public Accounting Firm**

Board of Directors and Shareholders
STERIS Corporation

We have reviewed the consolidated balance sheet of STERIS Corporation and subsidiaries ("STERIS") as of December 31, 2013, the related consolidated statements of income and comprehensive income for the three- and nine-month periods ended December 31, 2013 and 2012, and cash flows for the nine-month periods ended December 31, 2013 and 2012. These financial statements are the responsibility of STERIS management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for it to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of STERIS Corporation and subsidiaries as of March 31, 2013, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for the year then ended (not presented herein); and we expressed an unqualified audit opinion on those consolidated financial statements in our report dated May 30, 2013. In our opinion, the accompanying consolidated balance sheet of STERIS Corporation and subsidiaries as of March 31, 2013, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Cleveland, Ohio
February 7, 2014

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Introduction**

In Management's Discussion and Analysis of Financial Condition and Results of Operations (the "MD&A"), we explain the general financial condition and the results of operations for STERIS including:

- what factors affect our business;
- what our earnings and costs were in each period presented;
- why those earnings and costs were different from prior periods;
- where our earnings came from;
- how this affects our overall financial condition;
- what our expenditures for capital projects were; and
- where cash will come from to fund future debt principal repayments, growth outside of core operations, repurchase common shares, pay cash dividends and fund future working capital needs.

As you read the MD&A, it may be helpful to refer to information in our consolidated financial statements, which present the results of our operations for the third quarter and first nine months of fiscal 2014 and fiscal 2013. It may also be helpful to read the MD&A in our Annual Report on Form 10-K for the year ended March 31, 2013, dated May 30, 2013. In the MD&A, we analyze and explain the period-over-period changes in the specific line items in the Consolidated Statements of Income. Our analysis may be important to you in making decisions about your investments in STERIS.

**Financial Measures**

In the following sections of the MD&A, we may, at times, refer to financial measures that are not required to be presented in the consolidated financial statements under U.S. GAAP. We sometimes use the following financial measures in the context of this report: backlog; debt-to-total capital; net debt-to-total capital; and days sales outstanding. We define these financial measures as follows:

- Backlog – We define backlog as the amount of unfilled capital equipment purchase orders at a point in time. We use this figure as a measure to assist in the projection of short-term financial results and inventory requirements.
- Debt-to-total capital – We define debt-to-total capital as total debt divided by the sum of total debt and shareholders' equity. We use this figure as a financial liquidity measure to gauge our ability to borrow and fund growth.
- Net debt-to-total capital – We define net debt-to-total capital as total debt less cash ("net debt") divided by the sum of net debt and shareholders' equity. We also use this figure as a financial liquidity measure to gauge our ability to borrow and fund growth.
- Days sales outstanding ("DSO") – We define DSO as the average collection period for accounts receivable. It is calculated as net accounts receivable divided by the trailing four quarters' revenues, multiplied by 365 days. We use this figure to help gauge the quality of accounts receivable and expected time to collect.

We, at times, may also refer to financial measures which are considered to be "non-GAAP financial measures" under SEC rules. We have presented these financial measures because we believe that meaningful analysis of our financial performance is enhanced by an understanding of certain additional factors underlying that performance. These financial measures should not be considered an alternative to measures required by accounting principles generally accepted in the United States. Our calculations of these measures may differ from calculations of similar measures used by other companies and you should be careful when comparing these financial measures to those of other companies. Additional information regarding these financial measures, including reconciliations of each non- GAAP financial measure, is available in the subsection of MD&A titled, "Non-GAAP Financial Measures."

**Revenues – Defined**

As required by Regulation S-X, we separately present revenues generated as either product revenues or service revenues on our Consolidated Statements of Income for each period presented. When we discuss revenues, we may, at times, refer to revenues summarized differently than the Regulation S-X requirements. The terminology, definitions, and applications of terms that we use to describe revenues may be different from terms used by other companies. We use the following terms to describe revenues:

- Revenues – Our revenues are presented net of sales returns and allowances.
- Product Revenues – We define product revenues as revenues generated from sales of consumable and capital equipment products.
- Service Revenues – We define service revenues as revenues generated from parts and labor associated with the maintenance, repair, and installation of our capital equipment, instrument repair services, and revenues generated from contract sterilization offered through our Isomedix segment.
- Capital Revenues – We define capital revenues as revenues generated from sales of capital equipment, which includes steam sterilizers, low temperature liquid chemical sterilant processing systems, including SYSTEM 1 and 1E, washing systems, VHP® technology, water stills, and pure steam generators; surgical lights and tables; and integrated OR.
- Consumable Revenues – We define consumable revenues as revenues generated from sales of the consumable family of products, which includes SYSTEM 1 and 1E consumables, V-Pro consumables, gastrointestinal endoscopy accessories, sterility assurance products, skin care products, cleaning consumables, and surgical instruments.
- Recurring Revenues – We define recurring revenues as revenues generated from sales of consumable products and service revenues.

**General Company Overview and Executive Summary**

Our mission is to help our Customers create a healthier and safer world by providing innovative healthcare and life science product and service solutions around the globe. Our dedicated employees around the world work together to supply a broad range of solutions by offering a combination of capital equipment, consumables, and services to healthcare, pharmaceutical, industrial, and governmental Customers.

The bulk of our revenues are derived from the healthcare and pharmaceutical industries. Much of the growth in these industries is driven by the aging of the population throughout the world, as an increasing number of individuals are entering their prime healthcare consumption years, and is dependent upon advancement in healthcare delivery, acceptance of new technologies, government policies, and general economic conditions. In addition, each of our core industries is experiencing specific trends that could increase demand. Within healthcare, there is increased concern regarding the level of hospital-acquired infections around the world. The pharmaceutical industry has been impacted by increased FDA scrutiny of cleaning and validation processes, mandating that manufacturers improve their processes. The aging population increases the demand for medical procedures, which increases the consumption of single use medical devices and surgical kits processed by our Isomedix segment.

We also are pursuing a strategy of expanding into adjacent markets with acquisitions. In August 2012, we purchased United States Endoscopy Group ("USE"), a leader in the design, manufacture and sale of therapeutic and diagnostic medical devices and support accessories used in the gastrointestinal endoscopy markets worldwide. In October 2012, we acquired Spectrum Surgical Instruments Corp ("Spectrum"), and Total Repair Express ("TRE"), providers of surgical instrument repair services and instrument care products to hospitals and surgery centers in the United States. In December 2012, we purchased the remaining interests in our operating room integration joint venture, VTS Medical Systems, LLC ("VTS"). In December 2013, we purchased Florida Surgical Repair ("FSR"), a provider of surgical instrument and surgical equipment repair services.

We are also investing in several manufacturing in-sourcing projects for the purpose of improving quality, cost and delivery of our products to our Customers.

Fiscal 2014 third quarter revenues were $405.6 million representing an increase of 6.6% over the fiscal 2013 third quarter revenues of $380.4 million. Fiscal 2014 first nine months revenues were $1,157.0 million representing an increase of 7.8% over the first nine months of fiscal 2013 revenues of $1,073.7 million. Excluding the positive impact of the $20.4 million adjustment related to the SYSTEM 1 Rebate Program made during the fiscal 2013 second quarter, fiscal 2014 first nine months revenues increased 9.8% from adjusted 2013 first nine months revenues of $1,053.3 million (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). The increase in the third quarter is primarily attributable to growth within the Healthcare and Isomedix business segments. The increase in the nine months period is attributable to the fiscal 2013 acquisitions and revenue growth in all three business segments.

Fiscal 2014 third quarter gross margin percentage was 40.4% compared with 40.3% for the fiscal 2013 third quarter, while fiscal 2014 first nine months gross margin percentage was 40.2% compared with 41.3% for the first nine months of fiscal 2013. Excluding the impact of the $21.5 million SYSTEM 1 Rebate Program adjustment made during the second quarter of fiscal 2013, the adjusted gross margin percentage was 40.1% for the first nine months of fiscal 2013 (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). The key factors impacting the gross margin percentage were our fiscal 2013 acquisitions, favorable product mix and pricing, which were offset by the negative impacts of the Medical Device Excise Tax and investments in in-sourcing.

Fiscal 2014 third quarter operating income was $55.9 million, compared to fiscal 2013 third quarter operating income of $67.1 million. Fiscal 2014 first nine months operating income was $147.2 million compared to the fiscal 2013 first nine months operating income of $177.7 million. Excluding the SYSTEM 1 class action adjustment of $15.8 million made during the third fiscal 2013 quarter, adjusted operating income increased 8.9% from $51.3 million for the third quarter of fiscal 2013 (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). Excluding the SYSTEM 1 Rebate Program and class action adjustments of $37.3 million made during the first nine months of fiscal 2013, adjusted operating income increased 4.8% in the current fiscal year from $140.4 million for the first nine months of fiscal 2013 (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). The increase in adjusted operating income in the fiscal 2014 third quarter over the prior year quarter was primarily attributable to increased revenues within the Healthcare and Isomedix business segments, which was partially offset by the Medical Device Excise tax, the negative impact of foreign currency rates, increased spending for research and development and investments in in-sourcing. The increase in adjusted operating income in the first nine months of fiscal 2014 over the prior year's same fiscal period was attributable to increased revenues within all three business segments, primarily attributable to the contribution of the fiscal 2013 acquisitions, which was partially offset by the Medical Device Excise tax, the negative impact of foreign currency rates, increased spending for research and development and investments in in-sourcing.

Cash flows from operations were $142.2 million and free cash flow was $82.1 million in the first nine months of fiscal 2014 compared to cash flows from operations of $180.9 million and free cash flow of $117.1 million in the first nine months of fiscal 2013 (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). The decrease in free cash flow is primarily due to payments made in connection with our annual incentive compensation program in fiscal 2014 which did not occur in fiscal 2013, as well as the impact of strong working capital improvements in fiscal 2013. Our debt-to-total capital ratio was 32.0% at December 31, 2013 and 34.3% at March 31, 2013. During the first nine months of fiscal 2014, we declared and paid quarterly cash dividends of $0.61 per common share.

Additional information regarding our financial performance during the fiscal third quarter and first nine months of 2014 is included in the subsection below titled “Results of Operations.”

**Matters Affecting Comparability**

***International Operations.*** Since we conduct operations outside of the United States using various foreign currencies, our operating results are impacted by foreign currency movements relative to the U.S. dollar. During the third quarter of fiscal 2014, our revenues were unfavorably impacted by $0.5 million, or 0.1%, and income before taxes was unfavorably impacted by $1.1 million, or 2.3%, as a result of foreign currency movements relative to the U.S. dollar. During the first nine months of fiscal 2014, our revenues were unfavorably impacted by $1.4 million, or 0.1%, and income before taxes was unfavorably impacted by $2.5 million, or 1.9%, as a result of foreign currency movements relative to the U.S. dollar.

**NON-GAAP FINANCIAL MEASURES**

We, at times, refer to financial measures which are considered to be “non-GAAP financial measures” under SEC rules. We, at times, also refer to our results of operations excluding certain transactions or amounts that are non-recurring or are not indicative of future results, in order to provide meaningful comparisons between the periods presented.

These non-GAAP financial measures are not intended to be, and should not be, considered separately from or as an alternative to the most directly comparable GAAP financial measures.

These non-GAAP financial measures are presented with the intent of providing greater transparency to supplemental financial information used by management and the Board of Directors in their financial analysis and operational decision-making. These amounts are disclosed so that the reader has the same financial data that management uses with the belief that it will assist investors and other readers in making comparisons to our historical operating results and analyzing the underlying performance of our operations for the periods presented.

We believe that the presentation of these non-GAAP financial measures, when considered along with our GAAP financial measures and the reconciliation to the corresponding GAAP financial measures, provide the reader with a more complete understanding of the factors and trends affecting our business than could be obtained absent this disclosure. It is important for the reader to note that the non-GAAP financial measure used may be calculated differently from, and therefore may not be comparable to, a similarly titled measure used by other companies.

Table of Contents

We define free cash flow as net cash provided by operating activities as presented in the Consolidated Statements of Cash Flows less purchases of property, plant, equipment, and intangibles plus proceeds from the sale of property, plant, equipment, and intangibles, which are also presented in the Consolidated Statements of Cash Flows. We use this as a measure to gauge our ability to fund future debt principal repayments and growth outside of core operations, repurchase common shares, and pay cash dividends. The following table summarizes the calculation of our free cash flow for the nine month periods ended December 31, 2013 and 2012:

| | Nine Months Ended December 31, | |
|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** |
| Net cash flows provided by operating activities | $ 142,173 | $ 180,936 |
| Purchases of property, plant, equipment and intangibles, net | (64,778) | (63,878) |
| Proceeds from the sale of property, plant, equipment and intangibles | 4,739 | 29 |
| **Free cash flow** | $ 82,134 | $ 117,087 |

To supplement our financial results presented in accordance with U.S. GAAP, we have sometimes referred to certain measures of revenues, gross profit, gross profit percentage, and the Healthcare segment results of operations in the section of MD&A titled, "Results of Operations" excluding the impact of adjustments recorded in connection with the SYSTEM 1 Rebate Program and class action settlement in the third quarter and first nine months of fiscal 2013. These items had a significant impact on the fiscal 2013 measures and the corresponding trend in each of these measures. We provide adjusted measures to give the reader a more complete understanding of the factors and trends affecting our business than could be obtained absent this disclosure. These measures are used by management and the Board of Directors in making comparisons to our historical operating results and analyzing the underlying performance of our operations. The tables below provide a reconciliation of each of these measures to its most directly comparable GAAP financial measure.

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|---|---|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** | **2013** | **2012** |
| Reported revenues | $ 405,551 | $ 380,405 | $ 1,156,965 | $ 1,073,686 |
| Impact of the SYSTEM 1 Rebate Program | — | — | — | (20,400) |
| Adjusted revenues | $ 405,551 | $ 380,405 | $ 1,156,965 | $ 1,053,286 |
| | | | | |
| Reported capital equipment revenues | $ 149,578 | $ 147,068 | $ 408,775 | $ 435,162 |
| Impact of the SYSTEM 1 Rebate Program | — | — | — | (20,400) |
| Adjusted capital equipment revenues | $ 149,578 | $ 147,068 | $ 408,775 | $ 414,762 |
| | | | | |
| Reported United States revenues | $ 314,589 | $ 281,411 | $ 900,592 | $ 815,604 |
| Impact of the SYSTEM 1 Rebate Program | — | — | — | (20,400) |
| Adjusted United States Revenues | $ 314,589 | $ 281,411 | $ 900,592 | $ 795,204 |
| | | | | |
| Reported Healthcare revenues | $ 291,831 | $ 271,096 | $ 828,051 | $ 757,430 |
| Impact of the SYSTEM 1 Rebate Program | — | — | — | (20,400) |
| Adjusted Healthcare revenues | $ 291,831 | $ 271,096 | $ 828,051 | $ 737,030 |
| | | | | |
| Healthcare capital revenues | $ 124,777 | $ 119,471 | $ 342,782 | $ 366,840 |
| Impact of SYSTEM 1 Rebate Program | — | — | — | (20,400) |
| Adjusted Healthcare capital revenues | $ 124,777 | $ 119,471 | $ 342,782 | $ 346,440 |
| | | | | |
| Reported gross profit | $ 163,775 | $ 153,122 | $ 465,127 | $ 443,495 |
| Impact of the SYSTEM 1 Rebate Program | — | — | — | (21,500) |
| Adjusted gross profit | $ 163,775 | $ 153,122 | $ 465,127 | $ 421,995 |

| | | | | |
|---|---|---|---|---|
| Reported gross profit percentage | 40.4% | 40.3 % | 40.2% | 41.3 % |
| Impact of the SYSTEM 1 Rebate Program | —% | — % | —% | (1.2)% |
| Adjusted gross profit percentage | 40.4% | 40.3 % | 40.2% | 40.1 % |
| | | | | |
| Reported operating income | $ 55,890 | $ 67,140 | $ 147,202 | $ 177,719 |
| Impact of the SYSTEM 1 Rebate Program and class action settlement | — | (15,800) | — | (37,300) |
| Adjusted operating income | $ 55,890 | $ 51,340 | $ 147,202 | $ 140,419 |
| | | | | |
| Reported Healthcare operating income | $ 31,238 | $ 45,478 | $ 72,111 | $ 110,355 |
| Impact of the SYSTEM 1 Rebate Program and class action settlement | — | (15,800) | — | (37,300) |
| Adjusted Healthcare operating income | $ 31,238 | $ 29,678 | $ 72,111 | $ 73,055 |
| | | | | |
| Reported income tax expense | $ 22,953 | $ 15,174 | $ 42,824 | $ 49,166 |
| Impact of the SYSTEM 1 Rebate Program and class action settlement | — | (6,162) | — | (14,547) |
| Adjusted income tax expense | $ 22,953 | $ 9,012 | $ 42,824 | $ 34,619 |
| | | | | |
| Reported selling, general and administrative expenses | $ 95,497 | $ 75,953 | $ 280,087 | $ 236,767 |
| Impact of the SYSTEM 1 class action settlement | — | 15,800 | — | 15,800 |
| Adjusted selling, general and administrative expenses | $ 95,497 | $ 91,753 | $ 280,087 | $ 252,567 |
| | | | | |
| Reported effective income tax rate | 44.6% | 24.0 % | 32.1% | 29.3 % |
| Impact of the SYSTEM 1 Rebate Program and class action settlement | —% | (5.0)% | —% | (2.8)% |
| Adjusted effective income tax rate | 44.6% | 19.0 % | 32.1% | 26.5 % |

**Results of Operations**

In the following subsections, we discuss our earnings and the factors affecting them for the third quarter and the first nine months of fiscal 2014 compared with the same fiscal 2013 periods. We begin with a general overview of our operating results and then separately discuss earnings for our operating segments.

***Revenues.*** The following tables compare our revenues for the three and nine months ended December 31, 2013 to the revenues for the three and nine months ended December 31, 2012:

| (dollars in thousands) | Three Months Ended December 31, 2013 | 2012 | Change | Percent Change |
|---|---|---|---|---|
| **Total revenues** | $ 405,551 | $ 380,405 | $ 25,146 | 6.6 % |
| | | | | |
| **Revenues by type:** | | | | |
| Capital equipment revenues | 149,578 | 147,068 | 2,510 | 1.7 % |
| Consumable revenues | 103,038 | 96,654 | 6,384 | 6.6 % |
| Service revenues | 152,935 | 136,683 | 16,252 | 11.9 % |
| | | | | |
| **Revenues by geography:** | | | | |
| United States revenues | 314,589 | 281,411 | 33,178 | 11.8 % |
| International revenues | 90,962 | 98,944 | (7,982) | (8.1)% |

| (dollars in thousands) | Nine Months Ended December 31, 2013 | 2012 | Change | Percent Change |
|---|---|---|---|---|
| **Total revenues** | $ 1,156,965 | $ 1,073,686 | $ 83,279 | 7.8 % |
| | | | | |
| **Revenues by type:** | | | | |
| Capital equipment revenues | 408,775 | 435,162 | (26,387) | (6.1)% |
| Consumable revenues | 302,078 | 253,963 | 48,115 | 18.9 % |
| Service revenues | 446,112 | 384,561 | 61,551 | 16.0 % |
| | | | | |
| **Revenues by geography:** | | | | |
| United States revenues | 900,592 | 815,604 | 84,988 | 10.4 % |
| International revenues | 256,373 | 258,082 | (1,709) | (0.7)% |

*Quarter over Quarter Comparison*

Revenues increased $25.1 million, or 6.6%, to $405.6 million for the quarter ended December 31, 2013, as compared to $380.4 million for the same quarter in prior year. Capital equipment revenues increased $2.5 million or 1.7% in the fiscal 2014 third quarter as compared to the same prior year quarter. The increase was attributable to growth in the United States partially offset by declines in international markets. Consumable revenues increased 6.6% to $103.0 million in the quarter ended December 31, 2013, as compared to the prior year quarter, driven largely by increased volumes in the United States, Europe and Latin America. Service revenues increased 11.9% in the third quarter of fiscal 2014 with growth in all three business segments but primarily driven by growth in the United States within the Healthcare and Isomedix business segments.

United States revenues increased $33.2 million, or 11.8%, to $314.6 million for the quarter ended December 31, 2013, as compared to $281.4 million for the same prior year quarter. This increase reflects growth of 13.2%, 7.9% and 13.6%, in capital equipment, consumable and service revenues, respectively.

International revenues decreased $8.0 million, or 8.1%, to $91.0 million for the quarter ended December 31, 2013, as compared to $98.9 million for the same prior year quarter. This decrease reflects declines in Canada, Europe and in the Asia Pacific region. Revenues in the Latin American region were essentially flat.

*First Nine Months over First Nine Months Comparison*

Revenues increased $83.3 million or 7.8% to $1,157.0 million for the first nine months of fiscal 2014, as compared to $1,073.7 million for the same prior year period. Fiscal 2014 first nine months revenues increased 9.8% from fiscal 2013 first nine months adjusted revenues of $1,053.3 million, which excludes the impact of the $20.4 million revenue adjustment related to the SYSTEM 1 Rebate Program (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). Capital equipment revenues for the first nine months of fiscal 2014 decreased $26.4 million or 6.1% compared to the prior year period.

Capital equipment revenues for the first nine months of fiscal 2013 were favorably impacted by the $20.4 million adjustment related to the SYSTEM 1 Rebate Program. Fiscal 2014 capital equipment revenues of $408.8 million decreased 1.4% over adjusted capital equipment revenues for the first nine months of fiscal 2013 of $414.8 million, driven by declines in international revenues and SYSTEM 1E unit shipments (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). Consumable revenues for the first nine months of fiscal 2014 increased 18.9% over the first nine months of fiscal 2013 driven largely by the fiscal 2013 acquisitions within the Healthcare segment as well as growth within the Life Sciences business segment. Consumable revenues were up in all geographic regions. Service revenues during the first nine months of fiscal 2014 increased 16.0% over the first nine months of fiscal 2013 primarily driven by the fiscal 2013 acquisition of the instrument repair businesses and growth of 8.3% in the Isomedix business segment, as well as increases in other service offerings.

United States revenues for the first nine months of fiscal 2014 were $900.6 million, an increase of $85.0 million or 10.4% over the the first nine months of fiscal 2013 revenues of $815.6 million. United States revenues for the first nine months of fiscal 2014 increased $105.4 million or 13.3% over the adjusted United States revenues for the first nine months of the prior year period of $795.2 million, which exclude the impact of the $20.4 million adjustment related to the SYSTEM 1 Rebate Program (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). These increases reflect growth in all three business segments, although the most significant driver of the growth was consumable and service revenues derived from the fiscal 2013 acquisitions.

International revenues for the first nine months of fiscal 2014 were $256.4 million, an decrease of 0.7% over the first nine months of fiscal 2013 revenues of $258.1 million. Revenue declines in Canada and in the Asia Pacific region more than offset growth in Europe.

Revenues by segment are further discussed in the section of MD&A titled, "Business Segment Results of Operations."

***Gross Profit.*** The following tables compare our gross profit for the three and nine months ended December 31, 2013 to the three and nine months ended December 31, 2012:

| *(dollars in thousands)* | Three Months Ended December 31, 2013 | Three Months Ended December 31, 2012 | Change | Percent Change |
|---|---|---|---|---|
| **Gross profit:** | | | | |
| Product | $ 107,732 | $ 104,039 | $ 3,693 | 3.5% |
| Service | 56,043 | 49,083 | 6,960 | 14.2% |
| **Total gross profit** | $ 163,775 | $ 153,122 | $ 10,653 | 7.0% |
| **Gross profit percentage:** | | | | |
| Product | 42.6% | 42.7% | | |
| Service | 36.6% | 35.9% | | |
| **Total gross profit percentage** | 40.4% | 40.3% | | |

| *(dollars in thousands)* | Nine Months Ended December 31, 2013 | Nine Months Ended December 31, 2012 | Change | Percent Change |
|---|---|---|---|---|
| **Gross profit:** | | | | |
| Product | $ 302,802 | $ 296,814 | $ 5,988 | 2.0% |
| Service | 162,325 | 146,681 | 15,644 | 10.7% |
| **Total gross profit** | $ 465,127 | $ 443,495 | $ 21,632 | 4.9% |
| **Gross profit percentage:** | | | | |
| Product | 42.6% | 43.1% | | |
| Service | 36.4% | 38.1% | | |
| **Total gross profit percentage** | 40.2% | 41.3% | | |

Our gross profit percentage is affected by the volume, pricing, and mix of sales of our products and services, as well as the costs associated with the products and services that are sold. Gross profit percentage for the third quarter of fiscal 2014 amounted to 40.4% as compared to the third quarter of fiscal 2013 gross profit percentage of 40.3%. The key factors impacting the change in the gross profit percentage were favorable product mix (90 basis points), which was offset by the negative impacts of the Medical Device Excise Tax (50 basis points) and investments in in-sourcing.

Gross profit percentage for the first nine months of fiscal 2014 was 40.2% compared to the gross profit percentage in the first nine months of fiscal 2013 of 41.3%. The primary driver of the decrease in gross margin percentage is the positive impact of the $21.5 million SYSTEM 1 Rebate Program adjustment during the fiscal 2013 second quarter. The first nine months of fiscal 2014 gross profit percentage of 40.2% increased 10 basis points over the adjusted first nine months of fiscal 2013 gross profit percentage of 40.1%, which excludes the impact of the $21.5 million revenue and cost of goods sold adjustments related to the SYSTEM 1 Rebate Program (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). Other key factors impacting the change in gross profit percentage over adjusted fiscal 2013 gross profit percentage were the fiscal year 2013 acquisitions (90 basis points), pricing (40 basis points), and favorable product mix (40 basis points), which were offset by the Medical Device Excise Tax (50 basis points) and investments in in-sourcing. Also, in the prior year first nine months, a portion of our field service labor and parts costs were utilized to support warranty work and field upgrades and therefore were classified as selling, general and administrative costs.

***Operating Expenses.*** The following tables compare our operating expenses for the three and nine months ended December 31, 2013 to the three and nine months ended December 31, 2012:

| | Three Months Ended December 31, | | | |
|---|---|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** | **Change** | **Percent Change** |
| **Operating expenses:** | | | | |
| Selling, general, and administrative | $ 95,497 | $ 75,953 | $ 19,544 | 25.7% |
| Research and development | 11,580 | 10,415 | 1,165 | 11.2% |
| Restructuring expenses | 808 | (386) | 1,194 | NM |
| **Total operating expenses** | $ 107,885 | $ 85,982 | $ 21,903 | 25.5% |

NM - Not meaningful.

| | Nine Months Ended December 31, | | | |
|---|---|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** | **Change** | **Percent Change** |
| **Operating expenses:** | | | | |
| Selling, general, and administrative | $ 280,087 | $ 236,767 | $ 43,320 | 18.3% |
| Research and development | 36,960 | 29,579 | 7,381 | 25.0% |
| Restructuring expenses | 878 | (570) | 1,448 | NM |
| **Total operating expenses** | $ 317,925 | $ 265,776 | $ 52,149 | 19.6% |

Significant components of total selling, general, and administrative expenses (“SG&A”) are compensation and benefit costs, fees for professional services, travel and entertainment, facilities costs, and other general and administrative expenses. SG&A increased 25.7% in the third quarter of fiscal 2014 over the third quarter of fiscal 2013, and increased 18.3% in the first nine months of fiscal 2014 over the first nine months of fiscal 2013. During the third quarter of fiscal 2013, we adjusted the liability related to the SYSTEM 1 class action settlement. The pre-tax adjustment of $15.8 million was recorded as a reduction to operating expenses. Adjusted SG&A expenses, excluding the impact of the SYSTEM 1 class action settlement for the third quarter and first nine months of fiscal 2013 were $91.8 and $252.6 million, respectively (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). These increases in SG&A expenses in the third quarter and first nine months of fiscal 2014 over the adjusted SG&A expenses for the prior fiscal year periods were primarily attributable to the addition of operating expenses incurred within our acquired businesses which were partially offset by a decline in warranty costs associated with sales of capital equipment. In addition we recorded a fair value adjustment of $1.0 million related to a deferred payment of purchase price for the fiscal 2012 acquisition of Sercon.

For the three month period ended December 31, 2013, research and development expenses increased 11.2% over the same prior year period. For the first nine months of fiscal 2014, research and development expenses were $37.0 million, representing an increase of 25.0% compared to the same fiscal 2013 period. Research and development expenses are influenced by the number of in-process projects and labor hours and other costs associated with these projects. The third quarter of fiscal 2014 includes expenses for research and development incurred within the operations of VTS which was acquired in fiscal 2013, as well as increased spending in our European operations. The first nine months of fiscal 2014 includes expenses for research and development incurred within the operations of the businesses acquired in fiscal 2013, as well as an unfavorable adjustment arising from a disallowance of foreign government R&D subsidies of approximately $0.8 million in the second quarter of fiscal 2014. Our research and development initiatives continue to emphasize new product development, product improvements, and the development of new technological platform innovations. During fiscal 2014, our investments in research and development continued to be focused on, but were not limited to, enhancing capabilities of sterile processing combination technologies, surgical products and accessories, and devices and support accessories used in gastrointestinal endoscopy procedures.

During the third quarter of fiscal 2014 we sold our former Pieterlen, Switzerland manufacturing facility in conjunction with our 2010 restructuring plan. The net loss of $0.7 million is reported on the restructuring expense line of our Consolidated Statements of Income. The 2010 restructuring plan is described in our Annual Report on Form 10-K for the year ended March 31, 2013 dated May 30, 2013.

***Non-Operating Expenses, Net.*** Non-operating expense, net consists of interest expense on debt, offset by interest earned on cash, cash equivalents, short-term investment balances, and other miscellaneous expense. The following table compares our non-operating expense, net for the three and nine month periods ended December 31, 2013 and December 31, 2012:

| | Three Months Ended December 31, | | |
|---|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** | **Change** |
| **Non-operating expenses, net:** | | | |
| Interest expense | $ 4,672 | $ 4,207 | $ 465 |
| Interest income and miscellaneous expense | (241) | (338) | 97 |
| **Non-operating expenses, net** | $ 4,431 | $ 3,869 | $ 562 |

| | Nine Months Ended December 31, | | |
|---|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** | **Change** |
| **Non-operating expenses, net:** | | | |
| Interest expense | $ 14,527 | $ 10,586 | $ 3,941 |
| Interest income and miscellaneous expense | (715) | (629) | (86) |
| **Non-operating expenses, net** | $ 13,812 | $ 9,957 | $ 3,855 |

Interest expense during the three and nine month fiscal 2014 periods increased due to higher outstanding borrowings. Interest income and miscellaneous expense is immaterial.

***Income Tax Expense.*** The following table compares our income tax expense and effective income tax rates for the three and nine months ended December 31, 2013 to the three and nine months ended December 31, 2012:

| | Three Months Ended December 31, | | | |
|---|---|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** | **Change** | **Percent Change** |
| Income tax expense | $ 22,953 | $ 15,174 | $ 7,779 | 51.3% |
| Effective income tax rate | 44.6% | 24.0% | | |

| | Nine Months Ended December 31, | | | |
|---|---|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** | **Change** | **Percent Change** |
| Income tax expense | $ 42,824 | $ 49,166 | $ (6,342) | (12.9)% |
| Effective income tax rate | 32.1% | 29.3% | | |

Income tax expense includes United States federal, state and local, and foreign income taxes, and is based on reported pre-tax income. The effective income tax rates for continuing operations for the three and nine months ended December 31, 2013 were 44.6% and 32.1% compared with 24.0% and 29.3% for the same prior year periods.

During the third quarter of fiscal 2014, we were unfavorably impacted by discrete item adjustments and pretax losses in jurisdictions for which no tax benefit is recognized. Conversely, during the third quarter of fiscal 2013, we benefited from higher projected income in lower tax rate jurisdictions and favorable discrete item adjustments. The effective tax rate for the first nine months of fiscal 2014 includes a benefit from the recognition of previously unrecognized tax benefits due to the settlement of a federal tax examination. The effective tax rate for the first nine months of 2013 includes the benefit of higher projected income in lower tax rate jurisdictions and a large favorable discrete item adjustment due to the realization of a deduction related to the closure of our Swiss manufacturing operations.

We record income tax expense during interim periods based on our estimate of the annual effective income tax rate, adjusted each quarter for discrete items. We analyze various factors to determine the estimated annual effective income tax rate, including projections of our annual earnings and taxing jurisdictions in which the earnings will be generated, the impact of state and local income taxes, our ability to use tax credits and net operating loss carryforwards, and available tax planning alternatives.

***Business Segment Results of Operations.*** We operate in three reportable business segments: Healthcare, Life Sciences, and Isomedix. Corporate and other, which is presented separately, contains the Defense and Industrial business unit plus costs that are associated with being a publicly traded company and certain other corporate costs. These costs include executive office costs, Board of Directors compensation, shareholder services and investor relations, external audit fees, and legacy pension and post-retirement benefit costs. Our Annual Report on Form 10-K for the year ended March 31, 2013, dated May 30, 2013, provides additional information regarding each business segment. The following table compares business segment revenues for the three and nine months ended December 31, 2013 and December 31, 2012:

| | Three Months Ended December 31, | | | |
|---|---|---|---|---|
| *(dollars in thousands)* | 2013 | 2012 | Change | Percent Change |
| **Revenues:** | | | | |
| Healthcare | $ 291,831 | $ 271,096 | $ 20,735 | 7.6 % |
| Life Sciences | 64,128 | 65,043 | (915) | (1.4)% |
| Isomedix | 49,157 | 43,392 | 5,765 | 13.3 % |
| **Total reportable segments** | 405,116 | 379,531 | 25,585 | 6.7 % |
| Corporate and other | 435 | 874 | (439) | (50.2)% |
| **Total Revenues** | $ 405,551 | $ 380,405 | $ 25,146 | 6.6 % |

| | Nine Months Ended December 31, | | | |
|---|---|---|---|---|
| *(dollars in thousands)* | 2013 | 2012 | Change | Percent Change |
| **Revenues:** | | | | |
| Healthcare (1) | $ 828,051 | $ 757,430 | $ 70,621 | 9.3 % |
| Life Sciences | 182,425 | 180,116 | 2,309 | 1.3 % |
| Isomedix | 144,792 | 133,732 | 11,060 | 8.3 % |
| **Total reportable segments** | 1,155,268 | 1,071,278 | 83,990 | 7.8 % |
| Corporate and other | 1,697 | 2,408 | (711) | (29.5)% |
| **Total Revenues** | $ 1,156,965 | $ 1,073,686 | $ 83,279 | 7.8 % |

(1) Includes an increase of $20,400 in the fiscal 2013 period resulting from the SYSTEM 1 Rebate Program.

Healthcare revenues increased $20.7 million, or 7.6%, to $291.8 million for the quarter ended December 31, 2013, as compared to $271.1 million for the same prior year quarter. Capital equipment revenues grew 4.4% reflecting double digit growth in the United States partially offset by declines in international capital equipment revenues. Consumable and service revenues grew 6.2% and 7.6%, respectively.

Healthcare revenues for the first nine months of fiscal 2014 increased $70.6 million, or 9.3% to $828.1 million, as compared to $757.4 million for the first nine months of fiscal 2013. Healthcare revenues for the first nine months of fiscal 2014 increased $91.0 million or 12.3% compared to adjusted Healthcare revenues for the first nine months of fiscal 2013, which exclude the impact of the $20.4 million adjustment made in the same period related to the SYSTEM 1 Rebate Program (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). These increases are primarily attributable to strong growth in both consumable and service revenues due largely to the fiscal 2013 business acquisitions. At December 31, 2013, the Healthcare segment's backlog amounted to $155.9 million, increasing $14.6 million, or 10.3%, compared to the backlog of $141.3 million at December 31, 2012. Healthcare backlog at December 31, 2013 increased $50.7 million, or 48.2%, compared to the backlog of $105.2 million at March 31, 2013.

Life Sciences revenues decreased $0.9 million, or 1.4%, to $64.1 million for the quarter ended December 31, 2013, as compared to $65.0 million for the same prior year quarter. This decrease is attributable to a decline in capital equipment revenues of 10.1%, which was partially offset by growth in both consumable and service revenues of 8.3% and 2.0%, respectively, over the same fiscal 2013 period. Life Sciences revenues for the first nine months of fiscal 2014 increased $2.3 million or 1.3% to $182.4 million as compared to $180.1 million for the first nine months of fiscal 2013. This increase is primarily attributable to growth in consumable revenues of 8.1%, partially offset by a decline in capital equipment of 3.4% over the first nine months of fiscal 2013. Service revenues were flat compared to the fiscal 2013 period. At December 31, 2013, Life Sciences backlog amounted to $48.5 million, decreasing $1.2 million, or 2.3%, compared to the backlog of $49.6 million at December 31, 2012. Life Sciences backlog at December 31, 2013 increased by $0.1 million, or 0.1%, compared to the backlog of $48.4 million at March 31, 2013.

Isomedix segment revenues increased $5.8 million, or 13.3%, to $49.2 million for the quarter ended December 31, 2013, as compared to $43.4 million for the same prior year quarter. Isomedix segment revenues for the first nine months of fiscal 2014 increased $11.1 million, or 8.3%, to $144.8 million as compared to $133.7 million for the first nine months of fiscal 2013. Revenues were favorably impacted by filling our recently added capacity and increased demand from our medical device Customers. The fiscal 2013 third quarter was negatively impacted by business disruptions due to hurricane Sandy.

The following tables compare our business segment operating results for the three and nine months ended December 31, 2013 to the three and nine months ended December 31, 2012:

| | Three Months Ended December 31, | | | |
|---|---|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** | **Change** | **Percent Change** |
| **Operating income (loss):** | | | | |
| Healthcare (1) | $ 31,238 | $ 45,478 | $ (14,240) | (31.3)% |
| Life Sciences | 12,092 | 12,798 | (706) | (5.5)% |
| Isomedix | 14,054 | 11,103 | 2,951 | 26.6 % |
| **Total reportable segments** | 57,384 | 69,379 | (11,995) | (17.3)% |
| Corporate and other | (1,494) | (2,239) | 745 | 33.3 % |
| **Total operating income (loss)** | $ 55,890 | $ 67,140 | $ (11,250) | (16.8)% |

(1) Includes an increase of $15,800 in the fiscal 2013 period, resulting from the SYSTEM 1 class action settlement.

| | Nine Months Ended December 31, | | | |
|---|---|---|---|---|
| ***(dollars in thousands)*** | **2013** | **2012** | **Change** | **Percent Change** |
| **Operating Income (loss):** | | | | |
| Healthcare (1) | $ 72,111 | $ 110,355 | $ (38,244) | (34.7)% |
| Life Sciences | 38,672 | 35,201 | 3,471 | 9.9 % |
| Isomedix | 42,484 | 39,348 | 3,136 | 8.0 % |
| **Total reportable segments** | 153,267 | 184,904 | (31,637) | (17.1)% |
| Corporate and other | (6,065) | (7,185) | 1,120 | 15.6 % |
| **Total Operating Income (loss)** | $ 147,202 | $ 177,719 | $ (30,517) | (17.2)% |

(1) Includes an increase of $37,300 in the fiscal 2013 period, resulting from the SYSTEM 1 Rebate Program and class action settlement.

Segment operating income is calculated as the segment's gross profit less direct expenses and indirect cost allocations, which results in the full allocation of all distribution and research and development expenses, and the partial allocation of corporate costs. Corporate cost allocations are based on each segment's percentage of revenues, headcount, or other variables in relation to those of the total company. In addition, the Healthcare segment is responsible for the management of all but one manufacturing facility and uses standard cost to sell products to the Life Sciences segment. Corporate and other includes the revenues, gross profit and direct expenses of the Defense and Industrial business unit, as well as certain unallocated corporate costs related to being a publicly traded company and legacy pension and post-retirement benefits, as previously discussed.

The Healthcare segment's operating income decreased $14.2 million to $31.2 million for the third quarter of fiscal 2014 as compared to $45.5 million in the same prior year period. The prior year period was favorably impacted by the third quarter SYSTEM 1 class action adjustment of $15.8 million. The Healthcare segment's operating income for the third quarter of fiscal 2014 increased $1.6 million or 5.3% compared to adjusted fiscal 2013 third quarter Healthcare operating income of $29.7

million, which excludes the impact of the adjustment related to the SYSTEM 1 class action settlement (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). The increase in operating income in the fiscal 2014 third quarter over the fiscal 2013 third quarter adjusted operating income was primarily driven by increased volume, which was somewhat offset by the Medical Device Excise Tax, the negative impact of foreign currency exchange rates, increased spending for research and development, and investments in in-sourcing.

The Healthcare segment's operating income for the first nine months of fiscal 2014 decreased $38.2 million to $72.1 million as compared to $110.4 million for the first nine months of fiscal 2013. The prior year period was favorably impacted by the fiscal 2013 SYSTEM 1 Rebate Program and class action adjustments of $37.3 million. The Healthcare segment’s operating income for the first nine months of fiscal 2014 decreased $0.9 million or 1.3% compared to adjusted fiscal 2013 first nine months Healthcare operating income of $73.1 million, which excludes the impact of the adjustment related to the SYSTEM 1 Rebate Program and class action settlement (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). These decreases in operating income in the first nine months of fiscal 2014, reflect the Medical Device Excise Tax, higher spending on research and development, the negative impact of foreign currency exchange rates, and the timing of investments in in-sourcing, which more than offset the favorable impact of acquisitions.

The Life Sciences business segment’s operating income decreased $0.7 million or 5.5% to $12.1 million for the third quarter of fiscal 2014 as compared to $12.8 million for the same prior year period. The Life Sciences business segment's operating income for the first nine months of fiscal 2014 increased by $3.5 million or 9.9% to $38.7 million as compared to $35.2 million in the first nine months of fiscal 2013. The segment’s operating margin was 18.9% for the third quarter of fiscal 2014 compared to 19.7% for the third quarter of fiscal 2013. The segment's operating margin was 21.2% for the first nine months of fiscal 2014 compared to 19.5% for the first nine months of fiscal 2013. The decline in operating margin in the third quarter of fiscal 2014 was a result of lower revenues compared to the fiscal 2013 period. The increased operating margin in the first nine months of fiscal 2014 was the result of favorable product mix and continued operating leverage.

The Isomedix segment’s operating income increased $3.0 million or 26.6% to $14.1 million for the third quarter of fiscal 2014 as compared to $11.1 million for the same prior year period. The Isomedix segment's operating income for the first nine months of fiscal 2014 increased $3.1 million or 8.0% to $42.5 million as compared to $39.3 million in the first nine months of fiscal 2013. The Isomedix operating margin was 28.6% for the third quarter of fiscal 2014 compared to 25.6% in the same prior year period; while the operating margin was 29.3% in the first nine months of fiscal 2014 compared to 29.4% in the first nine months of fiscal 2013. The segment’s operating margin improvement in the third quarter reflects the benefit of increased revenues. The segment’s operating margins in the fiscal 2014 year to date period were negatively impacted by several chambers being offline for maintenance as well as higher repairs and maintenance cost in the second quarter of fiscal 2014 period versus the prior year.

**Liquidity and Capital Resources**

The following table summarizes significant components of our cash flows for the nine months ended December 31, 2013 and 2012:

| *(dollars in thousands)* | Nine Months Ended December 31, 2013 | 2012 |
|---|---|---|
| **Operating activities:** | | |
| Net income | $ 90,566 | $ 118,596 |
| Non-cash items | 71,764 | 77,006 |
| Change in Accrued SYSTEM 1 Rebate Program and class action settlement | (247) | (63,516) |
| Changes in operating assets and liabilities | (19,910) | 48,850 |
| **Net cash provided by operating activities** | $ 142,173 | $ 180,936 |
| **Investing activities:** | | |
| Purchases of property, plant, equipment, and intangibles, net | $ (64,778) | $ (63,878) |
| Proceeds from the sale of property, plant, equipment, and intangibles | 4,739 | 29 |
| Investments in businesses, net of cash acquired | (8,443) | (399,415) |
| **Net cash used in investing activities** | $ (68,482) | $ (463,264) |
| **Financing activities:** | | |
| Proceeds from the issuance of long-term obligations | $ — | $ 100,000 |
| Payments on long-term obligations | (70,000) | — |
| Proceeds under credit facilities, net | 52,450 | 210,890 |
| Deferred financing fees and debt issuance costs | (43) | (1,581) |
| Repurchases of common shares | (23,236) | (7,893) |
| Cash dividends paid to common shareholders | (36,009) | (32,045) |
| Stock option and other equity transactions, net | 11,877 | 14,517 |
| Tax benefit from stock options exercised | 1,864 | 2,161 |
| **Net cash provided by (used in ) in financing activities** | $ (63,097) | $ 286,049 |
| Debt-to-total capital ratio | 32.0% | 36.2% |
| Free cash flow | $ 82,134 | $ 117,087 |

***Net Cash Provided By Operating Activities*** – The net cash provided by our operating activities was $142.2 million for the first nine months of fiscal 2014 as compared with $180.9 million for the first nine months of fiscal 2013. The decrease in net cash provided by operating activities in fiscal 2014 is primarily due to payments made in connection with our annual incentive compensation program which did not occur in fiscal 2013. In addition, the fiscal 2013 period reflected strong improvements in working capital management.

***Net Cash Used In Investing Activities*** – The net cash we used in investing activities totaled $68.5 million for the first nine months of fiscal 2014 compared with $463.3 million for the first nine months of fiscal 2013. The following discussion summarizes the significant changes in our investing cash flows for the first nine months of fiscal 2014 and fiscal 2013:

- Purchases of property, plant, equipment, and intangibles, net – Capital expenditures were $64.8 million for the first nine months of fiscal 2014 as compared to $63.9 million during the same prior year period.
- Proceeds from the sale of property, plant, equipment, and intangibles – During the third quarter of fiscal 2014 we sold our former Pieterlen, Switzerland manufacturing facility in conjunction with our 2010 restructuring plan. Total proceeds and net loss on the sale were $4.7 million and $0.7 million, respectively.
- Investments in businesses, net of cash acquired – During the third quarter of fiscal 2014 we used $5.8 million in cash for the acquisition of Florida Surgical Repair, Inc. We also used $3.2 million in cash for a deferred purchase price payment related to a fiscal 2012 acquisition. During the first nine months of fiscal 2013, we used $399.4 million in cash for the acquisitions of USE, Spectrum, TRE and VTS.

***Net Cash Provided By (Used In) Financing Activities*** – The net cash used in financing activities amounted to $63.1 million for the first nine months of fiscal 2014 compared with net cash provided in financing activities of $286.0 million for the first nine months of fiscal 2013. The following discussion summarizes the significant changes in our financing cash flows for the first nine months of fiscal 2014 and fiscal 2013:

- Proceeds on long term obligations- During the third quarter of fiscal 2013 proceeds of $100 million were raised from the issuance of private placement debt. These borrowings were used primarily for the repayment of existing credit facility debt.

- Payments on long term obligations- During the second quarter of fiscal 2014 we repaid $30.0 million for the senior notes issued in August 2008, which matured in August 2013. During the third quarter of fiscal 2014 we repaid $40.0 million for the senior notes issued in December 2003, which matured in December 2013.
- Proceeds under credit facilities, net - At December 31, 2013, we had $134.7 million of debt outstanding under our credit facilities, reflecting net borrowings of $52.5 million. At December 31, 2012, we had $210.9 million of debt outstanding under our revolving credit facility, reflecting net borrowings of $210.9 million, used to partially fund the acquisitions of USE, Spectrum, TRE and VTS.
- Repurchases of common shares – During the first nine months of fiscal 2014, we paid for the repurchase of 515,380 of our common shares. We also obtained 43,466 of our common shares in connection with stock based compensation awards for an aggregate amount of $23.2 million. During the same period in fiscal 2013, we paid for the repurchase of 201,349 of our common shares. We also obtained 50,852 of our common shares in connection with stock based compensation award programs for an aggregate amount of $7.9 million.
- Cash dividends paid to common shareholders – During the first nine months of fiscal 2014, we paid total cash dividends of $36.0 million, or $0.61 per outstanding common share. During the first nine months of fiscal 2013, we paid total cash dividends of $32.0 million, or $0.55 per outstanding common share.
- Stock option and other equity transactions, net – We receive cash for issuing common shares under our various employee stock option programs. During the first nine months of fiscal 2014 and fiscal 2013, we received cash proceeds totaling $11.9 million and $14.5 million, respectively, under these programs.

***Cash Flow Measures.*** Free cash flow was $82.1 million in the first nine months of fiscal 2014 compared to $117.1 million in the prior year first nine months (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). The decrease in free cash flow is primarily due to payments made in connection with our annual incentive compensation program in fiscal 2014 which did not occur in fiscal 2013, as well as the impact of strong working capital improvements in fiscal 2013. Our debt-to-total capital ratio was 32.0% at December 31, 2013 and 36.2% at December 31, 2012.

***Sources of Credit and Contractual and Commercial Commitments.*** Information related to our sources of credit and contractual and commercial commitments is included in our Annual Report on Form 10-K for the year ended March 31, 2013, dated May 30, 2013. Our commercial commitments were approximately $45.6 million at December 31, 2013 reflecting a net decrease of $0.2 million in surety bonds and other commercial commitments from March 31, 2013.

On December 6, 2013 we executed an agreement with PNC Bank, National Association (the “Bank”), providing for the extension of a $15,000 line of credit (the “Swing Line Facility”) to the Company. Borrowings under the Swing Line Facility are evidenced by a promissory note issued by the Company (the “Note”). The Company may borrow, repay and reborrow from time to time under the Swing Line Facility until its maturity date. The maturity date is the earlier of (i) December 5, 2014, or such later date as may be designated by the Bank, or (ii) the date on which the Bank is no longer a lender under the Company’s Third Amended and Restated Credit Agreement dated April 13, 2012, as amended, or a replacement credit agreement. The maturity date may be accelerated in the case of certain defaults. Borrowings bear interest at a rate per annum from time to time equal to the sum of the Daily LIBOR Rate (as defined in the Note) and the Applicable Margin (calculated as provided in the Note) and the interest is payable monthly. Outstanding borrowing under our credit facilities were $134.7 million as of December 31, 2013. There were no letters of credit outstanding under the credit facilities at December 31, 2013.

***Cash Requirements.*** Currently, we intend to use our existing cash and cash equivalent balances, cash generated from operations, and our existing credit facilities for short-term and long-term capital expenditures and our other liquidity needs. We believe that these amounts will be sufficient to meet working capital needs, capital requirements, and commitments for at least the next twelve months. However, our capital requirements will depend on many uncertain factors, including our rate of sales growth, our Customers’ acceptance of our products and services, the costs of obtaining adequate manufacturing capacities, the timing and extent of our research and development projects, and changes in our operating expenses. To the extent that our existing sources of cash are not sufficient to fund our future activities, we may need to raise additional funds through additional borrowings or selling equity securities. We cannot assure you that we will be able to obtain additional funds on terms favorable to us, or at all.

**Critical Accounting Policies, Estimates, and Assumptions**

Information related to our critical accounting policies, estimates, and assumptions is included in our Annual Report on Form 10-K for the year ended March 31, 2013, dated May 30, 2013. Our critical accounting policies, estimates, and assumptions have not changed materially from March 31, 2013.

**Contingencies**

We are, and will likely continue to be, involved in a number of legal proceedings, government investigations, and claims, which we believe generally arise in the course of our business, given our size, history, complexity, and the nature of our business, products, Customers, regulatory environment, and industries in which we participate. These legal proceedings, investigations and claims generally involve a variety of legal theories and allegations, including, without limitation, personal injury (e.g., slip and falls, burns, vehicle accidents), product liability or regulation (e.g., based on product operation or claimed malfunction, failure to warn, failure to meet specification, or failure to comply with regulatory requirements), product exposure (e.g., claimed exposure to chemicals, asbestos, contaminants, radiation), property damage (e.g., claimed damage due to leaking equipment, fire, vehicles, chemicals), commercial claims (e.g., breach of contract, economic loss, warranty, misrepresentation), financial (e.g., taxes, reporting), employment (e.g., wrongful termination, discrimination, benefits matters), and other claims for damage and relief.

We record a liability for such contingencies to the extent we conclude that their occurrence is both probable and estimable. We consider many factors in making these assessments, including the professional judgment of experienced members of management and our legal counsel. We have made estimates as to the likelihood of unfavorable outcomes and the amounts of such potential losses. In our opinion, the ultimate outcome of these proceedings and claims is not anticipated to have a material adverse affect on our consolidated financial position, results of operations, or cash flows. However, the ultimate outcome of proceedings, government investigations, and claims is unpredictable and actual results could be materially different from our estimates. We record expected recoveries under applicable insurance contracts when we are assured of recovery. Refer to Part II, Item 1, “Legal Proceedings” for additional information.

We are subject to taxation from United States federal, state and local, and foreign jurisdictions. Tax positions are settled primarily through the completion of audits within each individual tax jurisdiction or the closing of a statute of limitation. Changes in applicable tax law or other events may also require us to revise past estimates. The IRS routinely conducts audits of our federal income tax returns. We are no longer subject to United States federal examinations for years before fiscal 2013 and, with limited exceptions, we are no longer subject to United States state and local, or non-United States, income tax examinations by tax authorities for years before fiscal 2009. We remain subject to tax authority audits in various other jurisdictions in which we operate. If we prevail in matters for which accruals have been recorded, or are required to pay amounts in excess of recorded accruals, our effective income tax rate in a given financial statement period could be materially impacted.

Additional information regarding our commitments and contingencies is included in note 9 to our consolidated financial statements titled, “Commitments and Contingencies.”

**International Operations**

Since we conduct operations outside of the United States using various foreign currencies, our operating results are impacted by foreign currency movements relative to the U.S. dollar. During the third quarter of fiscal 2014, our revenues were unfavorably impacted by $0.5 million, or 0.1%, and income before taxes was unfavorably impacted by $1.1 million, or 2.3%, as a result of foreign currency movements relative to the U.S. dollar. During the first nine months of fiscal 2014, our revenues were unfavorably impacted by $1.4 million, or 0.1%, and income before taxes was unfavorably impacted by $2.5 million, or 1.9%, as a result of foreign currency movements relative to the U.S. dollar.

**Forward-Looking Statements**

This Form 10-Q may contain statements concerning certain trends, expectations, forecasts, estimates, or other forward-looking information affecting or relating to the Company or its industry, products or activities that are intended to qualify for the protections afforded "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 and other laws and regulations. Forward-looking statements speak only as to the date of this report, and may be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "anticipates," "plans," "estimates," "projects," "targets," "forecasts," "outlook," "impact," "potential," "confidence," "improve," "optimistic," "deliver," "comfortable," "trend", and "seeks," or the negative of such terms or other variations on such terms or comparable terminology. Many important factors could cause actual results to differ materially from those in the forward-looking statements including, without limitation, disruption of production or supplies, changes in market conditions, political events, pending or future claims or litigation, competitive factors, technology advances, actions of regulatory agencies, and changes in laws, government regulations, labeling or product approvals or the application or interpretation thereof. Other risk factors are described herein and in the Company's other securities filings, including Item 1A of our Annual Report on Form 10-K for the year ended March 31, 2013 dated May 30, 2013. Many of these important factors are outside STERIS's control. No assurances can be provided as to any result or the timing of any outcome regarding matters described herein or otherwise with respect to any regulatory action, administrative proceedings, government investigations, litigation, warning letters, consent decree, transition, cost reductions, business strategies, earnings or revenue trends or future financial results. References to products, the consent decree, the transition or rebate program, or the class action settlement, are summaries only and should not be considered the specific terms of the decree, settlement, program or product clearance or literature. Unless legally required, the Company does not undertake to update or revise any forward-looking statements even if events make clear that any projected results, express or implied, will not be realized. Other potential risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements include, without limitation, (a) the potential for increased pressure on pricing or costs that leads to erosion of profit margins, (b) the possibility that market demand will not develop for new technologies, products or applications, or business initiatives will take longer, cost more or produce lower benefits than anticipated, (c) the possibility that application of or compliance with laws, court rulings, certifications, regulations, regulatory actions, including without limitation those relating to FDA warning notices or letters, government investigations, the April 20, 2010 consent decree, the outcome of any pending FDA requests, inspections or submissions, or other requirements or standards may delay, limit or prevent new product introductions, affect the production and marketing of existing products or services or otherwise affect Company performance, results, prospects or value, (d) the potential of international unrest, economic downturn or effects of currencies, tax assessments, adjustments or anticipated rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs, (e) the possibility of reduced demand, or reductions in the rate of growth in demand, for the Company's products and services, (f) the possibility that anticipated growth, cost savings, new product acceptance, performance or approvals, or other results may not be achieved, or that transition, labor, competition, timing, execution, regulatory, governmental, or other issues or risks associated with our business, industry or initiatives including, without limitation, the consent decree, and the transition from the SYSTEM 1 processing system and adjustments to related reserves or those matters described in our Form 10-K for the year ended March 31, 2013 and other securities filings, may adversely impact Company performance, results, prospects or value, (g) the possibility that anticipated financial results or benefits of recent acquisitions will not be realized or will be other than anticipated, (h) the effect of the contraction in credit availability, as well as the ability of our Customers and suppliers to adequately access the credit markets when needed, and (i) those risks described in our securities filings including our Annual Report on Form 10-K for the year ended March 31, 2013.

**Availability of Securities and Exchange Commission Filings**

We make available free of charge on or through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports as soon as reasonably practicable after we file such material with, or furnish such material to, the Securities Exchange Commission ("SEC.") You may access these documents on the Investor Relations page of our website at *http://www.steris-ir.com*. The information on our website is not incorporated by reference into this report. You may also obtain copies of these documents by visiting the SEC’s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549, or by accessing the SEC’s website at *http://www.sec.gov*. You may obtain information on the Public Reference Room by calling the SEC at 1-800-SEC-0330.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the ordinary course of business, we are subject to interest rate, foreign currency, and commodity risks. Information related to these risks and our management of these exposures is included in Part II, Item 7A, “Quantitative and Qualitative Disclosures about Market Risk,” in our Annual Report on Form 10-K for the year ended March 31, 2013, dated May 30, 2013. Our exposures to market risks have not changed materially since March 31, 2013.

## ITEM 4. CONTROLS AND PROCEDURES

Under the supervision of and with the participation of our management, including the Principal Executive Officer (“PEO”) and Principal Financial Officer (“PFO”), we evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as of the end of the period covered by this Quarterly Report. Based on that evaluation, including the assessment and input of our management, the PEO and PFO concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures were effective.

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, that occurred during the quarter ended December 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are, and will likely continue to be, involved in a number of legal proceedings, government investigations, and claims, which we believe generally arise in the course of our business, given our size, history, complexity, and the nature of our business, products, Customers, regulatory environment, and industries in which we participate. These legal proceedings, investigations and claims generally involve a variety of legal theories and allegations, including, without limitation, personal injury (e.g., slip and falls, burns, vehicle accidents), product liability or regulation (e.g., based on product operation or claimed malfunction, failure to warn, failure to meet specification, or failure to comply with regulatory requirements), product exposure (e.g., claimed exposure to chemicals, asbestos, contaminants, radiation), property damage (e.g., claimed damage due to leaking equipment, fire, vehicles, chemicals), commercial claims (e.g., breach of contract, economic loss, warranty, misrepresentation), financial (e.g., taxes, reporting), employment (e.g., wrongful termination, discrimination, benefits matters), and other claims for damage and relief.

We believe we have adequately reserved for our current litigation and claims that are probable and estimable, and further believe that the ultimate outcome of these pending lawsuits and claims will not have a material adverse affect on our consolidated financial position or results of operations taken as a whole. Due to their inherent uncertainty, however, there can be no assurance of the ultimate outcome or effect of current or future litigation, investigations, claims or other proceedings (including without limitation the FDA-related matters discussed below). For certain types of claims, we presently maintain insurance coverage for personal injury and property damage and other liability coverages in amounts and with deductibles that we believe are prudent, but there can be no assurance that these coverages will be applicable or adequate to cover adverse outcomes of claims or legal proceedings against us.

As previously disclosed, we received a warning letter (the “warning letter”) from the FDA on May 16, 2008 regarding our SYSTEM 1 sterile processor and the STERIS® 20 sterilant used with the processor (sometimes referred to collectively in the FDA letter and in this Item 1 as the “device”). Among other matters, the warning letter included the FDA's assertion that significant changes or modifications had been made in the design, components, method of manufacture, or intended use of the device beyond the FDA's 1988 clearance, such that the FDA believed a new premarket notification submission (known within FDA regulations as a 510(k) submission) should have been made, and the assertion that our failure to make such a submission resulted in violations of applicable law.

After ongoing discussions with the FDA, in April 2010 we reached agreement with the FDA on the terms of a consent decree (“Consent Decree”). On April 19, 2010, a Complaint and Consent Decree were filed in the U.S. District Court for the Northern District of Ohio, and on April 20, 2010, the Court approved the Consent Decree. In general, the Consent Decree addresses regulatory matters regarding SYSTEM 1, restricts further sales of SYSTEM 1 processors in the U.S., defines certain documentation and other requirements for continued service and support of SYSTEM 1 in the U.S., prohibits the sale of liquid chemical sterilization or disinfection products in the U.S. that do not have FDA clearance, describes various process and compliance matters, and defines penalties in the event of violation of the Consent Decree. The Consent Decree also provided the terms under which we temporarily continued to support our Customers' use of SYSTEM 1 in the U.S., including the sale of consumables, parts and accessories and service for a transition period (the “Transition Plan”), which included the “SYSTEM 1 Rebate Program”.

The Consent Decree has defined the resolution of a number of issues regarding SYSTEM 1, and we believe our actions with respect to SYSTEM 1, including the Transition Plan, were and are not recalls, corrections or removals under FDA regulations. However, there is no assurance that these or other claims will not be brought or that judicial, regulatory, administrative or other legal or enforcement actions, notices or remedies will not be pursued, or that action will not be taken in respect of the Consent Decree, the Transition Plan, SYSTEM 1, or otherwise with respect to regulatory or compliance matters, as described in this Item 1 and in various portions of Item 1 and Item 1A of Part I of our Annual Report on Form 10-K for the year ended March 31, 2013, dated May 30, 2013.

On May 31, 2012, our Albert Browne Limited subsidiary received a warning letter from the FDA regarding chemical indicators manufactured in the United Kingdom. These devices are intended for the monitoring of certain sterilization and other processes. The FDA warning letter states that the agency has concerns regarding operational business processes. We do not believe that the FDA's concerns are related to product performance, or that they result from Customer complaints. We have reviewed our processes with the agency and finalized our remediation measures, and are awaiting FDA reinspection. We do not currently believe that the impact of this event will have a material adverse effect on our financial results.

Other civil, criminal, regulatory or other proceedings involving our products or services also could possibly result in judgments, settlements or administrative or judicial decrees requiring us, among other actions, to pay damages or fines or effect recalls, or be subject to other governmental, Customer or other third party claims or remedies, which could materially affect our business, performance, prospects, value, financial condition, and results of operations.

For additional information regarding these matters, see the following portions of our Annual Report on Form 10-K for the fiscal year ended March 31, 2013: "Business - Information with respect to our Business in General - Government Regulation", and the "Risk Factor" titled: "We may be adversely affected by product liability claims or other legal actions or regulatory or compliance matters, including the Consent Decree" and the "Risk Factor" titled "Compliance with the Consent Decree may be more costly and burdensome than anticipated."

From time to time, STERIS is also involved in legal proceedings as a plaintiff involving contract, patent protection, and other claims asserted by us. Gains, if any, from these proceedings are recognized when they are realized.

Additional information regarding our contingencies is included in Item 7 of Part II, titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations, of our Annual Report on Form 10-K for the year ended March 31, 2013, dated May 30, 2013, and in this Form 10-Q in note 9 to our consolidated financial statements titled "Commitments and Contingencies."

## ITEM 1A. RISK FACTORS

We believe there have been no material changes to the risk factors included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013, dated May 30, 2013, that would materially affect our business, results of operations, or financial condition.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the third quarter of fiscal 2014, we obtained 11,458 of our common shares in connection with stock based compensation award programs. We repurchased 88,585 of our shares during the third quarter of fiscal 2014. When we do make repurchases, they are made pursuant to a single repurchase program which was approved by our Board of Directors and announced on March 14, 2008, authorizing the repurchase of up to $300.0 million of our common shares. As of December 31, 2013, $89.2 million in common shares remained authorized for repurchase under this authorization. This common share repurchase authorization does not have a stated maturity date. The following table summarizes the common shares repurchase activity during the third quarter of fiscal 2014 under our common share repurchase program:

| | (a) Total Number of Shares Purchased | (b) Average Price Paid Per Share | (c) Total Number of Shares Purchased as Part of Publicly Announced Plans | (d) Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans at Period End |
|---|---|---|---|---|
| October 1-31 | 51,900 | $ 43.89 | 51,900 | $ 90,821 |
| November 1-30 | 27,185 | 44.95 | 27,185 | 89,599 |
| December 1-31 | 9,500 | 44.96 | 9,500 | 89,172 |
| Total | 88,585 (1) | $ 44.33 (1) | 88,585 | $ 89,172 |

(1) Does not include 12 shares purchased during the quarter at an average price of $45.74 per share by the STERIS Corporation 401(k) Plan on behalf of certain executive officers of the Company who may be deemed to be affiliated purchasers.

## ITEM 6. EXHIBITS

**Exhibits required by Item 601 of Regulation S-K**

| Exhibit Number | Exhibit Description |
|---|---|
| 3.1 | 1992 Amended Articles of Incorporation of STERIS Corporation, as amended on May 14, 1996, November 6, 1996, and August 6, 1998 (filed as Exhibit 3.1 to Form 10-K filed for the fiscal year ended March 31, 2000 (Commission File No. 1-14643), and incorporated herein by reference). |
| 3.2 | Amended and Restated Regulations of STERIS Corporation, as amended on July 26, 2007 (filed as Exhibit 3.2 to Form 10-Q for the fiscal quarter ended June 30, 2007 (Commission File No. 1-14643), and incorporated herein by reference). |
| 4.1 | Specimen Form of Common Stock Certificate (filed as Exhibit 4.1 to Form 10-K filed for the fiscal year ended March 31, 2002 (Commission File No. 1-14643), and incorporated herein by reference). |
| 10.1 | Letter Agreement- Committed Line of Credit dated December 6, 2013 between STERIS Corporation and PNC Bank, National Association. |
| 15.1 | Letter Re: Unaudited Interim Financial Information. |
| 31.1 | Certification of the Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of the Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of the Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant Section 906 of the Sarbanes-Oxley Act of 2002. |
| EX-101 | Instance Document. |
| EX-101 | Schema Document. |
| EX-101 | Calculation Linkbase Document. |
| EX-101 | Definition Linkbase Document. |
| EX-101 | Labels Linkbase Document. |
| EX-101 | Presentation Linkbase Document. |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STERIS Corporation

/S/ MICHAEL J. TOKICH

**Michael J. Tokich**
**Senior Vice President and Chief Financial Officer**
**February 7, 2014**

Table of Contents

## EXHIBIT INDEX

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**LETTER AGREEMENT - COMMITTED LINE OF CREDIT**

December 6, 2013

William L. Aamoth
Vice President and Corporate Treasurer
STERIS Corporation
5960 Heisley Road
Mentor, OH 44060

Re: $15,000,000 Committed Line of Credit

Dear Mr. Aamoth:

We are pleased to inform you that PNC Bank, National Association (the **"Bank"**), has approved your request for a committed line of credit to STERIS Corporation (the **"Borrower"**). We look forward to this opportunity to help you meet the financing needs of your business. All the details regarding your line of credit are outlined in the following sections of this letter.

1. Facility and Use of Proceeds. This is a committed revolving line of credit under which, subject to the terms and conditions of this letter, the Borrower may request and the Bank will make advances to the Borrower from time to time until the Expiration Date, in an amount in the aggregate at any time outstanding not to exceed $15,000,000 (the **"Line of Credit"** or the **"Loan"**). The "**Expiration Date**" shall mean the earlier of (i) December 5, 2014, or such later date as may be designated by the Bank by written notice from the Bank to the Borrower and (ii) the date on which Bank shall (for any reason) no longer be a "Lender" under the 2012 Credit Agreement (as defined in the Note).

2. Note. The obligation of the Borrower to repay advances under the Line of Credit shall be evidenced by a promissory note (the **"Note"**) in the form attached hereto as Exhibit A.

This letter (the **"Letter Agreement"**) and the Note, as each may be amended, modified, extended or renewed from time to time, will constitute the **"Loan Documents."** Capitalized terms not defined herein shall have the meaning ascribed to them in the Loan Documents.

3. Interest Rate. Interest on the unpaid balance of the Line of Credit advances will be charged at the rates, and be payable on the dates and times, set forth in the Note.

4. Repayment. Subject to the terms and conditions of this Letter Agreement, the Borrower may borrow, repay and reborrow under the Line of Credit until the Expiration Date, on which date the outstanding principal balance and any accrued but unpaid interest shall be due and payable. Interest will be due and payable as set forth in the Note, and will be computed on the basis of a year of 360 days and paid on the actual number of days that principal is outstanding.

5. Covenant. Until payment in full of the Loan and termination of the commitment for the Line of Credit, the Borrower will notify the Bank in writing of the occurrence of any Event of Default or an act or condition which, with the passage of time, the giving of notice or both would become an Event of Default under and as defined in Section 9(i) of the Note.

6. Representations and Warranties. To induce the Bank to extend the Loan and upon the making of each advance to the Borrower under the Line of Credit, the Borrower represents and warrants as follows:

(a) The Borrower is duly organized, validly existing and in good standing under the laws of the state of its incorporation or organization and has the power and authority to own and operate its assets and to conduct its business as now or proposed to be carried on, and is duly qualified, licensed and in good standing to do business in all jurisdictions where its ownership of property or the nature of its business requires such qualification or licensing, except where the failure to do so would not have a material adverse effect on the business, operations, property or condition of the Borrower and its subsidiaries taken as a whole.

(b) The Borrower has full power and authority to enter into the transactions provided for in this Letter Agreement and has been duly authorized to do so by all necessary and appropriate action and when executed and delivered by the Borrower, this Letter Agreement and the other Loan Documents will constitute the legal, valid and binding obligations of the Borrower, enforceable against the Borrower in accordance with their terms.

7. Expenses. The Borrower will reimburse the Bank for the Bank's expenses (including the reasonable fees and expenses of the Bank's outside counsel) in documenting and closing this transaction, not to exceed a total of $5,000 in the aggregate.

8. Additional Provisions. Before the first advance under the Loan, the Borrower shall execute and deliver to the Bank, the Note, a certified borrowing resolution, an incumbency certificate and an Ohio Certificate of Good Standing. The Bank will not be obligated to make any advance under the Line of Credit if at the time of the advance any Event of Default (under and as defined in Section 9 of the Note) or event which with the passage of time, provision of notice or both would constitute an Event of Default under and as defined in Section 9 of the Note shall have occurred and be continuing.

This Letter Agreement is governed by the laws of Ohio. No modification, amendment or waiver of any of the terms of this Letter Agreement, nor any consent to any departure by the Borrower therefrom, will be effective unless made in a writing signed by the party to be charged, and then such waiver or consent shall be effective only in the specific instance and for the purpose for which given. When accepted, this Letter Agreement and the other Loan Documents will constitute the entire agreement between the Bank and the Borrower concerning the Loan, and shall replace all prior understandings, statements, negotiations and written materials relating to the Loan.

The Bank will not be responsible for any damages, consequential, incidental, special, punitive or otherwise, that may be incurred or alleged by any person or entity, including the Borrower, as a result of this Letter Agreement, the other Loan Documents, the transactions contemplated hereby or thereby, or the use of proceeds of the Loan.

This Agreement shall inure to the benefit of and be binding upon the Bank and the Borrower and their respective successors and assigns; provided, however, that neither the Bank nor the Borrower may assign this Agreement or the Note without the written consent of the other, which consent shall not be unreasonably withheld, but further provided the consent of the Borrower shall not be required for any assignment by Bank after the occurrence and during the continuance of an Event of Default.

THE BORROWER AND THE BANK IRREVOCABLY WAIVE ANY AND ALL RIGHTS THEY MAY HAVE TO A TRIAL BY JURY IN ANY ACTION, PROCEEDING OR CLAIM OF ANY NATURE ARISING OUT OF THIS LETTER AGREEMENT OR THE NOTE AND THE TRANSACTIONS CONTEMPLATED IN ANY OF SUCH DOCUMENTS AND ACKNOWLEDGE THAT THE FOREGOING WAIVER IS KNOWING AND VOLUNTARY.

This Letter Agreement (as the same may be amended from time to time) shall survive the making of the advances and will serve as our loan agreement throughout the term of the Line of Credit and until payment of the Loan.

Thank you for giving PNC Bank this opportunity to work with your business. We look forward to other ways in which we may be of service to your business or to you personally.

Very truly yours,

PNC BANK, NATIONAL ASSOCIATION

By: /s/ Joseph G. Moran

Title: Senior Vice President

ACCEPTANCE

With the intent to be legally bound hereby, the above terms and conditions are hereby agreed to and accepted as of this 6th day of December, 2013.

**BORROWER:**

STERIS CORPORATION

By: /s/ William L. Aamoth

Print Name: William L. Aamoth
Title: Vice President and Corporate Treasurer

**EXHIBIT A**

# Committed Line of Credit Note

**(Daily LIBOR)**

$15,000,000.00    December 6, 2013

**FOR VALUE RECEIVED**, **STERIS CORPORATION** (the **"Borrower"**), with an address at 5960 Heisley Road, Mentor, OH 44060, promises to pay to the order of **PNC BANK, NATIONAL ASSOCIATION** (the **"Bank"**), in lawful money of the United States of America in immediately available funds at its offices located at 1900 East 9th Street, Cleveland, OH 44114, or at such other location as the Bank may designate from time to time, the principal sum of **FIFTEEN MILLION AND 00/100 DOLLARS** (**$15,000,000.00**) or such lesser amount as may be advanced to or for the benefit of the Borrower hereunder and outstanding from time to time, together with interest accruing on the outstanding principal balance from the date hereof, all as provided below.

**1. Advances.** The Borrower may borrow, repay and reborrow hereunder until the Expiration Date, subject to the terms and conditions of this instrument (the **"Note"**) and the Loan Documents (as defined herein). The **"Expiration Date"** shall mean the earlier of (i) December 5, 2014**,** or such later date as may be designated by the Bank by written notice from the Bank to the Borrower and (ii) the date on which Bank shall (for any reason) no longer be a "Lender" under the 2012 Credit Agreement (as defined in Section 8 below). The Borrower acknowledges and agrees that in no event will the Bank be under any obligation to extend or renew this Note beyond the Expiration Date. In no event shall the aggregate unpaid principal amount of advances under this Note exceed the face amount of this Note.

**2. Rate of Interest.** Amounts outstanding under this Note will bear interest at a rate per annum which is at all times equal to (A) the Daily LIBOR Rate plus (B) the Applicable Margin (as defined below). Interest hereunder will be calculated based on the actual number of days that principal is outstanding over a year of 360 days. In no event will the rate of interest hereunder exceed the maximum rate allowed by law. **"Applicable Margin"** shall mean the amount of basis points as listed below, as determined based upon the Borrower's "Leverage Ratio" as defined in and calculated pursuant to the 2012 Credit Agreement:

| Leverage Ratio | Applicable Margin |
|---|---|
| | |
| Greater than or equal to 2.50 to 1.00 | 152.50 basis points |
| Greater than or equal to 2.00 to 1.00 but less than 2.50 to 1.00 | 130.00 basis points |
| Greater than or equal to 1.50 to 1.00 but less than 2.00 to 1.00 | 107.50 basis points |
| Greater than or equal to 1.00 to 1.00 but less than 1.50 to 1.00 | 97.50 basis points |
| Greater than or equal to .50 to 1.00 but less than 1.00 to 1.00 | 87.50 basis points |
| Less than .50 to 1.00 | 77.50 basis points |

The above definition of Applicable Margin is based upon the definition of the Applicable Margin contained in paragraph (b) of such definition as set forth in the 2012 Credit Agreement as in effect on the date hereof. Should such definition change, the above definition contained herein shall automatically change without the necessity of further notice to or agreement of the Borrower or the Bank.

Changes to the Applicable Margin shall be effective on the first day of the first calendar month after the date upon which Bank received, or, if earlier, Bank should have received, pursuant to the 2012 Credit Agreement, the financial statements of Borrower. If for any reason (including termination of the 2012 Credit Agreement) the "Leverage Ratio" cannot be determined, then the Applicable Margin shall be set at the highest level set forth above.

If the Bank determines (which determination shall be final and conclusive) that, by reason of circumstances affecting the eurodollar market generally, deposits in dollars (in the applicable amounts) are not being offered to banks in the eurodollar market for the selected term, or adequate means do not exist for ascertaining the Daily LIBOR Rate, then the Bank shall give notice thereof to the Borrower. Thereafter, until the Bank notifies the Borrower that the circumstances giving rise to such suspension no longer exist, the interest rate for all amounts outstanding under this Note shall be equal to the Base Rate (the "**Alternate Rate**").

In addition, if, after the date of this Note, the Bank shall determine (which determination shall be final and conclusive) that any enactment, promulgation or adoption of or any change in any applicable law, rule or regulation, or any change in the interpretation or administration thereof by a governmental authority, central bank or comparable agency charged with the interpretation or administration thereof, or compliance by the Bank with any guideline, request or directive (whether or not having the force of law) of any such authority, central bank or comparable agency shall make it unlawful or impossible for the Bank to make or maintain or fund loans based on the Daily LIBOR Rate, the Bank shall notify the Borrower. Upon receipt of such notice, until the Bank notifies the Borrower that the circumstances giving rise to such determination no longer apply, the interest rate on all amounts outstanding under this Note shall be the Alternate Rate.

For purposes hereof, the following terms shall have the following meanings:

> "**Base Rate**" shall mean the higher of (A) the Prime Rate, and (B) the sum of the Federal Funds Open Rate plus fifty (50) basis points (0.50%). If and when the Base Rate (or any component thereof) changes, the rate of interest with respect to any amounts hereunder to which the Base Rate applies will change automatically without notice to the Borrower, effective on the date of any such change.
>
> "**Business Day**" shall mean any day other than a Saturday or Sunday or a legal holiday on which commercial banks are authorized or required by law to be closed for business in Cleveland, Ohio.
>
> "**Daily LIBOR Rate**" shall mean, for any day, the rate per annum determined by the Bank by dividing (A) the Published Rate by (B) a number equal to 1.00 minus the percentage prescribed by the Federal Reserve for determining the maximum reserve requirements with respect to any eurocurrency fundings by banks on such day. The rate of interest will be adjusted automatically as of each Business Day based on changes in the Daily LIBOR Rate without notice to the Borrower.
>
> **"Federal Funds Open Rate"** shall mean, for any day, the rate per annum (based on a year of 360 days and actual days elapsed) which is the daily federal funds open rate as quoted by ICAP North America, Inc. (or any successor) as set forth on the Bloomberg Screen BTMM for that day opposite the caption "OPEN" (or on such other substitute Bloomberg Screen that displays such rate), or as set forth on such other recognized electronic source used for the purpose of displaying such rate as selected by the Bank (an "**Alternate Source**") (or if such rate for such day does not appear on the Bloomberg Screen BTMM (or any substitute screen) or on any Alternate Source, or if there shall at any time, for any reason, no longer exist a Bloomberg Screen BTMM (or any substitute screen) or any Alternate Source, a comparable replacement rate determined by the Bank at such time (which determination shall be conclusive absent manifest error); provided however,

that if such day is not a Business Day, the Federal Funds Open Rate for such day shall be the "open" rate on the immediately preceding Business Day. The rate of interest charged shall be adjusted as of each Business Day based on changes in the Federal Funds Open Rate without notice to the Borrower.

**"Prime Rate"** shall mean the rate publicly announced by the Bank from time to time as its prime rate. The Prime Rate is determined from time to time by the Bank as a means of pricing some loans to its borrowers. The Prime Rate is not tied to any external rate of interest or index, and does not necessarily reflect the lowest rate of interest actually charged by the Bank to any particular class or category of customers.

**"Published Rate"** shall mean the rate of interest published each Business Day on the Reuters LIBOR01 screen displaying British Bankers Association Interest Settlement Rates as of 11:00 A.M. London time as the rate in the London interbank market for U.S. Dollar deposits in immediately available funds with a one day maturity.

**3. Advance Procedures.** If permitted by the Bank, a request for advance may be made by telephone or electronic mail, with such confirmation or verification (if any) as the Bank may require in its discretion from time to time. A request for advance by the Borrower shall be binding upon Borrower. The Borrower authorizes the Bank to accept telephonic and electronic requests for advances from persons who have been previously designated by the Borrower as being persons who are authorized to request advances, and the Bank shall be entitled to rely upon the authority of any designated person providing such instructions. All advances shall be deposited to the following account maintained by the Borrower with the Bank: STERIS Corporation, PNC a/c #1017298581 (the **"Designated Account"**) notwithstanding anything to the contrary contained in the notice. The Borrower hereby indemnifies and holds the Bank harmless from and against any and all damages, losses, liabilities, costs and expenses (including reasonable attorneys' fees and expenses) which may arise or be created by the acceptance of such telephonic and electronic requests and by the making of such advances in accordance with the preceding authorizations. The Bank will enter on its books and records, which entry when made will be presumed correct, the date and amount of each advance, as well as the date and amount of each payment made by the Borrower.

**4. Payment Terms.** Accrued interest will be due and payable on the first day of each month. The outstanding principal balance and any accrued but unpaid interest shall be due and payable on the Expiration Date.

If any payment under this Note shall become due on a day other than a Business Day, such payment shall be made on the next succeeding Business Day and such extension of time shall be included in computing interest in connection with such payment. The Borrower hereby authorizes the Bank to charge the Borrower's Designated Account at the Bank for any payment when due hereunder. Payments received will be applied to charges, fees and expenses (including reasonable attorneys' fees), accrued interest and principal in any order the Bank may choose, in its sole discretion.

**5. Default Rate.** Upon maturity, whether by acceleration, demand or otherwise, and at the Bank's option upon the occurrence of any Event of Default (as hereinafter defined) and during the continuance thereof, amounts outstanding under this Note shall bear interest at a rate per annum (based on the actual number of days that principal is outstanding over a year of 360 days) which shall be two percentage points (2%) in excess of the interest rate in effect from time to time under this Note but not more than the maximum rate allowed by law (the **"Default Rate"**). The Default Rate shall continue to apply whether or not judgment shall be entered on this Note. The Default Rate is imposed as liquidated damages for the purpose of defraying the Bank's expenses incident to the handling of delinquent payments, but is in addition to, and not in lieu of, the Bank's exercise of any rights and remedies hereunder, under the other Loan Documents or under applicable law, and any fees and expenses of any agents or attorneys which the Bank may employ.

**6. Prepayment.** The indebtedness evidenced by this Note may be prepaid in whole or in part at any time without penalty.

**7.** **Reserves or Deposit Requirements, etc; Capital Adequacy.** (a) If, at any time, any Change in Law (as defined in the 2012 Credit Agreement) after the date of this Note by any governmental authority or any central bank or other fiscal, monetary or other authority shall impose (whether or not having the force of law), modify or deem applicable any reserve and/or special deposit requirement (other than the percentage prescribed by the Federal Reserve and referred to in part (B) of the definition of "Daily LIBOR Rate", the effect of which is reflected in the interest rate hereunder) against assets held by, or deposits in or for the amount of any advance hereunder by Bank, and the result of the foregoing is to increase the cost (whether by incurring a cost or adding to a cost) to Bank of making or maintaining hereunder such advance, or to reduce the amount of principal or interest received by Bank with respect to such advance, then, upon demand by the Bank, the Borrower shall pay to Bank from time to time on the next interest payment date as additional consideration hereunder, additional amounts sufficient to fully compensate and indemnify Bank for such increased cost or reduced amount, assuming (which assumption Bank need not corroborate) such additional cost or reduced amount was allocable to such advance. A certificate as to the increased cost or reduced amount as a result of any event mentioned in this Section 7(a), setting forth the calculations therefor, shall be promptly submitted by Bank to Borrower and shall, in the absence of manifest error, be conclusive and binding as to the amount thereof. The Bank shall notify Borrower as promptly as practicable of the existence of any event that will likely require the payment by Borrower of any such additional amount under this Section.

(b) If the Bank has determined, after the date of that certain Letter Agreement of even date herewith between the Bank and the Borrower (the "Letter Agreement"), that any Change in Law regarding capital adequacy by any governmental authority, central bank or comparable agency charged with the interpretation or administration thereof, or compliance by Bank (or its lending office) with any request or directive regarding capital adequacy (whether or not having the force of law) of any such authority, central bank or comparable agency, has or would have the effect of reducing the rate of return on Bank's capital (or the capital of its holding company) as a consequence of its obligations hereunder to a level below that which Bank (or its holding company) could have achieved but for such adoption, change or compliance (taking into consideration Bank's policies or the policies of its holding company with respect to capital adequacy) by any amount deemed by Bank to be material, then from time to time, within 15 days after demand by Bank, Borrower shall pay to Bank such additional amount or amounts as shall compensate Bank (or its holding company) for such reduction. Bank shall designate a different lending office if such designation will avoid the need for, or reduce the amount of, such compensation and will not, in the judgment of Bank be otherwise disadvantageous to Bank. A certificate of the Bank claiming compensation under this Section and setting forth the additional amount or amounts to be paid to it hereunder shall be conclusive in the absence of manifest error. In determining such amount, Bank may use any reasonable averaging and attribution methods. Failure on the part of the Bank to demand compensation for any reduction in return on capital with respect to any period shall not constitute a waiver of Bank's rights to demand compensation for any reduction in return on capital in such period or in any other period. The protection of this Section shall be available to Bank regardless of any possible contention of the invalidity or inapplicability of the law, regulation or other condition that shall have been imposed.

**8.** **Certain Definitions.** As used herein, the term "Loan Documents" means this Note and the Letter Agreement as the same may be amended, modified or renewed from time to time. As used herein, the term "**2012 Credit Agreement**" shall mean that certain Third Amended and Restated Credit Agreement dated April 13, 2012, among STERIS Corporation, the lenders named herein, Keybank National Association, as administrative agent, and the other parties thereto, as amended through the date of this Note and as the same may from time to time be supplemented, amended, modified, extended, renewed, restated and/or replaced.

**9.** **Events of Default.** The occurrence of any of the following events will be deemed to be an "**Event of Default**" under this Note: (i) the nonpayment of any principal under this Note when due or the nonpayment of interest or other indebtedness under this Note within five (5) Business Days after the same become due; (ii) the occurrence of any event which constitutes an "Event of Default" under the 2012 Credit Agreement (determined after giving effect to any consent, waivers, modifications or amendments); and (iii) any representation or warranty made by the Borrower to the Bank in any Loan Document is false, erroneous or misleading in any material respect.

Upon the occurrence of an Event of Default: (a) the Bank shall be under no further obligation to make advances hereunder; (b) if an Event of Default shall occur under clause (ii) above as a result of the occurrence of an "Event of Default" referred to in Section 7.10 of the 2012 Credit Agreement, the outstanding principal balance and accrued interest hereunder together with any additional amounts payable hereunder shall become immediately due and payable without demand or notice of any kind; (c) if any Event of Default shall occur under clause (i) or (iii) above, or any Event of Default shall occur under clause (ii) above (other than as specified in clause (b) above) that results in all indebtedness under the 2012 Credit Agreement becoming due and payable, then in any such case, the outstanding principal balance hereof and accrued interest hereunder together with any additional amounts payable hereunder, at the Bank's option may be accelerated by the giving of written notice to Borrower and thereupon the same shall become immediately due and payable; (d) at the Bank's option, this Note will bear interest at the Default Rate from the date of the occurrence of the Event of Default; and (e) the Bank may exercise from time to time any of the rights and remedies available under the Loan Documents or under applicable law.

**10.** **Right of Setoff.** In addition to all liens upon and rights of setoff against the Borrower's money, securities or other property given to the Bank by law, if the maturity of the Note is accelerated pursuant to Section 9 as a result of an Event of Default hereunder the Bank shall have the right at any time to set off against, and to appropriate and apply toward the payment of, any and all amounts then owing by Borrower to Bank under the Loan Documents, any and all deposit balances and all other indebtedness then held or owing by Bank to or for the credit or account of Borrower, excluding, however, all escrow and trust accounts, all without notice to or demand upon Borrower or any other person, all such notices and demands being hereby expressly waived by Borrower; provided, however, promptly after the taking of any such action by the Bank, Bank shall notify Borrower of the same.

**11.** **Anti-Money Laundering/International Trade Law Compliance.**

(a) Borrower represents and warrants that it is not subject to or in violation of any law, regulation, or list of any government agency (including, without limitation, the U.S. Office of Foreign Asset Control list, Executive Order No. 13224 or the USA Patriot Act) that prohibits or limits the conduct of business with or the receiving of funds, goods or services to or for the benefit of certain Persons (as defined in the 2012 Credit Agreement) specified therein or that prohibits or limits the Bank from making any advance or extension of credit to Borrower or from otherwise conducting business with Borrower.

(b) Borrower shall not be subject to or in violation of any law, regulation, or list of any government agency (including, without limitation, the U.S. Office of Foreign Asset Control list, Executive Order No. 13224 or the USA Patriot Act) that prohibits or limits the conduct of business with or the receiving of funds, goods or services to or for the benefit of certain Persons specified therein or that prohibits or limits Bank from making any advance or extension of credit to Borrower or from otherwise conducting business with Borrower. Borrower covenants and agrees that it will, and will cause each of its Subsidiaries (as defined in the 2012 Credit Agreement) to promptly, following a request by the Bank, provide all documentation and other information that the Bank reasonably requests in order to comply with its ongoing obligations under applicable "know your customer" and anti-money laundering rules and regulations, including the USA Patriot Act.

**12.** **Indemnity.** The Borrower agrees to indemnify each of the Bank, each legal entity, if any, who controls, is controlled by or is under common control with the Bank, and each of their respective directors, officers and employees (the **"Indemnified Parties"**), and to defend and hold each Indemnified Party harmless from and against any and all claims, damages, losses, liabilities and expenses (including reasonable fees of external counsel with whom any Indemnified Party may consult and all expenses of litigation and preparation therefor) which any Indemnified Party may incur or which may be asserted against any Indemnified Party by any person, entity or governmental authority (including any person or entity claiming derivatively on behalf of the Borrower), in connection with or arising out of or relating to this Note or in the other Loan Documents or the use of any advance hereunder, whether (a) arising from or incurred in connection with any breach of a representation, warranty or covenant by the Borrower, or (b) arising out of or resulting from any suit, action, claim, proceeding or governmental investigation, pending or threatened, whether based on statute, regulation or order, or tort, or contract or otherwise, before any court or governmental authority; provided, however, that the foregoing indemnity agreement shall not apply to any claims, damages, losses, liabilities and expenses to the extent attributable to an Indemnified Party's gross negligence or willful misconduct. The indemnity agreement contained in this Section shall survive the termination of this Note, payment of any advance hereunder and the assignment of any rights hereunder. The Borrower may participate at its expense in the defense of any such action or claim.

13. **Miscellaneous.** All notices, demands, requests, consents, approvals and other communications required or permitted hereunder (**"Notices"**) must be in writing (except as may be agreed otherwise above with respect to borrowing requests) and will be effective upon receipt. Notices may be given by electronic mail, first-class mail, or commercial courier service. Notices to the Borrower shall be sent to 5960 Heisley Road, Mentor, Ohio 44060, Attention: Vice President and Corporate Treasurer or if by email to Bill_Aamoth@STERIS.com or such other address or person as the Borrower may designate from time to time. No delay or omission on the Bank's part to exercise any right or power arising hereunder will impair any such right or power or be considered a waiver of any such right or power, nor will the Bank's action or inaction impair any such right or power. The Bank's rights and remedies hereunder are cumulative and not exclusive of any other rights or remedies which the Bank may have under other agreements, at law or in equity. No modification, amendment or waiver of, or consent to any departure by the Borrower from, any provision of this Note will be effective unless made in a writing signed by the Bank, and then such waiver or consent shall be effective only in the specific instance and for the purpose for which given. The Borrower agrees to pay on demand, to the extent permitted by law, all reasonable costs and expenses incurred by the Bank in the enforcement of its rights in this Note, including without limitation reasonable fees and expenses of the Bank's counsel. If any provision of this Note is found to be invalid, illegal or unenforceable in any respect by a court, all the other provisions of this Note will remain in full force and effect. Except as otherwise provided herein, the Borrower and all other indorsers of this Note hereby forever waives presentment, protest, notice of dishonor and notice of non-payment. This Note shall bind the Borrower and its successors and assigns, and the benefits hereof shall inure to the benefit of the Bank and its successors and assigns; provided, however, that neither the Borrower nor the Bank may assign this Note in whole or in part without the written consent of the other, which consent shall not be unreasonably withheld, but further provided the consent of the Borrower shall not be required for any assignment by Bank after the occurrence and during the continuance of an Event of Default.

This Note has been delivered to and accepted by the Bank and will be deemed to be made in the State of Ohio. **THIS NOTE WILL BE INTERPRETED AND THE RIGHTS AND LIABILITIES OF THE BANK AND THE BORROWER DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF OHIO, EXCLUDING ITS CONFLICT OF LAWS RULES.** The Borrower hereby irrevocably consents to the non-exclusive jurisdiction of any state or federal court in the county or judicial district where the Bank's Cleveland, Ohio office is located; provided that nothing contained in this Note including the foregoing consent will prevent the Bank from bringing any action, enforcing any award or judgment or exercising any rights against the Borrower individually, against any security or against any property of the Borrower within any other county, state or other foreign or domestic jurisdiction. The Borrower acknowledges and agrees that the venue consented to by the Borrower above is the most convenient forum for both the Bank and the Borrower. The Borrower waives any objection to venue in the courts to which Borrower has consented to jurisdiction above and any objection based on a more convenient forum in respect of the courts to which Borrower has consented to jurisdiction above in any action instituted under this Note.

**14. WAIVER OF JURY TRIAL. THE BORROWER IRREVOCABLY WAIVES ANY AND ALL RIGHTS THE BORROWER MAY HAVE TO A TRIAL BY JURY IN ANY ACTION, PROCEEDING OR CLAIM OF ANY NATURE RELATING TO THIS NOTE, ANY DOCUMENTS EXECUTED IN CONNECTION WITH THIS NOTE OR ANY TRANSACTION CONTEMPLATED IN ANY OF SUCH DOCUMENTS. THE BORROWER ACKNOWLEDGES THAT THE FOREGOING WAIVER IS KNOWING AND VOLUNTARY.**

**The Borrower acknowledges that it has read and understood all the provisions of this Note, including the waiver of jury trial, and has been advised by counsel as necessary or appropriate.**

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

**WITNESS** the due execution hereof, as of the date first written above, with the intent to be legally bound hereby.

WITNESS / ATTEST:

______________________________________

Print Name:___________________________

Title:_________________________________

(Include title only if an officer of entity signing to the right)

**STERIS CORPORATION**

By:___________________________________

William L. Aamoth

Vice President and Corporate Treasurer

**Exhibit 15.1**

## LETTER REGARDING UNAUDITED INTERIM FINANCIAL INFORMATION

Board of Directors and Shareholders
STERIS Corporation

We are aware of the incorporation by reference in the following STERIS Corporation Registration Statements of our review report, dated February 7, 2014, relating to the unaudited consolidated interim financial statements of STERIS Corporation and subsidiaries, included in its Form 10-Q for the quarter ended December 31, 2013:

| Registration Number | Description |
|---|---|
| 333-32005 | Form S-8 Registration Statement - STERIS Corporation 1997 Stock Option Plan |
| 33-55976 | Form S-8 Registration Statement - STERIS Corporation 401(k) Plan |
| 333-09733 | Form S-8 Registration Statement - STERIS Corporation 401(k) Plan |
| 333-101308 | Form S-8 Registration Statement - STERIS Corporation 2002 Stock Option Plan |
| 333-137167 | Form S-8 Registration Statement - STERIS Corporation Deferred Compensation Plan |
| 333-136239 | Form S-8 Registration Statement - STERIS Corporation 2006 Long-Term Equity Incentive Plan |
| 333-170884 | Form S-8 Registration Statement - STERIS Corporation 401(k) Plan |
| 333-176167 | Form S-8 Registration Statement - STERIS Corporation 2006 Long-Term Equity Incentive Plan (as Amended and Restated Effective July 28, 2011) |

/s/ Ernst & Young LLP

Cleveland, Ohio
February 7, 2014

**Exhibit 31.1**

## CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER

I, Walter M Rosebrough, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of STERIS Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2014

/s/ WALTER M ROSEBROUGH, JR.

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

**Exhibit 31.2**

**CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER**

I, Michael J. Tokich, certify that:

1. I have reviewed this quarterly report on Form 10-Q of STERIS Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2014

/s/ MICHAEL J. TOKICH

**Michael J. Tokich**
**Senior Vice President and Chief Financial Officer**

**Exhibit 32.1**

**Certification Pursuant to § 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of STERIS Corporation (the “Company”) for the quarter ended December 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned officers of the Company certifies, that, to such officer's knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

| | |
|---|---|
| | /s/ WALTER M ROSEBROUGH, JR. |
| **Name:** | **Walter M Rosebrough, Jr.** |
| **Title:** | **President and Chief Executive Officer** |
| | /s/ MICHAEL J. TOKICH |
| **Name:** | **Michael J. Tokich** |
| **Title:** | **Senior Vice President and Chief Financial Officer** |

Dated: February 7, 2014