

Registration No. 333-1610

As filed with the Securities and Exchange Commission on May 14, 1996.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-4  
ON  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

STERIS CORPORATION  
(Exact name of Registrant as specified in its charter)

OHIO  
(State or other jurisdiction of  
incorporation or organization)

43-1482024  
(I.R.S. employer  
identification no.)

5960 HEISLEY ROAD  
MENTOR, OHIO 44060-1868  
(Address of principal executive offices)

AMSCO INTERNATIONAL, INC. STOCK OPTION PLAN  
NON-QUALIFIED STOCK OPTION AGREEMENTS DATED JANUARY 4, 1991  
NON-QUALIFIED STOCK OPTION AGREEMENT DATED JUNE 6, 1993  
NON-QUALIFIED STOCK OPTION AGREEMENTS (Option A, Option B, and Option C)  
DATED JULY 11, 1995

MICHAEL A. KERESMAN, III, SENIOR VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND  
SECRETARY

STERIS CORPORATION  
5960 HEISLEY ROAD  
MENTOR, OHIO 44060-1868  
(216) 354-2600

(Name, address, and telephone number, including area code, of  
agent for service)

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As of the date of this Registration Statement, STERIS Acquisition Corporation, a Delaware corporation ("STERIS Acquisition"), a newly-formed wholly-owned subsidiary of STERIS Corporation, an Ohio corporation ("STERIS"), is merging with and into AMSCO International, Inc., a Delaware corporation ("AMSCO"), with AMSCO being the surviving corporation and becoming a wholly-owned subsidiary of STERIS.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by the Registrant, STERIS, are hereby incorporated by reference into this Post-Effective Amendment No. 1 to Form S-4 on Form S-8 Registration Statement (the "Registration Statement"): (a) STERIS's Annual Report on Form 10-K for the fiscal year ended March 31, 1995 filed with the SEC on June 28, 1995 (the "1995 STERIS 10-K"); (b) STERIS's Quarterly Reports on Form 10-Q for the quarters ended June 30, September 30, and December 31, 1995 filed with the SEC on July 25, 1995, November 2, 1995 and February 13, 1996, respectively; (c) STERIS's Current Report on Form 8-K dated December 16, 1995 filed with the SEC on December 26, 1995; and (d) the description of the Common Shares, with no par value, of STERIS ("STERIS Common Shares") contained in STERIS's Registration Statement on Form 8-A filed with the SEC on May 1, 1992 pursuant to Section 12(g) of the Exchange Act.

The following documents filed with the SEC under the Exchange Act by AMSCO are hereby incorporated by reference into this Registration Statement: (a) AMSCO's Annual Report on Form 10-K for the fiscal year ended December 31, 1995 filed with the SEC on March 26, 1996; and (b) all other reports filed by AMSCO pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 1995.

The information contained in this Registration Statement should be read together with the information in the documents incorporated by reference.

All documents filed by STERIS under Section 13(a), 13(c), 14, and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

## ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

## ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Under the General Corporation Law of the State of Ohio ("Ohio Law"), Ohio corporations are permitted to indemnify directors, officers, employees, and agents within prescribed limits and must indemnify them under certain circumstances. Ohio Law does not authorize the payment by a corporation of judgments against a director, officer, employee, or agent after a finding of negligence or misconduct in a derivative suit absent a court order determining that such person is fairly and reasonably entitled to indemnification. Indemnification is required, however, to the extent such person succeeds on the merits. In all other cases, if it is determined that a director, officer, employee, or agent acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, indemnification is discretionary except as otherwise provided by a corporation's articles of incorporation, code of regulations, or contract, except with respect to the advancement of expenses of directors.

The STERIS 1992 Amended Regulations (the "STERIS Regulations") provide that STERIS will, in all actions other than derivative actions, indemnify any director, officer, employee, or agent of STERIS, or any person serving as a director, trustee, officer, employee, or agent of another entity at the request of STERIS, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding unless it is proved by clear and convincing evidence that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to STERIS or undertaken with reckless disregard for the best interests of STERIS. With respect to derivative actions, the STERIS Regulations provide that STERIS will indemnify any director, officer, employee, or agent of STERIS, or any person serving as a director, officer, employee, or agent of another entity at the request of STERIS, against expenses actually and reasonably incurred in the defense and settlement of the action unless it is proved by clear and convincing evidence that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to STERIS or undertaken with reckless disregard for the best interests of STERIS. Notwithstanding the preceding sentence, STERIS will indemnify such directors, officers, employees, and agents in a derivative action if the court in which the action was brought determines that, despite the proof but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The statutory right to indemnification is not exclusive in Ohio, and Ohio corporations may, among other things, purchase insurance to indemnify those persons. The STERIS Regulations likewise provide that STERIS may purchase insurance to indemnify directors, officers, employees, or agents of STERIS.

With respect to the advancement of expenses, Ohio Law provides that a director (but not an officer, employee, or agent) is entitled to mandatory advancement of expenses, including attorneys' fees, incurred in defending any action, including derivative actions, brought against the director, provided that the director agrees to cooperate with the corporation concerning the matter and to repay the amount advanced if it is proven by clear and convincing evidence that his act or failure to act was done with deliberate intent to cause injury to the corporation or with reckless disregard for the corporation's best interests. The STERIS Regulations provide that STERIS will advance expenses to a director (unless the action or suit is one in which the liability of the director under Section 1701.95 of the Ohio Law is the only liability asserted), officer, employee, or agent of STERIS in defending any action, suit, or proceeding, whether derivative or otherwise, provided that such director, officer, employee, or agent agrees to both (a) repay the amount advanced if it is proven by clear and convincing evidence that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to STERIS or undertaken with reckless disregard for the best interests of STERIS and (b) to cooperate with STERIS concerning the action, suit, or proceeding.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable

ITEM 8. EXHIBITS.

The Exhibits to Registration Statement are listed in the Index to Exhibits on page 7 of this Registration Statement.

ITEM 9. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering

range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mentor, State of Ohio, on this 14th day of May, 1996.

STERIS CORPORATION  
Registrant

/s/ Michael A. Keresman, III

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Michael A. Keresman, III,  
Senior Vice President, Chief  
Financial Officer and  
Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Title and Description

Date

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Bill R. Sanford, Chairman of the Board, President, Chief Executive Officer, and Director (Principal Executive Officer);  
Michael A. Keresman, III, Senior Vice President, Chief Financial Officer, and Secretary (Principal Financial and Accounting Officer), Raymond A. Lancaster, Director, Thomas J. Magulski, Director, J.B. Richey, Director, Jerry E. Robertson, Ph.D., Director, Frank E. Samuel, Jr., Director, Loyal W. Wilson, Director.

May 14, 1996

/s/ Michael A. Keresman, III  
By: \_\_\_\_\_  
Michael A. Keresman, III,  
Attorney-in-Fact

May 14, 1996

STERIS CORPORATION  
INDEX TO EXHIBITS

| FORM S-8<br>EXHIBIT NO.<br>----- | DESCRIPTION<br>-----   | SEQUENTIAL PAGE NO.<br>-----  |
|----------------------------------|--|---|
| 4.1                              | 1992 Amended Articles of Incorporation of STERIS Corporation.                                  | Incorporated herein by reference to Exhibit 3(a) 4(a). to Form 10-Q filed for the quarter ended June 30, 1992.  |
| 4.2                              | 1992 Amended Regulations of STERIS Corporation.  | Incorporated herein by reference to Exhibit 3(b) 4(b). to Form 10-Q filed for the quarter ended June 30, 1992.  |
| 5.1                              | Opinion of Thompson Hine & Flory P.L.L. as to the legality of the securities to be registered. | Incorporated herein by reference to Exhibit 5.1 to the Registration Statement on Form S-4 (Registration No. 333-1610) filed with the SEC on April 1, 1996.      |
| 15.1                             | Letter of Arthur Andersen Re: Unaudited Interim Financial Information.                         |   |
| 23.1                             | Consent of Ernst & Young LLP.  |   |
| 23.2                             | Consent of Arthur Andersen LLP.  |   |
| 23.3                             | Consent of Thompson Hine & Flory P.L.L. (included as part of Exhibit 5).                       | --  |
| 24.1                             | Powers of Attorney.  | Incorporated herein by reference to Exhibit 24.1 to the Registration Statement on Form S-4 (Registration No. 333-1610) filed with the SEC on February 23, 1996. |

[ARTHUR ANDERSEN LETTERHEAD]

May 13, 1996

The Board of Directors of AMSCO International, Inc.  
Two Chatham Center, Suite 1100  
112 Washington Place  
Pittsburgh, PA 15219

We are aware that STERIS Corporation has incorporated by reference in its Registration Statement No. 333-1610 the AMSCO International, Inc., Form 10-Q for the quarter ended March 31, 1996, which includes our report dated April 10, 1996 covering the unaudited interim financial information contained therein. Pursuant to Regulation C of the Securities Act of 1933, that report is not considered a part of the registration statement prepared or certified by our firm or a report prepared or certified by our firm within the meaning of Sections 7 and 11 of the Act.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP



## CONSENT OF INDEPENDENT AUDITORS OF STERIS CORPORATION

We consent to the incorporation by reference in the Registration Statement (Post-effective Amendment No. 1 to Form S-4 on Form S-8 No. 333-1610) pertaining to the AMSCO International, Inc. Stock Option Plan; Non-qualified Stock Option Agreements dated January 4, 1991; Non-qualified Stock Option Agreement dated June 6, 1993; and Non-qualified Stock Option Agreements (Option A, Option B, and Option C) dated July 11, 1995 of our report dated April 18, 1995, with respect to the consolidated financial statements and schedule of STERIS Corporation included in its Annual Report (Form 10-K) for the year ended March 31, 1995, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Cleveland, Ohio  
May 10, 1996

## ARTHUR ANDERSEN LLP

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement (Post-Effective Amendment No. 1 to Form S-4 on Form S-8) of STERIS Corporation of our report dated January 31, 1996 (except with respect to the matter discussed in Note 18, as to which the date is March 21, 1996) included in the AMSCO International, Inc. Form 10-K for the year ended December 31, 1995, and to all references to our Firm included in this registration statement.

Pittsburgh, Pennsylvania  
May 13, 1996

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP