Director

Stock Option (right to buy)

\$51.53

11/02/2015

FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

|--|

OMB Number: 3235-0287 Estimated average burden

0.5

hours per response:

### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

										_										
Name and Address of Reporting Person*     Wood Michael B						2. Issuer Name <b>and</b> Ticker or Trading Symbol Steris plc [ STE ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner  Office: (chick title Check (associated))  Other (check title Check (associated))					
(Last) (First) (Middle) C/O CHANCERY HOUSE, 190 WATERSIDE ROAD						3. Date of Earliest Transaction (Month/Day/Year) 11/02/2015									Officer (give title Other (specify below) below)					
HAMILTON INDUSTRIAL PARK					4. 1	If Ame	endment,	Date	of Original	File	d (Month	/Day/\	Year)		. Individual o ine)	r Joint/Grou	p Filin	g (Check A	oplicable	
(Street) LEICESTER X0 LE5 1QZ					- -											i filed by Mo		oorting Perso In One Repo		
(City)	(S	-	(Zip)																	
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transa Date (Month/D						ear)	3. 4. Sec			curities Acquired (A) obsed Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
									Code	v	Amou	nt	(A) 01 (D)	Pric		ed action(s) 3 and 4)			(Instr. 4)	
Ordinary	Shares, ?0.	10 Nominal Valı	ue	11/0	)2/2015				A		34,	131	31 A		3	4,131		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transa Code 8)	action	5. Number 6		6. Date Ex	6. Date Exercisable Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative S (Instr. 3 and		d f Securit	8. Price of Derivative Security (Instr. 5)		e s lly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisab		Expiratio Date	ı Tit	tle	Amour or Numbe of Shares	r					
Director Stock Option (right to buy)	\$27.68	11/02/2015			A		3,387		(2)		07/27/201	7 Sh No	rdinary nares, ? 0.10 ominal Value	3,387	(2)	3,387	7	D		
Director Stock Option (right to buy)	\$34.17	11/02/2015			A		2,744		(3)		07/31/201	8 Sh No	rdinary nares, ? 0.10 ominal Value	2,744	(3)	2,744	1	D		
Director Stock Option (right to buy)	\$28.08	11/02/2015			A		3,609		(4)		07/31/201	9 Sh No	rdinary nares, ? 0.10 ominal Value	3,609	(4)	3,609	)	D		
Director Stock Option (right to buy)	\$32.34	11/02/2015			A		3,133		(5)		08/04/202	0 Sh	rdinary nares, ? 0.10 ominal Value	3,133	(5)	3,133	3	D		
Director Stock Option (right to buy)	\$31.61	11/02/2015			A		3,121		(6)		08/03/202	1 Sh No	rdinary nares, ? 0.10 ominal Value	3,121	(6)	3,121	L	D		
Director Stock Option (right to buy)	\$32.36	11/02/2015			A		3,218		(7)		08/03/202	2 Sh No	rdinary nares, ? 0.10 ominal Value	3,218	(7)	3,218	3	D		

4,584

(8)

Ordinary

0.10 Nominal

Value

08/06/2024

4,584

(8)

4,584

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		Transaction of Code (Instr. Derivat		expiration (Month/Eurities uired proposed propos			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (right to buy)	\$64.05	11/02/2015		A		4,110		(9)	08/31/2025	Ordinary Shares, ? 0.10 Nominal Value	4,110	(9)	4,110	D	
Career Restricted Stock Units	(10)	11/02/2015		A		2,362		(10)	(10)	Ordinary Shares, ? 0.10 Nominal Value	2,362	\$0.00	2,362	D	

#### **Explanation of Responses:**

- 1. Represents ordinary shares of STERIS plc ("New STERIS") acquired pursuant to merger of a wholly-owned subsidiary of New STERIS with and into STERIS Corporation ("STERIS"), with STERIS surviving the merger as a wholly-owned subsidiary of New STERIS (the "Merger"), in exchange for common shares of STERIS, which was consummated simultaneous with and conditioned on New STERIS acquisition of Synergy Health plc by commencing a "recommended offer" under English law. At the effective time of the Merger, each STERIS common share was cancelled and converted into the right to receive one New STERIS ordinary share.
- 2. This option to purchase 3,387 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,387 STERIS common shares for \$27.68 per share, subject to the same terms and conditions as the original STERIS stock option.
- 3. This option to purchase 2,744 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 2,744 STERIS common shares for \$34.17 per share, subject to the same terms and conditions as the original STERIS stock option.
- 4. This option to purchase 3,609 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,609 STERIS common shares for \$28.08 per share, subject to the same terms and conditions as the original STERIS stock option.
- 5. This option to purchase 3,133 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,133 STERIS common shares for \$32.34 per share, subject to the same terms and conditions as the original STERIS stock option.
- 6. This option to purchase 3,121 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,121 STERIS common shares for \$31.61 per share, subject to the same terms and conditions as the original STERIS stock option.
- 7. This option to purchase 3,218 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 3,218 STERIS common shares for \$32.36 per share, subject to the same terms and conditions as the original STERIS stock option.
- 8. This option to purchase 4,584 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 4,584 STERIS common shares for \$51.53 per share, subject to the same terms and conditions as the original STERIS stock option.
- 9. This option to purchase 4,110 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 4,110 STERIS common shares for \$64.05 per share, subject to the same terms and conditions as the original STERIS stock option.
- 10. At the effective time of the Merger, each STERIS career restricted stock unit was cancelled and converted to a New STERIS career restricted stock unit, subject to the same terms and conditions that were applicable to the original STERIS career restricted stock unit. These New STERIS career restricted stock units are fully vested and will be settled in New STERIS ordinary shares six months after the cessation of the Director's Board service.

## Remarks:

/s/ Dennis P. Patton,
Authorized Representative
under Power of Attorney

11/02/2015

\*\* Signature of Reporting Person

Date

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

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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