
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

STERIS plc
(Exact Name of Registrant as Specified in Its Charter)

England and Wales
(State or Other Jurisdiction of
Incorporation or Organization)

98-1203539
(I.R.S. Employer
Identification No.)

**Chancery House, 190 Waterside Road,
Hamilton Industrial Park, Leicester LE5 1QZ
United Kingdom**
(Address of Principal Executive Offices, Including Zip Code)

STERIS plc 2006 Long-Term Equity Incentive Plan
(Full Title of the Plan)

J. Adam Zangerle
Vice President, General Counsel and Secretary
STERIS plc
5960 Heisley Road
Mentor, Ohio 44060-1868
(440) 354-2600
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

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

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value £0.10 per share	4,031,196(1)(2)	\$64.69(3)	\$260,778,069(3)	\$30,224.18

- (1) Represents ordinary shares, par value £0.10 per share ("**Ordinary Shares**"), of STERIS plc (the "**Registrant**") issuable pursuant to the STERIS plc 2006 Long-Term Equity Incentive Plan, as amended and restated effective August 2, 2016 (the "**Plan**"), not already registered that are being registered hereby.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "**Securities Act**"), this Registration Statement also covers such additional Ordinary Shares as may become issuable pursuant to the anti-dilution provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of the Ordinary Shares on the New York Stock Exchange on November 4, 2016, within five business days prior to filing.

EXPLANATORY NOTE

The Registrant hereby files this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “**Commission**”) to register additional securities of the same class as other securities for which a previously filed registration statement on Form S-8 and S-4 relating to the Plan (formerly known as the STERIS plc 2006 Long-Term Equity Incentive Plan, Assumed as Amended and Restated Effective November 2, 2015) is effective.

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 (Registration No. 333-207721) filed by the Registrant on November 2, 2015 with respect to the Plan, including all attachments and exhibits thereto, with the exception of Items 3 and 8 of Part II of such prior registration statement, each of which is amended and restated in its entirety herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and, in accordance therewith, files reports, proxy statements and other information with the Commission. The following documents filed with Commission by the Registrant pursuant to the Exchange Act are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended March 31, 2016 (Commission File No. 001-37614);
- (b) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 (Commission File No. 001-37614);
- (c) The Registrant’s Current Reports on Form 8-K (Commission File No. 001-37614), filed with the Commission on May 18, 2016 (only Item 5.02) and August 3, 2016; and
- (d) The description of the Registrant’s Ordinary Shares set forth in the Form 8-A Registration Statement (Commission File No. 001-37614) filed with the Commission on October 30, 2015, including any subsequently filed amendments and reports updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Certificate of Incorporation of STERIS plc (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed November 6, 2015 (Commission File No. 001-37614))
4.2	Articles of Association of STERIS plc (incorporated herein by reference to Exhibit 3.2 to STERIS plc Form 8-K filed November 6, 2015 (Commission File No. 001-37614))
4.3	Specimen Form of Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended March 31, 2016 (Commission File No. 001-37614))
4.4	STERIS plc 2006 Long-Term Equity Incentive Plan (incorporated herein by reference to Appendix C to the Registrant's definitive proxy statement on Schedule 14A filed June 13, 2016 (Commission File No. 001-37614))
5.1	Opinion of Counsel
15.1	Letter Regarding Unaudited Financial Information
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Counsel (included in Exhibit 5.1)
24.1	Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 8th day of November, 2016.

STERIS plc

By: /s/ Michael J. Tokich
Michael J. Tokich
Senior Vice President, Chief Financial Officer
and Treasurer

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

Date: November 8, 2016 /s/ Walter M Rosebrough, Jr.
Walter M Rosebrough, Jr.
President, Chief Executive Officer and Director
(Principal Executive Officer)

Date: November 8, 2016 /s/ Michael J. Tokich
Michael J. Tokich
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer and Principal Accounting Officer)

Date: November 8, 2016 *
John P. Wareham
Chairman and Director

Date: November 8, 2016 *
Richard C. Breeden
Director

Date: November 8, 2016

*

Cynthia L. Feldmann
Director

Date: November 8, 2016

*

Jacqueline B. Kosecoff
Director

Date: November 8, 2016

*

David B. Lewis
Director

Date: November 8, 2016

*

Sir Duncan K. Nichol
Director

Date: November 8, 2016

*

Mohsen M. Sohi
Director

Date: November 8, 2016

*

Richard M. Steeves
Director

Date: November 8, 2016

*

Loyal W. Wilson
Director

Date: November 8, 2016

*

Michael B. Wood
Director

* This Registration Statement has been signed on behalf of the above directors by J. Adam Zangerle, as attorney-in-fact pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

DATED: November 8, 2016

By: /s/ J. Adam Zangerle

J. Adam Zangerle, Attorney-in-Fact

EXHIBIT INDEX

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JONES DAY

AUTHORISED AND REGULATED BY THE SOLICITORS REGULATION AUTHORITY
SRA NO. 223597
21 TUDOR STREET • LONDON EC4Y 0DJ • DX 67 LONDON/CHANCERY
TELEPHONE: 020.7039.5959 • FACSIMILE: 020.7039.5999

November 8, 2016

STERIS plc
Chancery House
190 Waterside Road
Hamilton Industrial Park
Leicester
United Kingdom
LE5 1QZ

Re: Registration Statement on Form S-8 of STERIS plc

Ladies and Gentlemen

Introduction

We have acted as advisors to STERIS plc, a public limited company organized under the laws of England and Wales (the “**Company**”), in connection with the STERIS plc 2006 Long-Term Equity Incentive Plan, Assumed as Amended and Restated (the “**Plan**”).

Documents reviewed

In connection with the opinion expressed herein, we have examined the documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion.

Opinion

Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the 4,031,196 ordinary shares of the Company, par value £0.10 per share (the “**Ordinary Shares**”), that may be issued or delivered and sold pursuant to the Plan and the authorized forms of applicable award agreements thereunder will be, when issued and delivered and sold in accordance with such Plan and agreements, validly issued, fully paid and will not be subject to any call for payment of further capital by the Company, provided that the consideration received by the Company for such Ordinary Shares is at least equal to the stated subscription price thereof.

A LIST OF PARTNERS AND THEIR PROFESSIONAL QUALIFICATIONS IS AVAILABLE AT
21 TUDOR STREET • LONDON, EC4Y 0DJ.

ALKHOBAR • AMSTERDAM • ATLANTA • BEIJING • BOSTON • BRISBANE • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS
DETROIT • DUBAI • DÜSSELDORF • FRANKFURT • HONG KONG • HOUSTON • IRVINE • JEDDAH • LONDON • LOS ANGELES
MADRID • MEXICO CITY • MIAMI • MILAN • MOSCOW • MUNICH • NEW YORK • PARIS • PERTH • PITTSBURGH • RIYADH
SAN DIEGO • SAN FRANCISCO • SÃO PAULO • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

STERIS plc
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Assumptions and qualifications

The opinion set forth above is subject to the following limitations, qualifications and assumptions.

As to facts material to the opinion and assumptions expressed herein, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

In rendering the foregoing opinion, we have assumed that:

(i) each allotment of Ordinary Shares made and each award under the Plan granted after the date hereof will have been made in accordance with the Plan and validly approved by the board of directors of the Company or an authorized committee of the board of directors;

(ii) the resolutions authorizing the Company to allot, issue or deliver and sell the Ordinary Shares pursuant to the Plan and the applicable award agreements will remain in full force and effect at all times at which the Ordinary Shares are offered or delivered or sold by the Company, and the Company will take no action inconsistent with such resolutions;

(iii) when authorizing allotments of Ordinary Shares, the directors of the Company will have exercised their powers in accordance with their statutory duties under the Companies Act 2006, the Company's articles of association and English common law;

(iv) as at the dates on which allotments of Ordinary Shares are made or rights to subscribe for Ordinary Shares are granted, the authority granted to the directors of the Company to make such allotments or grants for the purposes of Sections 551 and 561 of the Companies Act 2006 will remain unutilised to the extent necessary to permit such award or allotment;

(v) the consideration payable for each Ordinary Share is no less than its par value and is paid in full in "cash" for the purposes of Section 583(3) of the Companies Act 2006 and otherwise in accordance with the articles of association of the Company and applicable law, in either case in force at each allotment date;

(vi) valid entries are made in relation to the allotment of the Ordinary Shares in the books and registers of the Company;

(vii) the information revealed by our search of November 8, 2016 of the public documents of the Company kept at Companies House in Cardiff (the "**Company Search**") (i) was accurate in all respects and has not since then been altered or added to and (ii) was complete and included all relevant information which had been properly submitted to the Registrar of Companies; and

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(viii) the information revealed by our oral enquiry on November 8, 2016 of the Central Registry of Winding up Petitions (the “**Enquiry**”) was accurate in all respects and has not since the time of such enquiry been altered or added to.

The Company Search is not capable of revealing conclusively whether or not:

(i) a winding up or administration petition or order has been presented or made or a resolution passed for the winding up of a company; or

(ii) a receiver, administrative receiver, administrator or liquidator has been appointed, since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, may not be entered on the public database or recorded on the public microfiches of the relevant company immediately.

The Company Search and the Enquiry are not conclusive that no prior security exists because (i) not all security interests created by a company are required to be registered at the Companies Registry and (ii) a period of 21 days is allowed to effect registration of a charge with the Registrar of Companies.

In addition, the Company Search is not capable of revealing, prior to the making of the relevant order, whether or not a winding up petition has been presented or an application for an administration order has been made nor will the search conclusively reveal whether a charge or other restriction or prohibition has been created in relation to the real property owned by the relevant party.

The Enquiry relates only to a compulsory winding up and is not capable of revealing conclusively whether or not a winding up petition in respect of a compulsory winding up has been presented, since details of the petition may not have been entered on the records of the Central Registry of Winding up Petitions immediately or, in the case of a petition presented to a County Court, may not have been notified to the Central Registry and entered on such records at all, and the response to an enquiry only relates to current petitions (and not those which may have been subsequently withdrawn or otherwise dealt with).

English law

The opinion expressed herein is limited to English law as currently in effect, and we express no opinion as the laws of any other jurisdiction. This letter is to be governed by and construed in accordance with English law.

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Consent

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect registration of the Ordinary Shares to be issued and sold pursuant to the Plan under the Securities Act of 1933 (the "**Act**"). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

LETTER REGARDING UNAUDITED INTERIM FINANCIAL INFORMATION

November 8, 2016
Board of Directors and Shareholders
STERIS plc

We are aware of the incorporation by reference in the Registration Statement (Form S-8) of STERIS plc for the registration of 4,031,196 of its ordinary shares of our report dated August 9, 2016 relating to the unaudited consolidated interim financial statements of STERIS plc and subsidiaries that is included in its Form 10-Q for the quarter ended June 30, 2016.

/s/ Ernst & Young LLP

Cleveland, Ohio
November 8, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) of STERIS plc pertaining to the STERIS plc 2006 Long-Term Equity Incentive Plan of our report dated May 31, 2016, with respect to the consolidated financial statements and financial statement schedule of STERIS plc and subsidiaries and the effectiveness of internal control over financial reporting of STERIS plc and subsidiaries included in its Annual Report (Form 10-K) for the year ended March 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young

Cleveland, Ohio
November 8, 2016

STERIS plc
REGISTRATION STATEMENT ON FORM S-8
POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each of the undersigned directors and officers of STERIS plc, a public limited company organized under the laws of England and Wales (the “**Registrant**”), does hereby constitute and appoint each of Walter M Rosebrough, Jr., Michael J. Tokich, and J. Adam Zangerle, or any of them, each acting alone, as the true and lawful attorney-in-fact or attorneys-in-fact for each of the undersigned, with full power of substitution and resubstitution, and in the name, place and stead of each of the undersigned, to execute and file (i) one or more Registration Statements on Form S-8 (the “**Form S-8 Registration Statement**”) with respect to the registration under the Securities Act of 1933, as amended, of the Registrant’s ordinary shares, par value £0.01 per share, issuable in connection with the STERIS plc 2006 Long-Term Equity Incentive Plan, (ii) any and all amendments, including post-effective amendments, supplements and exhibits to the Form S-8 Registration Statement and (iii) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority or exchange with respect to the securities covered by the Form S-8 Registration Statement, with full power and authority to do and perform any and all acts and things whatsoever necessary, appropriate or desirable to be done in the premises, or in the name, place and stead of the said director and/or officer, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 25th day of October, 2016.

<u>Signature</u>	<u>Title</u>
<u>/s/ Walter M Rosebrough, Jr.</u> Walter M Rosebrough, Jr.	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Michael J. Tokich</u> Michael J. Tokich	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ John P. Wareham</u> John P. Wareham	Chairman and Director
<u>/s/ Richard C. Breeden</u> Richard C. Breeden	Director
<u>/s/ Cynthia L. Feldmann</u> Cynthia L. Feldmann	Director
<u>/s/ Jacqueline B. Kosecoff</u> Jacqueline B. Kosecoff	Director
<u>/s/ David B. Lewis</u> David B. Lewis	Director

Signature

Title

/s/ Sir Duncan K. Nichol

Sir Duncan K. Nichol

Director

/s/ Mohsen M. Sohi

Mohsen M. Sohi

Director

/s/ Richard M. Steeves

Richard M. Steeves

Director

/s/ Loyal W. Wilson

Loyal W. Wilson

Director

/s/ Michael B. Wood

Michael B. Wood

Director