

Bardwell Kathleen
Form 4
March 28, 2019

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bardwell Kathleen

(Last) (First) (Middle)

C/O RUTHERFORD HOUSE,
STEPHENSONS
WAY, CHADDESSEN

(Street)

DERBY, X0 DE21 6LY

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STERIS plc [STE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Sr. V. P. & C.C.O.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares, 10 pence par value | 03/28/2019 | | D | | 17,441 (1) | D | (2) 0 |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 45.34 | 03/28/2019 | | D | 5,360 | <u>(3)</u> 05/31/2023 | Ordinary Shares 5,360 |
| Employee Stock Option (right to buy) | \$ 53.52 | 03/28/2019 | | D | 7,000 | <u>(4)</u> 05/30/2024 | Ordinary Shares 7,000 |
| Employee Stock Option (right to buy) | \$ 67.98 | 03/28/2019 | | D | 10,000 | <u>(5)</u> 08/10/2025 | Ordinary Shares 10,000 |
| Employee Stock Option (right to buy) | \$ 69.72 | 03/28/2019 | | D | 7,000 | <u>(6)</u> 06/01/2026 | Ordinary Shares 7,000 |
| Employee Stock Option (right to buy) | \$ 77.07 | 03/28/2019 | | D | 10,000 | <u>(7)</u> 05/30/2027 | Ordinary Shares 10,000 |
| Employee Stock Option (right to buy) | \$ 114.22 | 03/28/2019 | | D | 9,332 | <u>(8)</u> 05/31/2028 | Ordinary Shares 9,332 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Bardwell Kathleen
 C/O RUTHERFORD HOUSE, STEPHENSONS WAY
 CHADDESSEN
 DERBY, X0 DE21 6LY

Sr. V. P. & C.C.O.

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of
 Attorney

03/28/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 5,072 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 625 on May 28, 2019; 500 on May 30, 2019; 393 on May 31, 2019; 500 on June 3, 2019; 375 on October 1, 2019; 500 on June 1, 2020; 500 on June 1, 2020; 393 on June 1, 2020; 500 on June 1, 2021; 393 on June 1, 2021 and 393 on May 31, 2022.

(2) Represents ordinary shares of STERIS plc, a public limited company organized under the laws of England and Wales ("Old STERIS"), cancelled pursuant to a court-approved scheme of arrangement under English law (the "Scheme"). In connection with the Scheme, the reporting person received ordinary shares of STERIS plc, a public limited company organized under the laws of Ireland ("STERIS"), in an amount equal to the number of the reporting person's cancelled Old STERIS shares. The reporting person's STERIS shares will be subject to terms and conditions, including restrictions, substantially identical to those that were applicable to the Old STERIS shares. Following the completion of the Scheme, STERIS became the ultimate holding company of Old STERIS.

(3) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 5,360 ordinary shares of STERIS for \$45.34 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.

(4) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 7,000 ordinary shares of STERIS for \$53.52 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.

(5) This option becomes exercisable as follows: 2,500 on May 28, 2016; 2,500 on May 28, 2017; 2,500 on May 28, 2018; and 2,500 on May 28, 2019. This option was assumed by STERIS under the Scheme and converted to an option to purchase 10,000 ordinary shares of STERIS for \$67.98 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.

(6) This option becomes exercisable as follows: 1,750 on June 1, 2017; 1,750 on June 1, 2018; 1,750 on June 3, 2019 and 1,750 on June 1, 2020. This option was assumed by STERIS under the Scheme and converted to an option to purchase 7,000 ordinary shares of STERIS for \$69.72 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.

(7) This option becomes exercisable as follows: 2,500 on May 30, 2018; 2,500 on May 30, 2019; 2,500 on June 1, 2020 and 2,500 on June 1, 2021. This option was assumed by STERIS under the Scheme and converted to an option to purchase 10,000 ordinary shares of STERIS for \$77.07 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.

(8) This option becomes exercisable as follows: 2,333 on May 31, 2019; 2,333 on June 1, 2020; 2,333 on June 1, 2021 and 2,333 on May 31, 2022. This option was assumed by STERIS under the Scheme and converted to an option to purchase 9,332 ordinary shares of STERIS for \$114.22 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.

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

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