

Breeden Richard C
 Form 4
 March 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Breeden Richard C

(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)

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) | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Ordinary Shares, 10 pence par value | 03/28/2019 | | D | 28,548 | D | 11 | 0 | D |
| Ordinary Shares, 10 pence par value | 03/28/2019 | | D | 72,242 | D | 11 | 0 | I |

See Footnote Below. (2)
(3)

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

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(9-02)

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 |
| Director Stock Option (right to buy) | \$ 32.34 | 03/28/2019 | | D | 3,133 | <u>(4)</u> 08/04/2020 | Ordinary Shares 3,133 |
| Director Stock Option (right to buy) | \$ 31.61 | 03/28/2019 | | D | 3,121 | <u>(5)</u> 08/03/2021 | Ordinary Shares 3,121 |
| Director Stock Option (right to buy) | \$ 32.36 | 03/28/2019 | | D | 3,218 | <u>(6)</u> 08/03/2022 | Ordinary Shares 3,218 |
| Director Stock Option (right to buy) | \$ 43.92 | 03/28/2019 | | D | 4,657 | <u>(7)</u> 08/08/2023 | Ordinary Shares 4,657 |
| Director Stock Option (right to buy) | \$ 51.53 | 03/28/2019 | | D | 4,584 | <u>(8)</u> 08/06/2024 | Ordinary Shares 4,584 |
| Director Stock Option (right to | \$ 64.05 | 03/28/2019 | | D | 4,110 | <u>(9)</u> 08/31/2025 | Ordinary Shares 4,110 |

| | | | | | | | | | |
|--|-------------|------------|---|--------|-------------|-------------|--------------------|--------|--|
| buy) | | | | | | | | | |
| Director Stock Option (right to buy) | \$ 71.4 | 03/28/2019 | D | 3,781 | <u>(10)</u> | 08/10/2026 | Ordinary Shares | 3,781 | |
| Director Stock Option (right to buy) | \$ 86.23 | 03/28/2019 | D | 4,058 | <u>(11)</u> | 08/09/2027 | Ordinary Shares | 4,058 | |
| Director Stock Option (right to buy) | \$ 114.74 | 03/28/2019 | D | 3,495 | <u>(12)</u> | 08/09/2028 | Ordinary Shares | 3,495 | |
| Career Restricted Stock Units | <u>(13)</u> | 03/28/2019 | D | 12,716 | <u>(13)</u> | <u>(13)</u> | Ordinary Shares | 12,716 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Breeden Richard C C/O RUTHERFORD HOUSE, STEPHENSONS WAY CHADDESSEN DERBY, X0 DE21 6LY | X | | | |

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) 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.
- (2) Richard C. Breeden is the managing member of Breeden Capital Partners LLC, managing member and chairman and chief executive officer of Breeden Capital Management LLC. Breeden Capital Partners LLC is in turn the general partner of Breeden Partners L.P. (the "Fund").

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- Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended, Mr. Breeden in his capacity as managing member, as well as chairman and chief executive officer of Breeden Capital Management LLC and as the managing member of Breeden Capital Partners LLC, may be deemed to be the indirect beneficial owner of the ordinary shares owned by the Fund and its General Partner, and may be deemed to have beneficial ownership of all such shares.
- (3) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,133 ordinary shares of STERIS for \$32.34 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 3,121 ordinary shares of STERIS for \$31.61 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (5) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,218 ordinary shares of STERIS for \$32.36 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (6) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,657 ordinary shares of STERIS for \$43.92 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (7) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,584 ordinary shares of STERIS for \$51.53 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (8) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,110 ordinary shares of STERIS for \$64.05 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (9) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,781 ordinary shares of STERIS for \$71.40 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (10) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,058 ordinary shares of STERIS for \$86.23 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (11) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,495 ordinary shares of STERIS for \$114.74 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (12) These career restricted stock units were assumed by STERIS pursuant to the Scheme and converted to career restricted stock units of STERIS representing the right to receive 12,716 STERIS ordinary shares. These career restricted stock units are fully vested and will be settled in STERIS ordinary shares six months after the cessation of the reporting person's board service, subject to the terms and conditions of the award agreement.
- (13)

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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