Burton Karen L Form 4 March 28, 2019

FORM 4

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

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Burton Karen L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First) (Middle) STERIS plc [STE]

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

6. Individual or Joint/Group Filing(Check

03/28/2019

VP, Controller & CAO

(Check all applicable)

STEPHENSONS WAY, CHADDESDEN

C/O RUTHERFORD HOUSE,

(Street) 4. If Amendment, Date Original

Applicable Line)

Transaction(s)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

DERBY, X0 DE21 6LY

(State)

(City)

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	Dispos
(Ilisti. 3)		(Month/Day/Year)		

(Zip)

urities red (A) or sed of (D) 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned **Following** (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

Code V Amount

(Instr. 3 and 4) Price (D)

(A)

Ordinary

value

Shares, 10 03/28/2019 pence par

8,404 D (1)

0 D (2)

D

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

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Transactionof Code Se (Instr. 8) Ac (A Di (D) (Instr. 8)	curities equired) or sposed of	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)	\$ 36.09	03/28/2019		D	3,800	(3)	05/31/2021	Ordinary Shares	3,800
Employee Stock Option (right to buy)	\$ 29.94	03/28/2019		D	3,700	<u>(4)</u>	05/30/2022	Ordinary Shares	3,700
Employee Stock Option (right to buy)	\$ 45.34	03/28/2019		D	4,040	<u>(5)</u>	05/31/2023	Ordinary Shares	4,040
Employee Stock Option (right to buy)	\$ 53.52	03/28/2019		D	3,400	<u>(6)</u>	05/30/2024	Ordinary Shares	3,400
Employee Stock Option (right to buy)	\$ 66.15	03/28/2019		D	2,852	<u>(7)</u>	05/28/2025	Ordinary Shares	2,852
Employee Stock Option (right to buy)	\$ 69.72	03/28/2019		D	2,600	<u>(8)</u>	06/01/2026	Ordinary Shares	2,600
Employee Stock	\$ 77.07	03/28/2019		D	4,000	<u>(9)</u>	05/30/2027	Ordinary Shares	4,000

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Option (right to buy)

Employee

Stock Option (right to

buy)

\$ 114.22 03/28/2019 D 7,900 (10)

Ordinary 05/31/2028

Shares

7.900

Reporting Owners

Reporting Owner Name / Address

Relationships

Officer Director 10% Owner

Other

Burton Karen L

C/O RUTHERFORD HOUSE, STEPHENSONS WAY **CHADDESDEN**

VP, Controller & CAO

DERBY, X0 DE21 6LY

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).
- 7,016 of these ordinary shares are restricted and vest as follows: 764 on May 28, 2019; 700 on October 1, 2019; 1,220 on June 1, 2020; **(1)** 3,000 on June 1, 2021; and 1,332 on May 31, 2022.
 - 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
- **(2)** 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.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,800 ordinary shares of STERIS for \$36.09 per share, subject to the same terms and conditions that were applicable to the original Old **(3)** STERIS option.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,700 ordinary shares of STERIS for \$29.94 per share, subject to the same terms and conditions that were applicable to the original Old **(4)** STERIS option.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,040 (5) 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.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,400 **(6)** 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.
- This option becomes exercisable as follows: 713 on May 28, 2016, 713 on May 30, 2017, 713 on May 29, 2018 and 713 on May 28, 2019. This option was assumed by STERIS under the Scheme and converted to an option to purchase 2,852 ordinary shares of STERIS for \$66.15 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.

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- This option becomes exercisable as follows: 650 on June 1, 2017, 650 on June 1, 2018, 650 on June 3, 2019 and 650 on June 1, 2020. This option was assumed by STERIS under the Scheme and converted to an option to purchase 2,600 ordinary shares of STERIS for
- **(8)** \$69.72 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- This option becomes exercisable as follows: 1,000 on May 30, 2018; 1,000 on May 30, 2019; 1,000 on June 1, 2020 and 1,000 on June 1, 2021. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,000 ordinary shares of **(9)** STERIS for \$77.07 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- This option becomes exercisable as follows: 1,975 on May 31, 2019; 1,975 on June 1, 2020; 1,975 on June 1, 2021 and 1,975 on May (10) 31, 2022. This option was assumed by STERIS under the Scheme and converted to an option to purchase 7,900 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.