

Burton Karen L
 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 *
 Burton Karen L

(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)
 VP, Controller & CAO

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 | (1) | 8,404 | D | (2) 0 |

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

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SEC 1474 (9-02)

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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) | 8. D S (I | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------|----------------------------|
| | | | | 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 | <u>(3)</u> 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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- 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.
- (8) This option was assumed by STERIS under the Scheme and converted to an option to purchase 2,600 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.
- 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 STERIS for \$77.07 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- (9)
- 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 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.
- (10)

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.