

TOKICH MICHAEL J
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 *
TOKICH MICHAEL J

(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. Vice Pres., CFO

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		50,458 (1)	D	
Ordinary Shares, 10 pence par value	03/28/2019		D		3,406 (2)	I	See Footnote Below. (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
Employee Stock Option (right to buy)	\$ 45.34	03/28/2019		D	22,000	<u>(4)</u> 05/31/2023	Ordinary Shares 22,000
Employee Stock Option (right to buy)	\$ 53.52	03/28/2019		D	28,000	<u>(5)</u> 05/30/2024	Ordinary Shares 28,000
Employee Stock Option (right to buy)	\$ 67.98	03/28/2019		D	20,000	<u>(6)</u> 08/10/2025	Ordinary Shares 20,000
Employee Stock Option (right to buy)	\$ 69.72	03/28/2019		D	30,000	<u>(7)</u> 06/01/2026	Ordinary Shares 30,000
Employee Stock Option (right to buy)	\$ 77.07	03/28/2019		D	32,000	<u>(8)</u> 05/30/2027	Ordinary Shares 32,000
Employee Stock Option (right to buy)	\$ 114.22	03/28/2019		D	46,664	<u>(9)</u> 05/31/2028	Ordinary Shares 46,664

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOKICH MICHAEL J C/O RUTHERFORD HOUSE, STEPHENSONS WAY CHADDESSEN DERBY, X0 DE21 6LY			Sr. Vice Pres., CFO	

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) 25,940 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 7,000 on May 28, 2019; 4,000 on October 1, 2019; 4,700 on June 1, 2020; 6,000 on June 1, 2021; and 4,240 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 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) Units representing 3,406 ordinary share equivalents are held on behalf of the Reporting Person under the STERIS Corporation 401(k) Plan as of March 27, 2019.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 22,000 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.
- (3) This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 28,000 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.
- This option will become exercisable as follows: 5,000 on May 28, 2016; 5,000 on May 28, 2017; 5,000 on May 28, 2018 and 5,000 on May 28, 2019. This option was assumed by STERIS under the Scheme and converted to an option to purchase 20,000 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.
- (4) This option becomes exercisable as follows: 7,500 on June 1, 2017; 7,500 on June 1, 2018; 7,500 on June 3, 2019 and 7,500 on June 1, 2020. This option was assumed by STERIS under the Scheme and converted to an option to purchase 30,000 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.
- This option becomes exercisable as follows: 8,000 on May 30, 2018; 8,000 on May 30, 2019; 8,000 on June 1, 2020 and 8,000 on June 1, 2021. This option was assumed by STERIS under the Scheme and converted to an option to purchase 32,000 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.
- (5) This option becomes exercisable as follows: 11,666 on May 31, 2019; 11,666 on June 1, 2020; 11,666 on June 1, 2021 and 11,666 on May 31, 2022. This option was assumed by STERIS under the Scheme and converted to an option to purchase 46,664 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.