

KOSECOFF JACQUELINE B

Form 4

March 28, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KOSECOFF JACQUELINE B

(Last) (First) (Middle)

C/O RUTHERFORD HOUSE,  
STEPHENSONS  
WAY, CHADDESSEN

(Street)

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

DERBY, X0 DE21 6LY

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, 10 pence par value	03/28/2019		D		42,830	D	11 0
						I	

See  
Footnote  
Below <sup>(2)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 28.08	03/28/2019		D		3,609		<u>(3)</u>	07/31/2019	Ordinary Shares	3,609
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	\$ 64.05	03/28/2019		D		4,110		<u>(9)</u>	08/31/2025	Ordinary Shares	4,110

Option  
(right to  
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
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Director  
Stock

Option (right to buy)	\$ 86.23	03/28/2019	D	927	<u>(11)</u>	08/09/2027	Ordinary Shares	927
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Director  
Stock

Option (right to buy)	\$ 114.74	03/28/2019	D	436	<u>(12)</u>	08/09/2028	Ordinary Shares	436
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Career  
Restricted  
Stock  
Units

<u>(13)</u>	03/28/2019	D	3,184	<u>(13)</u>	<u>(13)</u>	Ordinary Shares	3,184
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

KOSECOFF JACQUELINE B  
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.

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- (2) These ordinary shares are held in a revocable family trust of the Reporting Person and the Reporting Person's spouse, as Co-Trustees. 1,260 shares that had been directly held were transferred to the trust on November 23, 2018.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,609
- (3) ordinary shares of STERIS for \$28.08 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 3,133
- (4) 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.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,121
- (5) 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.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,218
- (6) 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.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,657
- (7) 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.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,584
- (8) 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.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 4,110
- (9) 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.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 3,781
- (10) 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.
- This option is fully vested. This option was assumed by STERIS under the Scheme and converted to an option to purchase 927 ordinary
- (11) shares of STERIS for \$86.23 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 436 ordinary
- (12) shares of STERIS for \$114.74 per share, subject to the same terms and conditions that were applicable to the original Old STERIS option.
- These career restricted stock units were assumed by STERIS pursuant to the Scheme and converted to career restricted stock units of
- (13) STERIS representing the right to receive 3,184 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.

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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