

TOKICH MICHAEL J
Form 4
October 24, 2017

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 CHANCERY HOUSE, 190
WATERSIDE ROAD, HAMILTON
INDUSTRIAL PARK

(Street)

LEICESTER, X0 LE5 1QZ

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Sr. Vice Pres., CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 or (D) Price | | |
| Ordinary Shares, 10 pence par value | 10/23/2017 | | M | | 11,000 ⁽¹⁾ A \$ 31.87 | 58,588 | D |
| Ordinary Shares, 10 pence par value | 10/23/2017 | | S | | 11,000 ⁽¹⁾ D \$ 92 | 47,588 ⁽²⁾ | D |
| Ordinary Shares, 10 pence par | | | | | | 3,347 | I See Footnote Below. ⁽³⁾ |

value

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 31.87 | 10/23/2017 | | M | 11,000 | ⁽⁴⁾ 05/20/2020 | Ordinary Shares | 11,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOKICH MICHAEL J C/O CHANCERY HOUSE, 190 WATERSIDE ROAD HAMILTON INDUSTRIAL PARK LEICESTER, X0 LE5 1QZ | | | Sr. Vice Pres., CFO | |

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of Attorney

10/24/2017

__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) This exercise and sale of a total of 11,000 ordinary shares is pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on August 25, 2017.

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- (2) 26,200 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 4,500 on May 30, 2018; 7,000 on May 28, 2019; 4,000 on October 1, 2019; 4,700 on June 1, 2020 and 6,000 on June 1, 2021.
- (3) Units representing 3,347 ordinary share equivalents are held on behalf of the Reporting Person under the STERIS Corporation 401(k) Plan as of October 23, 2017.
This option to purchase 11,000 STERIS plc ordinary shares, which is fully vested, was received in the Merger in exchange for an option
- (4) to purchase 11,000 STERIS Corporation common shares for \$31.87 per share, subject to the same terms and conditions as the original STERIS stock option.

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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