

Breeden Richard C
 Form 4
 August 10, 2018

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 *
 Breeden Richard C

(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)
 08/09/2018

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)

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)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	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)	\$ 114.74	08/09/2018	A		3,495		<u>(1)</u>	08/09/2028	Ordinary Shares	3,495
Career Restricted Stock Units	<u>(2)</u>	08/09/2018	A		872		<u>(3)</u>	<u>(3)</u>	Ordinary Shares	872
Career Restricted Stock Units	<u>(2)</u>	08/09/2018	A		566		<u>(3)</u>	<u>(3)</u>	Ordinary Shares	566

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breeden Richard C C/O RUTHERFORD HOUSE, STEPHENSONS WAY CHADDESSEN DERBY, X0 DE21 6LY	X			

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of Attorney
**Signature of Reporting Person
08/10/2018
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) These nonqualified stock options are fully vested and are exercisable immediately.
- (2) Each Career Restricted Stock Unit represents the right to receive one STERIS ordinary share six months after the cessation of the Director's Board service.
- (3) These Career Restricted Stock Units are fully vested immediately. They will be settled in STERIS ordinary shares six months after the cessation of the Director's Board service.

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(4) These Career Restricted Stock Units were issued to the Reporting Person in lieu of fees of \$65,000.

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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