

Steris plc  
Form S-8  
November 08, 2016

As filed with the Securities and Exchange Commission on November 8, 2016.

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**STERIS plc**

**(Exact Name of Registrant as Specified in Its Charter)**

**England and Wales**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**Chancery House, 190 Waterside Road,**

**98-1203539**  
**(I.R.S. Employer**

**Identification No.)**

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**Hamilton Industrial Park, Leicester LE5 1QZ**

**United Kingdom**

**(Address of Principal Executive Offices, Including Zip Code)**

**STERIS plc 2006 Long-Term Equity Incentive Plan**

**(Full Title of the Plan)**

**J. Adam Zangerle**

**Vice President, General Counsel and Secretary**

**STERIS plc**

**5960 Heisley Road**

**Mentor, Ohio 44060-1868**

**(440) 354-2600**

**(Name, Address and Telephone Number, Including Area Code, of Agent For Service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

| <b>Title of Securities</b>                 | <b>Amount</b>               | <b>Proposed</b>        | <b>Proposed</b>              |                         |
|--|-----------------------------|------------------------|------------------------------|-------------------------|
| <b>to be Registered</b>                    | <b>to be</b>                | <b>Maximum</b>         | <b>Maximum</b>               | <b>Amount of</b>        |
|  | <b>Registered</b>           | <b>Offering Price</b>  | <b>Offering Price</b>        | <b>Registration Fee</b> |
| Ordinary Shares, par value £0.10 per share | 4,031,196 <sup>(1)(2)</sup> | \$64.69 <sup>(3)</sup> | \$260,778,069 <sup>(3)</sup> | \$30,224.18             |

- (1) Represents ordinary shares, par value £0.10 per share ( *Ordinary Shares* ), of STERIS plc (the *Registrant* ) issuable pursuant to the STERIS plc 2006 Long-Term Equity Incentive Plan, as amended and restated effective August 2, 2016 (the *Plan* ), not already registered that are being registered hereby.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the *Securities Act* ), this Registration Statement also covers such additional Ordinary Shares as may become issuable pursuant to the anti-dilution provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of the Ordinary Shares on the New York Stock Exchange on November 4, 2016, within five business days prior to filing.

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## EXPLANATORY NOTE

The Registrant hereby files this Registration Statement on Form S-8 with the Securities and Exchange Commission (the *Commission*) to register additional securities of the same class as other securities for which a previously filed registration statement on Form S-8 and S-4 relating to the Plan (formerly known as the STERIS plc 2006 Long-Term Equity Incentive Plan, Assumed as Amended and Restated Effective November 2, 2015) is effective.

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 (Registration No. 333-207721) filed by the Registrant on November 2, 2015 with respect to the Plan, including all attachments and exhibits thereto, with the exception of Items 3 and 8 of Part II of such prior registration statement, each of which is amended and restated in its entirety herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), and, in accordance therewith, files reports, proxy statements and other information with the Commission. The following documents filed with Commission by the Registrant pursuant to the Exchange Act are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2016 (Commission File No. 001-37614);
- (b) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 (Commission File No. 001-37614);
- (c) The Registrant's Current Reports on Form 8-K (Commission File No. 001-37614), filed with the Commission on May 18, 2016 (only Item 5.02) and August 3, 2016; and
- (d) The description of the Registrant's Ordinary Shares set forth in the Form 8-A Registration Statement (Commission File No. 001-37614) filed with the Commission on October 30, 2015, including any subsequently filed amendments and reports updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration

Statement.

**Item 8. Exhibits.**

| Exhibit Number | Description   |
|----------------|---|
| 4.1            | Certificate of Incorporation of STERIS plc (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed November 6, 2015 (Commission File No. 001-37614))                  |
| 4.2            | Articles of Association of STERIS plc (incorporated herein by reference to Exhibit 3.2 to STERIS plc Form 8-K filed November 6, 2015 (Commission File No. 001-37614))   |
| 4.3            | Specimen Form of Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended March 31, 2016 (Commission File No. 001-37614))               |
| 4.4            | STERIS plc 2006 Long-Term Equity Incentive Plan (incorporated herein by reference to Appendix C to the Registrant's definitive proxy statement on Schedule 14A filed June 13, 2016 (Commission File No. 001-37614)) |
| 5.1            | Opinion of Counsel  |
| 15.1           | Letter Regarding Unaudited Financial Information  |
| 23.1           | Consent of Independent Registered Public Accounting Firm  |
| 23.2           | Consent of Counsel (included in Exhibit 5.1)  |
| 24.1           | Power of Attorney   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mentor, State of Ohio, on this 8th day of November, 2016.

**STERIS plc**

By: /s/ Michael J. Tokich  
Michael J. Tokich

Senior Vice President, Chief Financial Officer  
and Treasurer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Date: November 8, 2016

/s/ Walter M Rosebrough, Jr.

Walter M Rosebrough, Jr.

President, Chief Executive Officer and Director  
(Principal Executive Officer)

Date: November 8, 2016

/s/ Michael J. Tokich

Michael J. Tokich

Senior Vice President, Chief Financial Officer and  
Treasurer

(Principal Financial Officer and Principal Accounting  
Officer)

Date: November 8, 2016

\*

John P. Wareham

Chairman and Director

Date: November 8, 2016

\*

Richard C. Breeden

Director



Date: November 8, 2016

\*

Cynthia L. Feldmann

Director

Date: November 8, 2016

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Jacqueline B. Kosecoff

Director

Date: November 8, 2016

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David B. Lewis

Director

Date: November 8, 2016

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Sir Duncan K. Nichol

Director

Date: November 8, 2016

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Mohsen M. Sohi

Director

Date: November 8, 2016

\*

Richard M. Steeves

Director

Date: November 8, 2016

\*

Loyal W. Wilson

Director

Date: November 8, 2016

\*

Michael B. Wood

Director

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\* This Registration Statement has been signed on behalf of the above directors by J. Adam Zangerle, as attorney-in-fact pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

DATED: November 8, 2016

By: /s/ J. Adam Zangerle  
J. Adam Zangerle, Attorney-in-Fact

**EXHIBIT INDEX**

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