STERIS CORP

Form 4

November 02, 2015

**OMB APPROVAL** 

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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Breeden Richard C Issuer Symbol STERIS CORP [STE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title C/O 5960 HEISLEY ROAD 11/02/2015

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

\_ Other (specify 6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MENTOR, OH 44060

(City)	(State) (S	(Zip) 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. Securit on(A) or Dis (D) (Instr. 3, 4	sposed 4 and 3 (A) or	1 of 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)
Common Shares, No Par Value	11/02/2015		Code V D	Amount 22,195	(D)	Price (1)	0	D	
Common Shares, No Par Value	11/02/2015		D	72,242	D	(1)	0	I	See Footnote Below. (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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### number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	\$ 34.17	11/02/2015		D	2,744	<u>(4)</u>	07/31/2018	Common Shares, No Par Value	2,744
Director Stock Option (right to buy)	\$ 28.08	11/02/2015		D	3,609	<u>(5)</u>	07/31/2019	Common Shares, No Par Value	3,609
Director Stock Option (right to buy)	\$ 32.34	11/02/2015		D	3,133	<u>(6)</u>	08/04/2020	Common Shares, No Par Value	3,133
Director Stock Option (right to buy)	\$ 31.61	11/02/2015		D	3,121	<u>(7)</u>	08/03/2021	Common Shares, No Par Value	3,121
Director Stock Option (right to buy)	\$ 32.36	11/02/2015		D	3,218	<u>(8)</u>	08/03/2022	Common Shares, No Par Value	3,218
Director Stock Option (right to buy)	\$ 43.92	11/02/2015		D	4,657	<u>(9)</u>	08/08/2023	Common Shares, No Par Value	4,657

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Director Stock Option (right to buy)	\$ 51.53	11/02/2015	D	4,584	(10)	08/06/2024	Common Shares, No Par Value	4,584
Director Stock Option (right to buy)	\$ 64.05	11/02/2015	D	4,110	<u>(11)</u>	08/31/2025	Common Shares, No Par Value	4,110
Career Restricted Stock Units	<u>(12)</u>	11/02/2015	D	7,655	(12)	(12)	Common Shares, No Par Value	7,655

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolong of the family frauess	Director	10% Owner	Officer	Other			
Breeden Richard C C/O 5960 HEISLEY ROAD MENTOR, OH 44060	X						

# **Signatures**

/s/ Dennis P. Patton, Authorized Representative under Power of Attorney

11/02/2015

\*\*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).

Represents shares of STERIS Corporation ("STERIS") disposed of pursuant to merger of a wholly-owned subsidiary of STERIS plc ("New STERIS") with and into STERIS, with STERIS surviving the merger as a wholly-owned subsidiary of New STERIS (the

- (1) "Merger"), in exchange for ordinary shares of New STERIS, which was consummated simultaneous with and conditioned on New STERIS' acquisition of Synergy Health plc by commencing a "recommended offer" under English law. At the effective time of the Merger, each STERIS common share was cancelled and converted into the right to receive one New STERIS ordinary share.
- Richard C. Breeden is the managing member of Breeden Capital Partners LLC, managing member and chairman and chief executive officer of Breeden Capital Management LLC. Breeden Capital Partners LLC is in turn the general partner of Breeden Partners L.P. (the "Fund").
- Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended, Mr. Breeden in his capacity as managing member, as well as chairman and chief executive officer of Breeden Capital Management LLC and as the managing member of Breeden Capital Partners LLC, may be deemed to be the indirect beneficial owner of the shares of common stock of the Issuer owned by the Fund and its General Partner, and may be deemed to have beneficial ownership of all such shares.
- This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 2,744 ordinary shares of New STERIS for \$34.17 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
- (5) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,609 ordinary shares of New STERIS for \$28.08 per share, subject to the same terms and conditions that were applicable to the original

Reporting Owners 3

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STERIS option.

- This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,133 ordinary shares of New STERIS for \$32.34 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
- This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,121 ordinary shares of New STERIS for \$31.61 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
- This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,218 ordinary shares of New STERIS for \$32.36 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
- This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 4,657 ordinary shares of New STERIS for \$43.92 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
- This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 4,584 (10) ordinary shares of New STERIS for \$51.53 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
- This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 4,110 (11) ordinary shares of New STERIS for \$64.05 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
- At the effective time of the Merger, each STERIS career restricted stock unit was cancelled and converted to a New STERIS career restricted stock unit, subject to the same terms and conditions that were applicable to the original STERIS career restricted stock unit.

  These New STERIS career restricted stock units are fully vested and will be settled in New STERIS ordinary shares six months after the cessation of the Director's Board service.

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.