

Steris plc
Form 4
November 02, 2015

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 *
Pahwa Sudhir K

(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)
11/02/2015

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)
Sr. V.P., IPT

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, 70.10 Nominal Value	11/02/2015		A		21,288.7296 <u>(1)</u>	A	21,288.7296
						D	

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

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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
Employee Stock Option (right to buy)	\$ 22.83	11/02/2015		A	3,000	<u>(3)</u> 05/21/2019	Ordinary Shares, 70.10 Nominal Value 3,000
Employee Stock Option (right to buy)	\$ 31.87	11/02/2015		A	6,825	<u>(4)</u> 05/20/2020	Ordinary Shares, 70.10 Nominal Value 6,825
Employee Stock Option (right to buy)	\$ 36.09	11/02/2015		A	6,000	<u>(5)</u> 05/31/2021	Ordinary Shares, 70.10 Nominal Value 6,000
Employee Stock Option (right to buy)	\$ 29.94	11/02/2015		A	7,000	<u>(6)</u> 05/30/2022	Ordinary Shares, 70.10 Nominal Value 7,000
Employee Stock Option (right to buy)	\$ 45.34	11/02/2015		A	9,552	<u>(7)</u> 05/31/2023	Ordinary Shares, 70.10 Nominal Value 9,552
Employee Stock Option (right to buy)	\$ 53.52	11/02/2015		A	17,500	<u>(8)</u> 05/30/2024	Ordinary Shares, 70.10 Nominal Value 17,500
Employee Stock Option (right to buy)	\$ 67.98	11/02/2015		A	18,000	<u>(9)</u> 08/10/2025	Ordinary Shares, 70.10 Nominal Value 18,000

buy)

Value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pahwa Sudhir K C/O CHANCERY HOUSE, 190 WATERSIDE ROAD HAMILTON INDUSTRIAL PARK LEICESTER, X0 LE5 1QZ			Sr. V.P., IPT	

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).
- (1) 8,650 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 1,250 on May 31, 2016; 1,075 on May 31, 2016; 1,075 on May 31, 2017; 750 on May 30, 2016; 750 on May 30, 2017; 750 on May 30, 2018; 750 on May 30, 2016; 750 on May 29, 2017; 750 on May 28, 2018 and 750 on May 28, 2019. 2,027.6908 of these Common Shares are jointly held by the Reporting Person and his spouse in a joint brokerage account.
- Represents ordinary shares of STERIS plc ("New STERIS") acquired pursuant to merger of a wholly-owned subsidiary of New STERIS with and into STERIS Corporation ("STERIS"), with STERIS surviving the merger as a wholly-owned subsidiary of New STERIS (the
- (2) "Merger"), in exchange for common shares of 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.
- This option to purchase 3,000 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option
- (3) to purchase 3,000 STERIS common shares for \$22.83 per share, subject to the same terms and conditions as the original STERIS stock option.
- This option to purchase 6,825 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option
- (4) to purchase 6,825 STERIS common shares for \$31.87 per share, subject to the same terms and conditions as the original STERIS stock option.
- This option to purchase 6,000 New STERIS ordinary shares, which is fully vested, was received in the Merger in exchange for an option
- (5) to purchase 6,000 STERIS common shares for \$36.09 per share, subject to the same terms and conditions as the original STERIS stock option.
- This option became or will become exercisable as follows: 1,750 on May 30, 2013; 1,750 on May 30, 2014; 1,750 on May 30, 2015 and
- (6) 1,750 on May 30, 2016. This option was received in the Merger in exchange for an option to purchase 7,000 STERIS common shares for \$29.94 per share, subject to the same terms and conditions as the original STERIS stock option.
- This option became or will become exercisable as follows: 2,388 on May 31, 2014; 2,388 on May 31, 2015; 2,388 on May 31, 2016 and
- (7) 2,388 on May 31, 2017. This option was received in the Merger in exchange for an option to purchase 9,552 STERIS common shares for \$45.34 per share, subject to the same terms and conditions as the original STERIS stock option.
- This option became or will become exercisable as follows: 4,375 on May 30, 2015; 4,375 on May 30, 2016; 4,375 on May 30, 2017 and
- (8) 4,375 on May 30, 2018. This option was received in the Merger in exchange for an option to purchase 17,500 STERIS common shares for \$53.52 per share, subject to the same terms and conditions as the original STERIS stock option.
- This option will become exercisable as follows: 4,500 on May 28, 2016; 4,500 on May 28, 2017; 4,500 on May 28, 2018 and 4,500 on
- (9) May 28, 2019. This option was received in the Merger in exchange for an option to purchase 18,000 STERIS common shares for \$67.98 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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1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)

Waddell & Reed Financial Services, Inc. Tax ID No. 43-1414157

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Missouri

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 1,638,445 (See Item 4)

6. SHARED VOTING POWER 0

7. SOLE DISPOSITIVE POWER 1,638,445 (See Item 4)

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,638,445 (See Item 4)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 3.4

12. TYPE OF PERSON REPORTING: HC

CUSIP No. 929740108

13G

1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)

Waddell & Reed Financial, Inc. Tax ID No. 51-0261715

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 2,077,845 (See Item 4)

6. SHARED VOTING POWER 0

7. SOLE DISPOSITIVE POWER 2,077,845 (See Item 4)

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,077,845 (See Item 4)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 4.3

12. TYPE OF PERSON REPORTING: HC

Item 1(a): Name of Issuer: Westinghouse Air Brake Technologies Corporation

Item 1(b): Address of Issuer's Principal Executive Offices:
1001 Air Brake Avenue

Wilmerding, PA 15148

Item 2(a): Name of Person Filing:

- (i) Waddell & Reed Financial, Inc.
- (ii) Waddell & Reed Financial Services, Inc.
- (iii) Waddell & Reed, Inc.
- (iv) Waddell & Reed Investment Management Company
- (v) Ivy Investment Management Company

Item 2(b): Address of Principal Business Office:

(i)-(v): 6300 Lamar Avenue

Overland Park, KS 66202

Item 2(c): Citizenship:

(i), (iii) and (v): Delaware

- (ii): Missouri
- (iv): Kansas

Item 2(d): Title of Class of Securities: Common Stock

Item 2(e): CUSIP Number: 929740108

Item 3: The reporting person is:

- (i) Waddell & Reed Financial, Inc., a parent holding company in accordance with Reg. 240.13d-1(b)(1)(ii)(G);
- (ii) Waddell & Reed Financial Services, Inc., a parent holding company in accordance with Reg. 240.13d-1(b)(1)(ii)(G);
- (iii) Waddell & Reed, Inc., a broker-dealer registered under section 15 of the Act (15 U.S.C. 78o); and
- (iv) Waddell & Reed Investment Management Company, an investment advisor in accordance with Reg. 240.13d-1(b)(1)(ii)(E).
- (v) Ivy Investment Management Company, an investment advisor in accordance with Reg. 240.13d-1(b)(1)(ii)(E).

Item 4: Ownership

The securities reported on herein are beneficially owned by one or more open-end investment companies or other managed accounts which are advised or sub-advised by Ivy Investment Management Company (IICO), an investment advisory subsidiary of Waddell & Reed Financial, Inc. (WDR) or Waddell & Reed Investment Management Company (WRIMCO), an investment advisory subsidiary of Waddell & Reed, Inc. (WRI). WRI is a broker-dealer and underwriting subsidiary of Waddell & Reed Financial Services, Inc., a parent holding company (WRFSI). In turn, WRFSI is a subsidiary of WDR, a publicly traded company. The investment advisory contracts grant IICO and WRIMCO all investment and/or voting power over securities owned by such advisory clients. The investment sub-advisory contracts grant IICO and WRIMCO investment power over securities owned by such sub-advisory clients and, in most cases, voting power. Any investment restriction of a sub-advisory contract does not restrict investment discretion or power in a material manner. Therefore, IICO and/or WRIMCO may be deemed the beneficial owner of the securities covered by this statement under Rule 13d-3 of the Securities Exchange Act of 1934 (the 1934 Act).

IICO, WRIMCO, WRI, WRFSI and WDR are of the view that they are not acting as a group for purposes of Section 13(d) under the 1934 Act. Indirect beneficial ownership is attributed to the respective parent companies solely because of the parent companies control relationship to WRIMCO and IICO.

- (a) Amount beneficially owned: 2,077,845
- (b) Percent of class: 4.3
- (c) Number of shares as to which the person has:

- (i) Sole voting power to vote or to direct the vote:

WDR: 2,077,845 (indirect)

WRFSI: 1,638,445 (indirect)

WRI: 1,638,445 (indirect)

WRIMCO: 1,638,445 (direct)

IICO: 439,400 (direct)

- (ii) Shared power to vote or to direct the vote: 0

- (iii) Sole power to dispose or to direct the disposition of:

WDR: 2,077,845 (indirect)

WRFSI: 1,638,445 (indirect)

WRI: 1,638,445 (indirect)

WRIMCO: 1,638,445 (direct)

IICO: 439,400 (direct)

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(iv) Shared power to dispose or to direct the disposition of: 0

Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [X]

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

The clients of IICO and WRIMCO, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive dividends from, as well as the proceeds from the sale of, such securities.

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

See Attached Exhibit 2.

Item 8: Identification and Classification of Members of the Group:

Not Applicable.

Item 9: Notice of Dissolution of Group:

Not Applicable.

Item 10: **Certification:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2012

Waddell & Reed Financial, Inc.

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

Waddell & Reed Financial Services, Inc.

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

Waddell & Reed, Inc.

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

Waddell & Reed Investment Management Company

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

Ivy Investment Management Company

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement
2	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
3	Power of Attorney