

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): June 26, 2023

SOTERA HEALTH COMPANY

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-39729

(Commission File Number)

47-3531161

(IRS Employer Identification No.)

9100 South Hills Blvd, Suite 300

Broadview Heights, Ohio 44147

(Address of Principal Executive Offices) (Zip Code)

(440) 262-1410

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Exchange on which registered
Common stock, \$0.01 par value per share	SHC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 26, 2023, Sotera Health Company (the "Company") announced the appointment of Jonathan M. Lyons as Senior Vice President and Chief Financial Officer ("CFO") of the Company, effective June 26, 2023. Mr. Lyons, age 46, who succeeds Michael F. Biehl as the Company's Interim CFO, previously served as Vice President, Corporate Financial Planning and Analysis ("FP&A") and Transformation at Owens Corning. Prior to that, he served in multiple leadership roles at Owens Corning, including Vice President, Corporate Development and FP&A, Vice President, Finance and Supply Chain for Owens Corning's Insulation business, and as Vice President, Finance and Supply Chain for its Composites business. Mr. Lyons also served as Owens Corning's Vice President and Treasurer. Owens Corning is not a parent, subsidiary or affiliate of the Company.

In connection with Mr. Lyons' appointment as Senior Vice President and CFO, he will receive an annual base salary of \$475,000 and his target annual bonus opportunity under the Company's Annual Incentive Plan is equal to 70% of his annual base salary, prorated to his start date. Mr. Lyons' annual long-term equity incentive award ("LTI") target grant date fair value is \$1,200,000, which for 2023 will be prorated to his start date and comprised of restricted stock units ("RSUs") and stock options, each with a target grant date fair value of \$300,000. The LTI awards will vest in substantially equal yearly installments on each of the first three anniversaries of the date of grant. To compensate Mr. Lyons for the value of cash and equity incentive awards that he forfeits upon leaving Owens Corning, he will also receive a sign-on cash payment of \$200,000 and a sign-on LTI award comprised of RSUs with a grant date fair value of \$1,000,000 that will vest in substantially equal yearly installments on each of the first three anniversaries of the date of grant. Mr. Lyons' sign-on cash payment is subject to pro-rated repayment in the event Mr. Lyons terminates his employment for any reason other than death or disability or the Company terminates his employment for "cause" (as defined in Mr. Lyons' offer letter), in each case prior to June 26, 2025.

Pursuant to the terms of his offer letter, in the event of a termination of Mr. Lyons' employment by the Company without "cause" (as defined in the offer letter), Mr. Lyons, upon execution of a general release of claims in the Company's favor and subject to continued compliance with the terms of such release and any restrictive covenants to which he is subject, will be eligible to receive a continuation of his then-current annual base salary for 12 months. In connection with the commencement of his employment, Mr. Lyons will execute the Company's standard restrictive covenant and indemnification agreements.

There was no arrangement or understanding between Mr. Lyons and any other persons, pursuant to which Mr. Lyons was appointed to serve as Senior Vice President and CFO and as the Company's principal accounting officer. There is no family relationship between Mr. Lyons and any of the Company's other officers and directors. Additionally, there has not been any transaction or currently proposed transaction, in which the Company was or is to be a participant and the amount involved exceeds \$120,000, and in which Mr. Lyons had or will have a direct or indirect material interest since the beginning of the Company's last fiscal year.

Item 7.01. Regulation FD Disclosure.

On June 26, 2023, the Company issued a press release in connection with the foregoing, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit Number	Description
99.1	Press Release, dated June 26, 2023

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sotera Health Company
(Registrant)

Date: June 26, 2023

By: /s/ Alexander Dimitrief
Alexander Dimitrief
Senior Vice President, General Counsel and Secretary



Sotera Health Announces Jon Lyons as New Senior Vice President and Chief Financial Officer

CLEVELAND, OH, June 26, 2023 - Sotera Health Company (Nasdaq: SHC), a leading global provider of mission-critical end-to-end sterilization solutions and lab testing and advisory services for the healthcare industry, announced that Jon Lyons has joined the Company, effective today, as Senior Vice President and Chief Financial Officer ("CFO"). Mr. Lyons recently served as Vice President, Corporate FP&A for Owens Corning (NYSE: OC), a nearly \$10 billion global building and construction materials leader. Prior to this role, Mr. Lyons was Vice President and Finance leader for Owens Corning's \$3.7 billion Insulation business and the company's \$2.7 billion Composites business. He was previously also the company's Treasurer. Mr. Lyons has also held several senior leadership roles in treasury, FP&A, investor relations and tax during his 8-year career at Cardinal Health (NYSE: CAH) after beginning his career in public accounting.

"I am thrilled to welcome Jon to the team," said Michael B. Petras, Jr., Chairman and Chief Executive Officer of Sotera Health. "Jon has extensive expertise in leading multiple finance disciplines in complex and global businesses across healthcare and industrial sectors. His wide variety of leadership roles and his deep knowledge of corporate finance and capital markets will be an asset to our team."

Mr. Lyons holds an M.B.A. from The Ohio State University and a B.S. in Accounting from Kent State University.

"I am delighted to join Sotera Health, a company that plays such a critical role in the health care supply chain," said Lyons. "I look forward to working with the team to advance our mission of Safeguarding Global Health® and to drive value for our shareholders."

Mr. Lyons succeeds Michael Biehl, who has served as Interim CFO. Mr. Lyons will be a member of the Executive team, reporting directly to Chairman and CEO, Michael B. Petras, Jr.

ABOUT SOTERA HEALTH

Sotera Health Company is a leading global provider of mission-critical end-to-end sterilization solutions and lab testing and advisory services for the healthcare industry. Sotera Health goes to market through three businesses – Sterigenics®, Nordion® and Nelson Labs®. Sotera Health is committed to its mission, Safeguarding Global Health®.

INVESTOR RELATIONS CONTACT

Jason Peterson
Vice President & Treasurer, Sotera Health
IR@soterahealth.com

MEDIA CONTACT

Kristin Gibbs
Chief Marketing Officer, Sotera Health
kgibbs@soterahealth.com

Source: Sotera Health Company

###