
**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): January 11, 2021

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 2.02. Results of Operations and Financial Condition.

On January 11, 2021, Sotera Health Company (“Sotera Health”) issued a press release announcing unaudited, preliminary fourth-quarter and full-year 2020 financial results (the “Press Release”). A copy of the Press Release is filed as Exhibit 99.1.

Item 7.01. Regulation FD Disclosure.

Sotera Health plans to seek an amendment to its existing credit agreement with the objective of obtaining more favorable pricing on its term loan facility. There can be no assurance that Sotera Health will be successful in obtaining such an amendment, which will depend on market conditions and other factors which are subject to change.

The information in Item 2.02 and Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability under that section, and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit Number	Description
99.1	Press Release issued by Sotera Health Company, dated January 11, 2021

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: January 11, 2021

By: /s/ Scott J. Leffler

Scott J. Leffler

Chief Financial Officer and Treasurer



Sotera Health Announces Preliminary Fourth-Quarter and Full-Year 2020 Revenue

CLEVELAND, OH, Jan. 11, 2021 – 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, today announced certain unaudited preliminary fourth-quarter and full-year 2020 financial results. The results were announced in advance of the Company’s presentation today at the J.P. Morgan Healthcare Conference.

“As a provider of mission-critical services for the healthcare industry, Sotera Health helps to ensure that medical, pharmaceutical and food products are safe for healthcare practitioners, patients and consumers,” said Michael B. Petras, Jr., Chairman and CEO of Sotera Health. “By leveraging our breadth of services, technical and regulatory expertise, and global scale, we have grown revenues at attractive rates even in a macroeconomic environment made more challenging by the global pandemic.”

“In 2020, we further penetrated the growing healthcare end-market, continued to make significant investments in capacity and facility enhancements, executed a strategic acquisition, and completed a successful initial public stock offering to augment our capital structure and liquidity profile. We believe that these actions, combined with our strong foundation, position us well for 2021 and beyond. Our ability to partner with diversified customer supply chains and generate recurring revenue under multi-year contracts, combined with continued global growth from medical devices and procedures and increased outsourcing of sterilization and lab services, are key drivers of future growth,” Mr. Petras concluded.

Preliminary Fourth-Quarter and Full-Year 2020 Revenue

The Company expects net revenue for the fourth quarter and full year ended December 31, 2020, to be approximately \$216 million and \$817 million, respectively, representing annual revenue growth of approximately 5%.

On a pro forma basis, the Company expects net revenue for the full year ended December 31, 2020 would be approximately \$832 million. Pro forma net revenue assumes approximately \$15 million of revenue attributable to Iotron Industries for the pre-acquisition period of January 1, 2020 through July 30, 2020, and is reflected in pro forma information previously disclosed in Sotera Health’s final prospectus dated November 19, 2020 (filed with the U.S. Securities and Exchange Commission on November 23, 2020) for the Company’s initial public offering (the “prospectus”).

These preliminary results are unaudited and based on initial analysis of operations for the fourth quarter of 2020, and remain subject to completion of the Company’s financial statement closing procedures. All SEC filings may be found under the SEC filings tab within the Investor Relations section of www.soterahealth.com.

Presentation at J.P. Morgan Healthcare Conference

Sotera Health is scheduled to present at the virtual 39th Annual J.P. Morgan Healthcare Conference today, January 11, 2021 at 7:30 am ET. Links to the live and archived webcast and the presentation may be accessed on the Investor Relations section of the Sotera Health website: <https://investors.soterahealth.com/events-and-presentations>.

Fourth-Quarter and Full-Year 2020 Earnings Release on March 9, 2021

Sotera Health plans to report results for the fourth quarter and full year ended December 31, 2020 before market open on Tuesday, March 9, 2021. Following the release, management will hold a conference call at 9:00 am ET to discuss the Company’s operating highlights and financial results. To participate in the live call, please dial 1-833-303-1211 if dialing from within the United States and Canada or 1-918-922-6527 if dialing from other locations, using conference ID #1765289, at least 10 minutes prior to the scheduled start time. A live webcast of the conference call and accompanying materials also may be accessed via the Investor Relations section of the Company’s website at <https://investors.soterahealth.com/>. A replay of the webcast will be available beginning at 12 noon ET on March 9.

Forward-looking Statements

This release contains forward-looking statements that reflect management's expectations about future events and the Company's operating plans and performance and speak only as of the date hereof. You can identify these forward-looking statements by the use of forward-looking words such as "will," "may," "plan," "estimate," "project," "believe," "anticipate," "expect," "intend," "should," "would," "could," "target," "goal," "continue to," "positioned to," "are confident" or the negative version of those words or other comparable words. Any forward-looking statements contained in this release are based upon our historical performance and on our current plans, estimates and expectations in light of information currently available to us. Examples of such statements in this press release include, but are not limited to, statements about the Company's estimated preliminary fourth-quarter and full-year 2020 results and growth trends in 2021 and beyond. The inclusion of this forward-looking information should not be regarded as a representation by us that the future plans, estimates or expectations contemplated by us will be achieved. These forward-looking statements are subject to various risks, uncertainties and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy and liquidity. These risks and uncertainties include, without limitation, any disruption in the availability or supply of ethylene oxide (EO) or Cobalt-60; changes in industry trends, environmental, health and safety regulations or preferences; the impact of current and future legal proceedings and liability claims, including litigation related to purported exposure to emissions of EO from our facilities in Illinois, Georgia and New Mexico and the possibility that other claims will be made in the future relating to these or other facilities; our ability to increase capacity at existing facilities, renew leases for our facilities and build new facilities in a timely and cost-effective manner; the risks of doing business internationally; and any inability to pursue strategic transactions or find suitable acquisition targets. For additional discussion of these risks and uncertainties, please refer to our filings with the SEC, including our prospectus. We do not undertake any obligation to publicly update or revise these forward-looking statements, except as required by law.

The Company's financial statement closing procedures for the three months and year ended December 31, 2020 are not yet complete and, as a result, these preliminary estimates of financial information above reflect the Company's preliminary estimate with respect to such results based on information currently available to management, and may vary from the Company's actual financial results as of and for the three months and year ended December 31, 2020.

These estimates were prepared by the Company's management in connection with the preparation of its financial statements and are based upon a number of assumptions. Additional items that may require adjustments to the preliminary financial results may be identified as a result of the completion of our financial statement closing procedures, final adjustments and other developments arising between now and the time that our financial results, for the three months and year ended December 31, 2020 are released, and could result in material changes to the Company's estimated preliminary financial results. Estimates of financial results are inherently uncertain and we undertake no obligation to update this information.

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®.

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Source: Sotera Health Company

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