

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rutz Michael P</u>  (Last) (First) (Middle) <u>C/O SOTERA HEALTH COMPANY</u> <u>9100 SOUTH HILLS BLVD, SUITE 300</u>  (Street) <u>BROADVIEW OH 44147</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sotera Health Co [ SHC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <u>President of Sterigenics</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2021</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value per share ("Common Stock")	08/25/2021		S		67,000	D	\$25.028 <sup>(1)</sup>	554,043 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Options <sup>(3)</sup>	\$23							(4)	11/20/2030	Common Stock	111,801	111,801	D	

**Explanation of Responses:**

- Represents the weighted-average share price. The lowest price at which shares were sold was \$24.90 and the highest price at which shares were sold was \$25.39. The Reporting Person undertakes to provide, upon request of the SEC or a security holder of the issuer, complete information regarding the number of shares sold at each price.
- Consists of 26,086 Restricted Stock Units ("RSUs") and 527,957 shares of Common Stock. The RSUs were granted on November 20, 2020, pursuant to the terms of an RSU agreement under the Sotera Health Company 2020 Omnibus Incentive Plan ("2020 Incentive Plan"). Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions. The RSUs vest in four equal installments on each of the first four anniversaries of the date of grant, subject to the Reporting Person's continued service through each such date. 98,566 of the shares of Common Stock are vested, and 429,391 shares of Common Stock remain subject to vesting conditions. Shares of unvested Common Stock will vest on a daily basis, pro rata through May 13, 2025 (the five year anniversary of the date of grant).
- No transaction is being reported on this line. Reported on a previously filed Form 4.
- These options were granted on November 20, 2020, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in four equal installments on each of the first four anniversaries of the date of grant, subject to the Reporting Person's continued service through each such date.

**Remarks:**

The Power of Attorney for Mr. Rutz is filed as an exhibit to the Form 3 filed on November 20, 2020, which is hereby incorporated by reference.

/s/ Jessica L. M. H. Epp, 08/27/2021  
Attorney-in-Fact

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.