

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Leffler Scott J.</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> <u>HEIGHTS</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CFO and Treasurer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/20/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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")	11/20/2020		A		52,173 <sup>(1)</sup>	A	\$0.00	820,426 <sup>(2)</sup>	D	
Common Stock	11/24/2020		D		115,326	D	\$21.68 <sup>(3)</sup>	705,100 <sup>(4)</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						Title
Stock Options	\$23	11/20/2020		A		223,602		(5)	11/20/2030	Common Stock	223,602	\$0.00	223,602	D	

**Explanation of Responses:**

- These securities consist of Restricted Stock Units ("RSUs") that 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.
- Consists of 768,253 shares of Common Stock (see Footnote #4 for information regarding the vesting of the Common Stock) and 52,173 RSUs.
- Reflects a company repurchase price equal to the initial public offering price per share less underwriting discounts and commissions payable thereon, as disclosed in the company's Registration Statement on Form S-1.
- Consists of 347,109 shares of vested Common Stock, 305,818 shares of unvested Common Stock and 52,173 RSUs. 137,049 of the unvested shares of Common Stock will vest on a daily basis, pro rata through April 3, 2022. 168,769 of the unvested shares of Common Stock will vest as of the first date on which (i) certain investment funds and entities affiliated with Warburg Pincus LLC and GTCR, LLC (the "Sponsors") have received two and one-half times their invested capital in the company and (ii) the Sponsors' internal rate of return exceeds twenty percent. See Footnote #1 for information regarding the vesting of the RSUs.
- 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. Scott J. Leffler 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,  
Attorney-in-Fact

11/24/2020

\*\* 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.