

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>WARBURG PINCUS & CO.</u> _____ (Last) (First) (Middle) 450 LEXINGTON AVENUE _____ (Street) NEW YORK NY 10017 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/20/2020	3. Issuer Name and Ticker or Trading Symbol <u>Sotera Health Co [SHC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 11/20/2020
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value per share ("Common Stock")	118,929,897	I	See Footnote ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
WARBURG PINCUS & CO.

 (Last) (First) (Middle)
 450 LEXINGTON AVENUE

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Warburg Pincus (Cayman) XI, L.P.

 (Last) (First) (Middle)
 450 LEXINGTON AVENUE

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Warburg Pincus XI-C, LLC

 (Last) (First) (Middle)
 450 LEXINGTON AVENUE

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

(Last)	(First)	(Middle)
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*

[Warburg Pincus Partners II, L.P.](#)

(Last)	(First)	(Middle)
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*

[Warburg Pincus \(Bermuda\) Private Equity GP Ltd.](#)

(Last)	(First)	(Middle)
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*

[WARBURG PINCUS LLC](#)

(Last)	(First)	(Middle)
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)		
(State)	(Zip)	

Explanation of Responses:

- This Form 3 is being filed in connection with the effectiveness of the Registration Statement on Form 8-A relating to the registration under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") of Sotera Health Company (the "Issuer").
- Includes 118,929,897 shares of Common Stock received as a liquidating distribution from Sotera Health Topco Parent, L.P. ("Topco Parent").
- Warburg Pincus Private Equity XI, L.P., Warburg Pincus XI Partners, L.P., WP XI Partners, L.P., Warburg Pincus Private Equity XI-B, L.P. (collectively, the "WP XI Funds") are the holders of 94,872,693 shares of Common Stock of the Issuer.
- Warburg Pincus Private Equity XI-C, L.P. ("WP XI-C") is the holder of 304,567 shares of Common Stock of the Issuer.
- Bull Co-Invest L.P., a Delaware limited partnership ("Bull Co-Invest") is the holder of 23,752,637 shares of Common Stock of the Issuer.
- Warburg Pincus XI, L.P., a Delaware limited partnership ("WP XI LP"), is the general partner of the WP XI Funds. WP Global LLC ("WP Global"), is the general partner of WP XI LP. Warburg Pincus Partners II, L.P. ("WPP II") is the managing member of WP Global. Warburg Pincus Partners GP LLC ("WPP GP LLC") is the general partner of WPP II. Warburg Pincus & Co. ("WP") is the managing member of WPP GP LLC. Warburg Pincus (Cayman) XI, L.P. ("WP Cayman") is the general partner of WP XI-C. Warburg Pincus XI-C, LLC ("Warburg Pincus XI-C") is the general partner of WP Cayman. Warburg Pincus Partners II (Cayman), L.P. ("WPP II Cayman") is the sole member of Warburg Pincus XI-C. Warburg Pincus (Bermuda) Private Equity GP Ltd. ("Warburg Pincus (Bermuda)") is the general partner of WPP II Cayman. WP Bull Manager, LLC ("WP Bull Manager") is the general partner of Bull Co-Invest. WP is the managing member of WP Bull Manager, LLC.
- Warburg Pincus LLC ("WP LLC") is the manager of the WP XI Funds and WP XI-C. The WP XI Funds, Bull Co-Invest, WP XI-C, WP XI LP, WP Global, WPP II, WPP GP LLC, WP Cayman, Warburg Pincus XI-C, WPP II Cayman, Warburg Pincus (Bermuda), WP Bull Manager, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Entities."
- Each Warburg Pincus Entity disclaims beneficial ownership with respect to any shares of Common Stock of the Issuer, except to the extent of its pecuniary interest in such shares of Common Stock, if any. The WP XI Funds, WP XI-C, Bull Co-Invest, WP XI LP, WP Global, WPP II, WPP GP LLC, WP, WP Cayman, WPP II Cayman, Warburg Pincus (Bermuda), Warburg Pincus XI-C and WP Bull Manager are directors-by-deputization solely for purposes of Section 16 of the Exchange Act. Information with respect to each of the Warburg Pincus Entities is given solely by such Warburg Pincus Entity, and no Warburg Pincus Entity has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Entity.

Remarks:

This amendment on Form 3/A to the Form 3 originally filed on November 20, 2020 (the "Original Form 3") is being filed solely to correct the reporting name of the entity "Warburg Pincus Partners II, L.P." and to correct the reference to Form 2 of 2 below. This amendment does not impact the quantity of the Reporting Person's Table I holdings as reported in the Original Form 3. Form 2 of 2. Two reports are filed that relate to the same transactions. See Form 1 of 2 for additional reporting entities.

/s/ Robert B. Knauss,

11/20/2020

Attorney-in-fact* for
Warburg Pincus & Co.
/s/ Robert B. Knauss,
Attorney-in-fact* for
Warburg Pincus
(Bermuda) Private Equity
GP Ltd., the general
partner of WPP II 11/20/2020

Cayman, the sole member
of Warburg Pincus XI-C,
LLC, the general partner
of Warburg Pincus
(Cayman) XI, L.P.

/s/ Robert B. Knauss,
Attorney-in-fact* for
Warburg Pincus
(Bermuda) Private Equity
GP Ltd., the general
partner of Warburg Pincus 11/20/2020
Partners II (Cayman), L.P.,
the sole member of
Warburg Pincus XI-C,
LLC

/s/ Robert B. Knauss,
Attorney-in-fact* for
Warburg Pincus & Co., the
managing member of
Warburg Pincus Partners 11/20/2020
GP LLC, the general
partner of Warburg Pincus
Partners II, L.P.

/s/ Robert B. Knauss,
Attorney-in-fact* for
Warburg Pincus 11/20/2020
(Bermuda) Private Equity
GP Ltd.

/s/ Robert B. Knauss,
Managing Director, 11/20/2020
Warburg Pincus LLC

** 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 5 (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.