

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Klee Ann R.</u> (Last) (First) (Middle) C/O SOTERA HEALTH COMPANY 9100 SOUTH HILLS BLVD, SUITE 300 (Street) BROADVIEW OH 44147 HEIGHTS (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 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 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 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")	50,925 ⁽¹⁾	D	

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			

Explanation of Responses:

1. Represents shares of Common Stock received as a liquidating distribution from Sotera Health Topco Parent, L.P. ("Topco Parent") on November 19, 2020. 16,199 of the shares of Common Stock are vested, and 34,726 of the shares of Common Stock remain subject to vesting conditions. 20% of the unvested shares of Common Stock will vest on May 27, 2021 (the one year anniversary of the date of grant), and the remaining unvested shares will vest on a daily basis pro rata thereafter, through May 27, 2025.

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 description of the vesting terms contained in the explanatory footnote. This amendment does not impact the quantity of the Reporting Person's Table I holdings as reported in the Original Form 3. The Power of Attorney for Ms. Ann Klee is filed as an exhibit to the Original Form 3, which is hereby incorporated by reference.

/s/ Jessica L. M. H. Epp, 11/23/2020
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 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.