SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

				or	Section 30(h) of the Inv	restment Company Act of 1940						
1. Name and Address Wheadon Dav		Event Requir t (Month/Day/)21		3. Issuer Name and Ticker or Trading Symbol Sotera Health Co [SHC]									
	ast) (First) (Middle) /O SOTERA HEALTH COMPANY /OO SOUTH HILLS SUITE 300					nship of Reporting Person(s) to Is I applicable) Director	10% Owner	10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) BROADVIEW HEIGHTS	ОН	44147					Officer (give title below)	Other (specify	r below)	X	Form filed by O	ne Reporting Person lore than One Reporting Person	
(City)	(State)	(Zip)		Tabla I	lon Dori	vativa S	ecurities Beneficially Ov	unod					
				Table I - I				1					
1. Title of Security (Instr. 4)						. Amount Dwned (In:	of Securities Beneficially str. 4)	3. Ownership F Direct (D) or In (Instr. 5)		I. Nature of Indirect Beneficial Ownership (Instr. 5)			
			(6				urities Beneficially Own options, convertible sect		,				
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable a Expiration Date (Month/Day/Year)					ate	Security (Instr. 4) Convers			cise or Indirect (I)		6. Nature of Indirect Beneficial Ownership (Instr. 5)		
				Date Expiration Exercisable Date Titl		Title		Amount or Number of Shares	Price of Derivativ Security	/e `	str. 5)		

Explanation of Responses:

Remarks:

No securities are beneficially owned.

/s/ Jessica L. M. H. Epp, Attorney in Fact 05/28/2021 ** 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Matthew J. Klaben, Jessica L. M. H. Epp and David Lop

- (i) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, director nominee, officer or benefici:
- (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute
- (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, mathematical states and the states of the states of

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requ: This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Se delivered to the foregoing attorneys-in-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of May, 2021.

By: /s/ David E. Wheadon Name: David E. Wheadon Title: Director, Sotera Health Company