

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

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

1. Name and Address of Reporting Person* <u>Petras Michael B. Jr.</u> (Last) (First) (Middle) <u>C/O SOTERA HEALTH COMPANY</u> <u>9100 SOUTH HILLS BLVD, SUITE 300</u> (Street) <u>BROADVIEW</u> <u>OH</u> <u>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 ☒ Officer (give title below) Other (specify below) <u>Chairman & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person 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")	03/02/2026		F		31,339 ⁽¹⁾	D	\$15.91	521,451	D	
Common Stock	03/02/2026		F		40,302 ⁽²⁾	D	\$15.91	481,149	D	
Common Stock	03/02/2026		M		89,686 ⁽³⁾	A	⁽³⁾	570,835	D	
Common Stock	03/02/2026		F		39,552 ⁽⁴⁾	D	\$15.91	531,283	D	
Common Stock	03/02/2026		F		79,104 ⁽⁵⁾	D	\$15.91	452,179	D	
Common Stock	03/02/2026		A		240,248 ⁽⁶⁾	A	\$0	692,427	D	
Common Stock								4,819,393	I	By Grantor Trust

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	Amount or Number of Shares				
Share Appreciation Units	⁽³⁾	03/02/2026		M			89,686	⁽³⁾	⁽³⁾	Common Stock	89,686	⁽³⁾	59,790	D	
Share Appreciation Units	⁽⁷⁾	03/02/2026		A		120,124		⁽⁷⁾	⁽⁷⁾	Common Stock	120,124	\$0	120,124	D	

Explanation of Responses:

1. These securities represent the number of shares of Common Stock withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations due upon the vesting of 71,063 Restricted Stock Units ("RSUs") granted to the Reporting Person on March 6, 2023. This award was granted pursuant to the terms of an RSU agreement under the Sotera Health Company 2020 Incentive Plan ("2020 Incentive Plan"). Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions

2. These securities represent the number of shares of Common Stock withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations due upon the vesting of 91,386 RSUs granted to the Reporting Person on March 4, 2024. This award was granted pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions.

3. These securities consist of performance-based share appreciation units ("SAUs") (formerly called performance stock units) that were granted on March 3, 2025, pursuant to the terms of a SAU Agreement under the 2020 Incentive Plan. Each SAU represented the Reporting Person's right to receive one share of Common Stock subject to stock price-related performance conditions. Regarding the SAUs, the Reporting Person vested in 89,686 shares of Common Stock on March 2, 2026. The remaining SAUs under the award vest annually in equal installments in March 2027 and March 2028, subject to performance.

4. These securities represent the number of shares of Common Stock withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations due upon the vesting of 89,686 SAUs granted to the Reporting Person on March 3, 2025. This award was granted pursuant to the terms of a SAU Agreement under the 2020 Incentive Plan. Each SAU represents the Reporting Person's right to receive one share of Common Stock, subject to performance.

5. These securities represent the number of shares of Common Stock withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations due upon the vesting of 179,372 RSUs granted to the Reporting Person on March 3, 2025. This award was granted pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions.

6. These securities consist of RSUs that were granted on March 2, 2026, pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions. The RSUs generally vest annually in 60%, 20%, and 20% installments, respectively, commencing March 2027.

7. These securities consist of a maximum number of SAUs that were granted on March 2, 2026, pursuant to the terms of a SAU Agreement under the 2020 Incentive Plan. Each SAU represents the Reporting Person's right to receive one share of Common Stock, subject to stock price-related performance conditions. The SAUs generally vest annually in 60%, 20% and 20% installments, respectively, commencing March 2027, subject to performance.

Remarks:

The Power of Attorney for Mr. Petras is filed as an exhibit to the Form 4 filed on September 12, 2024, which is incorporated by reference.

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.