

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>GTCR INVESTMENT XI LLC</u> (Last) (First) (Middle) 300 NORTH LASALLE STREET, SUITE 5600 (Street) CHICAGO IL 60654 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2021	
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")	03/22/2021		S		9,008,388 ⁽¹⁾	D	\$26.1225	70,278,209 ⁽²⁾	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁵⁾

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					

1. Name and Address of Reporting Person*
GTCR INVESTMENT XI LLC
 (Last) (First) (Middle)
 300 NORTH LASALLE STREET, SUITE 5600
 (Street)
 CHICAGO IL 60654
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GTCR FUND XI/A LP
 (Last) (First) (Middle)
 300 NORTH LASALLE STREET, SUITE 5600
 (Street)
 CHICAGO IL 60654
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GTCR FUND XI/C LP
 (Last) (First) (Middle)
 300 NORTH LASALLE STREET, SUITE 5600
 (Street)

CHICAGO	IL	60654
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
GTCR CO-INVEST XI LP		
(Last)	(First)	(Middle)
300 NORTH LASALLE STREET, SUITE 5600		
(Street)		
CHICAGO	IL	60654
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
GTCR PARTNERS XI/A&C LP		
(Last)	(First)	(Middle)
300 NORTH LASALLE STREET, SUITE 5600		
(Street)		
CHICAGO	IL	60654
(City)	(State)	(Zip)

Explanation of Responses:

- On March 22, 2021, the GTCR XI Funds (as defined below) sold a total of 9,008,388 shares of Common Stock of Sotera Health Company (the "Issuer") in an underwritten public secondary offering (the "Offering").
- Following the Offering, consists of (i) 55,778,268 shares of Common Stock held directly by GTCR Fund XI/A LP, a Delaware limited partnership ("Fund XI/A"), (ii) 14,052,901 shares of Common Stock held directly by GTCR Fund XI/C LP, a Delaware limited partnership ("Fund XI/C"), and (iii) 447,040 shares of Common Stock held directly by GTCR Co-Invest XI LP, a Delaware limited partnership ("Co-Invest XI", and together with Fund XI/A and Fund XI/C, the "GTCR XI Funds").
- GTCR Partners XI/A&C LP ("Partners XI/A&C") is the general partner of each of Fund XI/A and Fund XI/C. GTCR Investment XI LLC ("Investment XI" and together with the GTCR XI Funds and Partners XI/A&C, the "GTCR Entities"), is the general partner of Co-Invest XI and Partners XI/A&C. Investment XI is managed by a board of managers (the "GTCR Board of Managers") consisting of Mark M. Anderson, Craig A. Bondy, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Constantine S. Mihas and Collin E. Roche, and no single person has voting or dispositive authority over the shares of Common Stock.
- Each of GTCR Partners XI/A&C, GTCR Investment XI and the GTCR Board of Managers may be deemed to share beneficial ownership of the shares of Common Stock held of record by the GTCR XI Funds, and each of the individual members of the GTCR Board of Managers disclaims beneficial ownership of the shares of Common Stock held of record by the GTCR XI Funds except to the extent of his pecuniary interest therein.
- Each of the reporting persons is a director-by-deputization solely for purposes of Section 16 of the Exchange Act. Information with respect to each of the GTCR Entities is given solely by such GTCR Entity, and no GTCR Entity has responsibility for the accuracy or completeness of information supplied by another GTCR Entity.

[/s/ Jeffrey Wright, as Principal of GTCR Investment XI LLC, the general partner of GTCR Partners XI/A&C LP, the general partner of GTCR FUND XI/A LP](#) 03/24/2021

[/s/ Jeffrey Wright, as Principal of GTCR Investment XI LLC, the general partner of GTCR Partners XI/A&C LP, the general partner of GTCR FUND XI/C LP](#) 03/24/2021

[/s/ Jeffrey Wright, as Principal of GTCR Investment XI LLC, the general partner of GTCR CO-INVEST XI LP](#) 03/24/2021

[/s/ Jeffrey Wright, as Principal of GTCR Investment XI LLC, the general partner of GTCR PARTNERS XI/A&C LP](#) 03/24/2021

[/s/ Jeffrey Wright, as Principal of GTCR INVESTMENT XI LLC](#) 03/24/2021

** 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 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.

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