

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Rutz Michael P</u> (Last) (First) (Middle) C/O SOTERA HEALTH COMPANY 9100 SOUTH HILLS BLVD, SUITE 300 (Street) BROADVIEW OH 44147 HEIGHTS (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President of Sterigenics
	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2020	
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")	11/20/2020		A		26,086 ⁽¹⁾	A	\$0.00	621,043 ⁽²⁾	D	

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				
Stock Options	\$23	11/20/2020		A		111,801		(3)	11/20/2030	Common Stock	111,801	\$0.00	111,801	D	

Explanation of Responses:

- These securities consist of Restricted Stock Units ("RSUs") that were granted on November 20, 2020, pursuant to the terms of an RSU agreement under the Sotera Health Company 2020 Omnibus Incentive Plan ("2020 Incentive Plan"). Each RSU represents the Reporting Person's right to receive one share of common stock, subject to vesting conditions. The RSUs vest in four equal installments on each of the first four anniversaries of the date of grant, subject to the Reporting Person's continued service through each such date.
- Consists of 26,086 RSUs and 594,957 shares of Common Stock. 16,199 of the shares of Common Stock are vested, and 578,758 of the shares of Common Stock remain subject to vesting conditions. 20% of the shares of Common Stock will vest on May 13, 2021 (the one year anniversary of the date of grant), and the remaining shares will vest on a daily basis, pro rata through May 13, 2025. See Footnote #1 for information regarding the vesting of the RSUs.
- These options were granted on November 20, 2020, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in four equal installments on each of the first four anniversaries of the date of grant, subject to the Reporting Person's continued service through each such date.

Remarks:

The Power of Attorney for Mr. Michael P. Rutz is filed as an exhibit to the Form 3 filed on November 20, 2020, which is hereby incorporated by reference.

/s/ Jessica L. M. H. Epp,
Attorney-in-Fact

11/24/2020

** 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.

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.