

**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>WARBURG PINCUS &amp; CO.</u>  (Last) (First) (Middle) 450 LEXINGTON AVENUE NEW YORK  (Street) NY NY 100173147  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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")	118,929,897	I	See Footnote <sup>(1)(2)(3)(4)(5)(6)(7)(8)</sup>

**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			

1. Name and Address of Reporting Person\*  
WARBURG PINCUS & CO.  
 (Last) (First) (Middle)  
 450 LEXINGTON AVENUE  
 NEW YORK  
 (Street)  
 NY NY 100173147  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus Private Equity XI, L.P.  
 (Last) (First) (Middle)  
 C/O WARBURG PINCUS LLC  
 450 LEXINGTON AVENUE  
 (Street)  
 450 LEXINGTON NY 10017 AVENUE  
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Warburg Pincus XI Partners, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Warburg Pincus Private Equity XI-B, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

450  
LEXINGTON NY 10017  
AVENUE

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Warburg Pincus Private Equity XI-C, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Bull Co-Invest L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Warburg Pincus XI, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

450  
LEXINGTON NY 10017  
AVENUE

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">WP Global LLC</a>		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC		
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Warburg Pincus Partners II (Cayman), L.P.</a>		
(Last)	(First)	(Middle)
450 LEXINGTON AVENUE		
C/O WARBURG PINCUS LLC		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Warburg Pincus Partners GP LLC</a>		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC		
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

**Explanation of Responses:**

- This Form 3 is being filed in connection with the effectiveness of the Registration Statement on Form 8-A relating to the registration under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") of Sotera Health Company (the "Issuer").
- Includes 118,929,897 shares of Common Stock received as a liquidating distribution from Sotera Health Topco Parent, L.P. ("Topco Parent").
- Warburg Pincus Private Equity XI, L.P., Warburg Pincus XI Partners, L.P., WP XI Partners, L.P., Warburg Pincus Private Equity XI-B, L.P. (collectively, the "WP XI Funds") are the holders of 94,872,693 shares of Common Stock of the Issuer.
- Qarburg Pincus Private Equity XI-C, L.P. ("WP XI-C") is the holder of 304,567 shares of Common Stock of the Issuer.
- Bull Co-Invest L.P., a Delaware limited partnership ("Bull Co-Invest") is the holder of 23,752,637 shares of Common Stock of the Issuer.
- Warburg Pincus XI, L.P., a Delaware limited partnership ("WP XI LP"), is the general partner of the WP XI Funds. WP Global LLC ("WP Global"), is the general partner of WP XI LP. Warburg Pincus Partners II, L.P. ("WPP II") is the managing member of WP Global. Warburg Pincus Partners GP LLC ("WPP GP LLC") is the general partner of WPP II. Warburg Pincus & Co. ("WP") is the managing member of WPP GP LLC. Warburg Pincus (Cayman) XI, L.P. ("WP Cayman") is the general partner of WP XI-C. Warburg Pincus XI-C, LLC ("Warburg Pincus XI-C") is the general partner of WP Cayman. Warburg Pincus Partners II (Cayman), L.P. ("WPP II Cayman") is the sole member of Warburg Pincus XI-C. Warburg Pincus (Bermuda) Private Equity GP Ltd. ("Warburg Pincus (Bermuda)") is the general partner of WPP II Cayman. WP Bull Manager, LLC ("WP Bull Manager") is the general partner of Bull Co-Invest. WP is the managing member of WP Bull Manager, LLC.
- Warburg Pincus LLC ("WP LLC") is the manager of the WP XI Funds and WP XI-C. The WP XI Funds, Bull Co-Invest, WP XI-C, WP XI LP, WP Global, WPP II, WPP GP LLC, WP Cayman, Warburg Pincus XI-C, WPP II Cayman, Warburg Pincus (Bermuda), WP Bull Manager, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Entities."
- Each Warburg Pincus Entity disclaims beneficial ownership with respect to any shares of Common Stock of the Issuer, except to the extent of its pecuniary interest in such shares of Common Stock, if any. The WP XI Funds, WP XI-C, Bull Co-Invest, WP XI LP, WP Global, WPP II, WPP GP LLC, WP, WP Cayman, WPP II Cayman, Warburg Pincus (Bermuda), Warburg Pincus XI-C and WP Bull Manager are directors-by-deputization solely for purposes of Section 16 of the Exchange Act. Information with respect to each of the Warburg Pincus Entities is given solely by such Warburg Pincus Entity, and no Warburg Pincus Entity has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Entity.

**Remarks:**

Form 1 of 2. Two reports are filed that relate to the same transactions. See Form 2 of 2 for additional reporting entities.

/s/ Robert B. Knauss, 11/20/2020  
Attorney-in-fact\* for WP,  
the managing member of  
WPP GP LLC, the GP of  
WPP II, the managing  
member of WP Global, the

GP of WP XI LP, the GP of Warburg Pincus Private Equity XI, L.P.

/s/ Robert B. Knauss, Attorney-in-fact\* for WP, the managing member of WPP GP LLC, the GP of WPP II, the MM of WP Global, the GP of WP XI LP, the general partner of Warburg Pincus XI Partners, L.P. 11/20/2020

/s/ Robert B. Knauss, Attorney-in-fact\* for Warburg Pincus & Co., the managing member of WPP GP LLC, the general partner of WPP II, the managing member of WP Global, the general partner of WP XI LP, the general partner of WP XI Partners, L.P. 11/20/2020

/s/ Robert B. Knauss, Attorney-in-fact\* for WP, the managing member of WPP GP LLC, the GP of WPP II, the managing member of WP Global, the GP of WP XI LP, the general partner of Warburg Pincus Private Equity XI-B, L.P. 11/20/2020

/s/ Robert B. Knauss, Attorney-in-fact\* for Warburg Pincus (Bermuda), the GP of WPP II Cayman, the sole member of Warburg Pincus XI-C, LLC, the GP of Warburg Pincus (Cayman) XI, L.P., the GP of Warburg Pincus Private Equity XI-C, L.P. 11/20/2020

/s/ Robert B. Knauss, Attorney-in-fact\* for Warburg Pincus & Co., the managing member of WP Bull Manager, LLC, the general partner of Bull Co-Invest, L.P. 11/20/2020

/s/ Robert B. Knauss, Attorney-in-fact\* for Warburg Pincus & Co., the managing member of WPP GP LLC, the general partner of WPP II, the managing member of WP Global, the general partner of Warburg Pincus XI, L.P. 11/20/2020

/s/ Robert B. Knauss, Attorney-in-fact\* for Warburg Pincus & Co., the managing member of WPP GP LLC, the general partner of WPP II, the 11/20/2020

managing member of WP  
Global LLC

/s/ Robert B. Knauss,  
Attorney-in-fact\* for  
Warburg Pincus & Co., the  
managing member of WPP 11/20/2020  
GP LLC, the general  
partner of WPP II

/s/ Robert B. Knauss,  
Attorney-in-fact\* for  
Warburg Pincus & Co., the 11/20/2020  
managing member of WPP  
GP LLC

\*\* 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.**