

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

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).

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>Lyons Jonathan M.</u>			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) _____ Sr. Vice President, CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>9100 SOUTH HILLS BLVD, SUITE 300</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BROADVIEW HEIGHTS OH 44147</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

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")	08/05/2024		F		7,659 ⁽¹⁾	D	\$14.22 ⁽²⁾	110,432 ⁽³⁾	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
Stock Options ⁽⁴⁾	\$14.59							(5)	03/04/2034	Common Stock		81,676		D	
Stock Options ⁽⁴⁾	\$16.89							(6)	08/07/2033	Common Stock		33,640		D	

Explanation of Responses:

- 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 25,655 Restricted Stock Units ("RSUs"), which represents 33% of the RSU awards granted to the Reporting Person on August 7, 2023. These awards were granted pursuant to the terms of RSU agreements 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.
- Represents the closing price of the Common Stock on August 5, 2024.
- These securities consist of 92,436 RSUs and 17,996 shares of Common Stock.
- No transaction is being reported on this line. Reported on a previously filed Form 4.
- These options were granted on March 4, 2024, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest annually in three equal installments commencing on March 2, 2025, subject to the Reporting Person's continued service through each such date.
- These options were granted on August 7, 2023, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest annually in three equal installments commencing August 5, 2024, subject to the Reporting Person's continued service through each such date.

Remarks:

The Power of Attorney for Mr. Lyons is filed as an exhibit to the Form 3 filed on July 6, 2023, which is hereby incorporated by reference.

Gregory S. Harvey, Attorney-in-Fact 08/07/2024
** 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.