

STERIS CORP
Form 8-K
November 17, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) November 15, 2004

STERIS Corporation

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

0-20165
(Commission File Number)

34-1482024
(IRS Employer
Identification No.)

5960 Heisley Road, Mentor, Ohio
(Address of principal executive offices)

44060-1834
(Zip Code)

Registrant's telephone number, including area code (440) 354-2600

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Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01 Entry into a Material Definitive Agreement

On November 15, 2004, STERIS Corporation ("STERIS") entered into an Asset Purchase Agreement (the "Agreement") with Cosmed Group, Inc. ("Cosmed") pursuant to which STERIS agreed to purchase substantially all of the assets of the medical device sterilization division of Cosmed (the "Business"), for a purchase price of \$73 million in cash, and the assumption of certain contractual obligations and trade payables. The Agreement also provides for certain customary adjustments to the purchase price based on the level of working capital of the Business during a specified time period immediately preceding the closing.

The Agreement contains customary representations, warranties, covenants, and indemnification provisions for transactions of this nature. The closing of this transaction is subject to the satisfaction of customary closing conditions, including regulatory review and approval.

On November 16, 2004, STERIS issued a press release announcing the signing of this definitive agreement. The press release is attached as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by the Company on November 16, 2004 relating to the signing of a definitive agreement for the acquisition of certain assets of Cosmed Group, Inc.

EXHIBIT INDEX

Exhibit

Number **Exhibit Description**

99.1 Press release issued by the Company on November 16, 2004