



To:	Fax:
Markets Announcements Office, ASX Limited	1300 135 638
From:	Phone:
Craig Miller	(02) 8256 1000
Date/Time:	Number of pages including this one:
19 September 2017	3
Subject:	
Form 604 – 3PL	

Attached is a Form 604 – Notice of change of interests of substantial holder in respect of shares held by Smallco Investment Manager Limited in 3P Learning Limited (3PL).

Craig Miller
Secretary
Smallco Investment Manager Limited

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

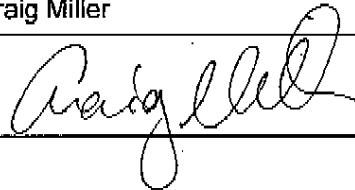
Name	Address
Smallco Investment Manager Limited	Level 9 109 Pitt St Sydney NSW 2000
Smallco Investment Fund	Level 9 109 Pitt St Sydney NSW 2000
Smallco Broadcap Fund	Level 9 109 Pitt St Sydney NSW 2000
The CUT Trust	Level 9 109 Pitt St Sydney NSW 2000

Signature

Print name **Craig Miller**

Capacity **Secretary**

Sign here



date **19 / 09 / 2017**

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme 3P Learning Limited

ACN / ARSN: 103 827 836

1. Details of substantial holder(1)

Name Smallco Investment Manager Limited

ACN (if applicable): 092 626 090

There was a change in the interests of the substantial holder on: 19 / 09 / 17

The previous notice was given to the company on: 06 / 09 / 17

The previous notice was dated: 06 / 09 / 17

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's Votes	Voting Power (5)	Person's Votes	Voting Power (5)
Fully Pd Ord Shares	7,920,288	5.69%	13,267,891	9.54%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of Change (6)	Consideration given in relation to change (7)	Class and Number of securities	Person's votes affected
06/09/17-19/09/17	Smallco Investment Manager Limited	Purchase	\$0.99 - \$1.1 per share	ORD 5,347,603	5,347,603

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder	Nature of relevant interest	Class and number of securities	Person's votes
Smallco Investment Manager Limited	JP Morgan ACF Smallco Investment Fund	Smallco Investment Fund	Power to vote	ORD 5,456,401	5,456,401
Smallco Investment Manager Limited	Smallco Investment Manager Limited <The CUT A/C>	The Cut Trust	Power to vote	ORD 4,686,389	4,686,389
Smallco Investment Manager Limited	JP Morgan ACF Smallco Broadcap Fund	Smallco Broadcap Fund	Power to vote	ORD 3,125,101	3,125,101