



22 February 2017

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The Manager  
Company Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

**Re: Notice of change of interests of substantial holder ~ G8 Education Limited (GEM)**

We enclose notice of change of interests of substantial holder in G8 Education Limited (GEM). This notice is given by Greencape Capital Pty Ltd.

Yours faithfully

**Andrew Brown**  
Company Secretary

attach

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme	<b>G8 Education Limited</b>
ACN/ARSN	<b>123 828 553</b>
<b>1. Details of substantial holder(1)</b>	
Name	<b>Greencape Capital Pty Ltd</b>
ACN/ARSN (if applicable)	<b>120 328 529</b>

There was a change in the interests of the substantial holder on 20/02/2017

The previous notice was given to the company on 25/10/2016

The previous notice was dated 25/10/2016

### 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)
<b>Ordinary Fully Paid</b>	<b>32,280,565</b>	<b>8.44%</b>	<b>27,447,301</b>	<b>7.12%</b>

### 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 affected	Person's votes affected
<b>Refer Annexure 1</b>	<b>Greencape Capital Pty Ltd</b>	<b>Refer Annexure 1</b>	<b>Refer Annexure 1</b>	<b>Refer Annexure 1</b>	<b>Refer Annexure 1</b>

### 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 as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Greencape Capital Pty Ltd	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	Ordinary Fully Paid securities purchased and sold on market and acquired (via Dividend Reinvestment Plan) by Greencape Capital Pty Ltd	2,502,695 (Ordinary Fully Paid)	2,502,695
Greencape Capital Pty Ltd	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	10,438,276 (Ordinary Fully Paid)	10,438,276
Greencape Capital Pty Ltd	National Nominees Limited	National Nominees Limited	As above	3,446,016 (Ordinary Fully Paid)	3,446,016
Greencape Capital Pty Ltd	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	11,060,314 (Ordinary Fully Paid)	11,060,314

**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/ARSN (if applicable)	Nature of association
N/A	N/A

**6. Addresses**

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

Name	Address
Greencap Capital Pty Ltd	Level 2, 5 Martin Place, Sydney NSW 2000

**Signature**

print name **Andrew Brown** Capacity **Company Secretary**



sign here date **22/02/2017**

**DIRECTIONS**

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



**Andrew Brown**  
Company Secretary of Greencape Capital Pty Ltd

**Transactions:**

**Company**

**Name/Scheme:** G8 Education Limited (GEM)

**As at:** 20/02/2017

**Class of security:** Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
27/10/2016	Greencape Capital Pty Ltd	Buy	293,847.51	93,917	93,917
27/10/2016	as above	Buy	4,261.43	1,362	1,362
27/10/2016	as above	Buy	39,901.59	12,753	12,753
27/10/2016	as above	Buy	4,261.43	1,362	1,362
27/10/2016	as above	Buy	21,695.10	6,934	6,934
27/10/2016	as above	Buy	104,210.94	33,307	33,307
27/10/2016	as above	Buy	10,265.59	3,281	3,281
27/10/2016	as above	Buy	168,326.31	53,799	53,799
27/10/2016	as above	Buy	75,738.86	24,207	24,207
31/10/2016	as above	Buy	121,344.00	38,400	38,400
31/10/2016	as above	Sell	121,344.00	-	38,400
15/11/2016	as above	Sell	33,834.36	-	9,670
15/11/2016	as above	Sell	16,259.39	-	4,647
15/11/2016	as above	Sell	164,409.81	-	46,989
15/11/2016	as above	Sell	120,722.55	-	34,503
15/11/2016	as above	Sell	6,735.38	-	1,925
15/11/2016	as above	Sell	62,742.27	-	17,932
15/11/2016	as above	Sell	265,916.40	-	76,000
15/11/2016	as above	Sell	6,735.38	-	1,925
15/11/2016	as above	Sell	463,341.83	-	132,425
15/11/2016	as above	Sell	371,362.75	-	106,137
16/11/2016	as above	Sell	4,159.60	-	1,187
16/11/2016	as above	Sell	2,000.96	-	571
16/11/2016	as above	Sell	20,219.81	-	5,770
16/11/2016	as above	Sell	14,844.21	-	4,236
16/11/2016	as above	Sell	827.01	-	236
16/11/2016	as above	Sell	7,716.47	-	2,202
16/11/2016	as above	Sell	32,702.13	-	9,332
16/11/2016	as above	Sell	827.01	-	236
16/11/2016	as above	Sell	56,983.42	-	16,261
16/11/2016	as above	Sell	45,668.04	-	13,032
16/11/2016	as above	Sell	343,641.68	-	101,600
30/11/2016	as above	Buy	1,919.58	598	598
30/11/2016	as above	Buy	142,623.51	44,431	44,431
30/11/2016	as above	Buy	1,598.58	498	498
30/11/2016	as above	Buy	82,182.42	25,602	25,602
30/11/2016	as above	Buy	50,846.40	15,840	15,840
30/11/2016	as above	Buy	19,186.17	5,977	5,977
30/11/2016	as above	Buy	33,897.60	10,560	10,560
30/11/2016	as above	Buy	4,795.74	1,494	1,494
30/11/2016	as above	Sell	337,050.00	-	105,000
05/12/2016	as above	Buy	23,064.04	6,947	6,947
05/12/2016	as above	Buy	12,104.72	3,646	3,646
05/12/2016	as above	Buy	194,495.56	58,583	58,583
05/12/2016	as above	Buy	120,067.80	36,165	36,165
05/12/2016	as above	Buy	4,906.96	1,478	1,478
05/12/2016	as above	Buy	85,387.08	25,719	25,719

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
05/12/2016	as above	Buy	4,906.96	1,478	1,478
05/12/2016	as above	Buy	333,703.16	100,513	100,513
05/12/2016	as above	Buy	51,363.72	15,471	15,471
06/12/2016	as above	Sell	34,109.77	- 9,690	9,690
06/12/2016	as above	Sell	17,934.91	- 5,095	5,095
06/12/2016	as above	Sell	178,286.02	- 50,648	50,648
06/12/2016	as above	Sell	7,385.17	- 2,098	2,098
06/12/2016	as above	Sell	76,308.73	- 21,678	21,678
06/12/2016	as above	Sell	288,701.00	- 82,015	82,015
06/12/2016	as above	Sell	809,485.72	- 229,961	229,961
06/12/2016	as above	Sell	7,385.17	- 2,098	2,098
06/12/2016	as above	Sell	495,116.15	- 140,654	140,654
06/12/2016	as above	Sell	126,945.37	- 36,063	36,063
07/12/2016	as above	Sell	1,117,689.34	- 314,302	314,302
07/12/2016	as above	Sell	1,370,855.21	- 385,494	385,494
07/12/2016	as above	Sell	493,775.15	- 138,853	138,853
07/12/2016	as above	Sell	799,464.62	- 224,815	224,815
07/12/2016	as above	Sell	49,817.40	- 14,009	14,009
07/12/2016	as above	Sell	20,333.78	- 5,718	5,718
07/12/2016	as above	Sell	350,759.48	- 98,636	98,636
07/12/2016	as above	Sell	189,444.12	- 53,273	53,273
07/12/2016	as above	Sell	210,794.94	- 59,277	59,277
07/12/2016	as above	Sell	19,995.95	- 5,623	5,623
08/12/2016	as above	Sell	14,144.46	- 3,930	3,930
08/12/2016	as above	Sell	35,012.04	- 9,728	9,728
08/12/2016	as above	Sell	559,465.70	- 155,446	155,446
08/12/2016	as above	Sell	14,144.46	- 3,930	3,930
08/12/2016	as above	Sell	245,429.83	- 68,192	68,192
08/12/2016	as above	Sell	199,102.21	- 55,320	55,320
08/12/2016	as above	Sell	345,510.00	- 95,999	95,999
08/12/2016	as above	Sell	147,469.52	- 40,974	40,974
08/12/2016	as above	Sell	959,091.77	- 266,481	266,481
15/12/2016	as above	Buy	126,224.00	36,064	36,064
15/12/2016	as above	Buy	1,862.00	532	532
15/12/2016	as above	Buy	19,376.00	5,536	5,536
15/12/2016	as above	Buy	32,511.50	9,289	9,289
15/12/2016	as above	Buy	8,757.00	2,502	2,502
15/12/2016	as above	Buy	45,458.00	12,988	12,988
15/12/2016	as above	Buy	4,564.00	1,304	1,304
15/12/2016	as above	Buy	1,862.00	532	532
15/12/2016	as above	Buy	73,682.00	21,052	21,052
15/12/2016	as above	Sell	24,482.20	- 6,973	6,973
15/12/2016	as above	Sell	12,892.39	- 3,672	3,672
15/12/2016	as above	Sell	127,091.18	- 36,198	36,198
15/12/2016	as above	Sell	5,210.32	- 1,484	1,484
15/12/2016	as above	Sell	54,301.13	- 15,466	15,466
15/12/2016	as above	Sell	206,000.90	- 58,673	58,673
15/12/2016	as above	Sell	5,210.32	- 1,484	1,484
15/12/2016	as above	Sell	353,017.01	- 100,546	100,546
15/12/2016	as above	Sell	91,022.68	- 25,925	25,925
20/12/2016	as above	Sell	234,990.14	- 66,200	66,200
03/01/2017	as above	Sell	104,557.54	- 28,458	28,458
03/01/2017	as above	Sell	21,864.57	- 5,951	5,951
03/01/2017	as above	Sell	216,694.74	- 58,979	58,979
03/01/2017	as above	Sell	8,659.85	- 2,357	2,357
03/01/2017	as above	Sell	92,653.45	- 25,218	25,218
03/01/2017	as above	Sell	351,130.06	- 95,569	95,569
03/01/2017	as above	Sell	8,876.63	- 2,416	2,416
03/01/2017	as above	Sell	602,240.10	- 163,915	163,915
03/01/2017	as above	Sell	155,866.34	- 42,423	42,423
04/01/2017	as above	Sell	48,872.38	- 13,316	13,316
04/01/2017	as above	Sell	10,217.84	- 2,784	2,784
04/01/2017	as above	Sell	101,286.51	- 27,597	27,597
04/01/2017	as above	Sell	4,048.23	- 1,103	1,103

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
04/01/2017	as above	Sell	43,308.36	- 11,800	11,800
04/01/2017	as above	Sell	164,124.00	- 44,718	44,718
04/01/2017	as above	Sell	4,147.33	- 1,130	1,130
04/01/2017	as above	Sell	281,500.67	- 76,699	76,699
04/01/2017	as above	Sell	72,853.47	- 19,850	19,850
06/01/2017	as above	Buy	63,046.94	18,576	18,576
06/01/2017	as above	Buy	9,767.13	2,877	2,877
06/01/2017	as above	Buy	9,062.78	2,670	2,670
06/01/2017	as above	Buy	21,826.81	6,431	6,431
06/01/2017	as above	Buy	94,413.68	27,817	27,817
06/01/2017	as above	Buy	613,513.02	180,764	180,764
06/01/2017	as above	Buy	220,576.06	64,990	64,990
06/01/2017	as above	Buy	357,466.26	105,323	105,323
06/01/2017	as above	Buy	225,799.43	66,529	66,529
06/01/2017	as above	Buy	160,201.52	47,200	47,200
09/01/2017	as above	Sell	810,414.00	- 220,000	220,000
23/01/2017	as above	Sell	89,658.14	- 25,300	25,300
20/02/2017	as above	Sell	27,931.83	- 7,476	7,476
20/02/2017	as above	Sell	1,927,131.96	- 515,800	515,800
20/02/2017	as above	Sell	692,960.49	- 185,472	185,472
20/02/2017	as above	Sell	1,130,226.65	- 302,507	302,507
20/02/2017	as above	Sell	28,469.84	- 7,620	7,620
20/02/2017	as above	Sell	295,985.50	- 79,221	79,221
20/02/2017	as above	Sell	264,560.32	- 70,810	70,810
20/02/2017	as above	Sell	506,561.47	- 135,582	135,582
20/02/2017	as above	Sell	937,916.97	- 251,035	251,035
20/02/2017	as above	Sell	69,564.31	- 18,619	18,619

Total Number of Securities

-4,833,264