

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Carsales.com Ltd**

ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

17 June 2014

The previous notice was given to the company on

4 December 2013

The previous notice was dated

4 December 2013

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	20,625,797	8.67%	23,239,092	9.77%

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
			AUD \$	Common Stock	Common Stock
01/23/2014	FIL	SELL	9.26	18,751.00	18,751.00
01/23/2014	FIL	SELL	9.28	81,155.00	81,155.00
01/28/2014	FIL	SELL	8.86	4,163.00	4,163.00
03/05/2014	FIL	SELL	10.57	95,119.00	95,119.00
04/08/2014	FIL	SELL	10.56	2,461.00	2,461.00
04/11/2014	FIL	SELL	10.45	3,603.00	3,603.00
04/17/2014	FIL	SELL	10.76	118,850.00	118,850.00
04/30/2014	FIL	SELL	10.93	2,212.00	2,212.00

[Type text]

04/30/2014	FIL	SELL	10.95	139,788.00	139,788.00
05/02/2014	FIL	SELL	11.00	509,220.00	509,220.00
05/06/2014	FIL	SELL	11.03	2,580.00	2,580.00
05/14/2014	FIL	BUY	10.76	5,602.00	5,602.00
05/14/2014	FIL	BUY	10.76	2,152.00	2,152.00
05/14/2014	FIL	BUY	10.76	575.00	575.00
05/14/2014	FIL	BUY	10.76	3,128.00	3,128.00
05/14/2014	FIL	BUY	10.76	23,020.00	23,020.00
05/14/2014	FIL	BUY	10.76	583.00	583.00
05/14/2014	FIL	BUY	10.76	5,362.00	5,362.00
05/14/2014	FIL	BUY	10.76	7,665.00	7,665.00
05/14/2014	FIL	BUY	10.76	16,401.00	16,401.00
05/14/2014	FIL	BUY	10.76	20,815.00	20,815.00
05/14/2014	FIL	BUY	10.76	26,572.00	26,572.00
05/14/2014	FIL	BUY	10.76	87,834.00	87,834.00
05/15/2014	FIL	BUY	10.75	11,050.00	11,050.00
05/15/2014	FIL	BUY	10.75	4,245.00	4,245.00
05/15/2014	FIL	BUY	10.75	1,134.00	1,134.00
05/15/2014	FIL	BUY	10.75	6,171.00	6,171.00
05/15/2014	FIL	BUY	10.75	45,406.00	45,406.00
05/15/2014	FIL	BUY	10.75	1,150.00	1,150.00
05/15/2014	FIL	BUY	10.75	10,576.00	10,576.00
05/15/2014	FIL	BUY	10.75	15,120.00	15,120.00
05/15/2014	FIL	BUY	10.75	32,352.00	32,352.00
05/15/2014	FIL	BUY	10.75	41,057.00	41,057.00
05/15/2014	FIL	BUY	10.75	52,414.00	52,414.00
05/15/2014	FIL	BUY	10.75	173,254.00	173,254.00
05/16/2014	FIL	BUY	10.68	1,495.00	1,495.00
05/16/2014	FIL	BUY	10.68	574.00	574.00
05/16/2014	FIL	BUY	10.68	292.00	292.00
05/16/2014	FIL	BUY	10.68	835.00	835.00
05/16/2014	FIL	BUY	10.68	6,143.00	6,143.00
05/16/2014	FIL	BUY	10.68	296.00	296.00
05/16/2014	FIL	BUY	10.68	1,431.00	1,431.00
05/16/2014	FIL	BUY	10.68	2,045.00	2,045.00
05/16/2014	FIL	BUY	10.68	4,376.00	4,376.00
05/16/2014	FIL	BUY	10.68	5,554.00	5,554.00
05/16/2014	FIL	BUY	10.68	7,091.00	7,091.00
05/16/2014	FIL	BUY	10.68	23,438.00	23,438.00
05/19/2014	FIL	BUY	10.66	1,350.00	1,350.00
05/19/2014	FIL	BUY	10.66	519.00	519.00
05/19/2014	FIL	BUY	10.66	753.00	753.00
05/19/2014	FIL	BUY	10.66	5,546.00	5,546.00
05/19/2014	FIL	BUY	10.66	1,292.00	1,292.00
05/19/2014	FIL	BUY	10.66	1,847.00	1,847.00

05/19/2014	FIL	BUY	10.66	2,710.00	2,710.00
05/19/2014	FIL	BUY	10.66	5,015.00	5,015.00
05/19/2014	FIL	BUY	10.66	6,402.00	6,402.00
05/19/2014	FIL	BUY	10.66	14,554.00	14,554.00
05/21/2014	FIL	BUY	10.38	634.00	634.00
05/22/2014	FIL	BUY	10.44	702,440.00	702,440.00
05/23/2014	FIL	BUY	10.48	41,897.00	41,897.00
05/23/2014	FIL	BUY	10.48	518.00	518.00
05/26/2014	FIL	BUY	10.57	192,054.00	192,054.00
05/26/2014	FIL	BUY	10.57	171.00	171.00
05/26/2014	FIL	BUY	10.57	4,453.00	4,453.00
05/27/2014	FIL	BUY	10.64	14,735.00	14,735.00
05/27/2014	FIL	BUY	10.64	509.00	509.00
05/27/2014	FIL	BUY	10.64	509.00	509.00
05/28/2014	FIL	BUY	10.77	31,506.00	31,506.00
05/28/2014	FIL	BUY	10.77	502.00	502.00
05/28/2014	FIL	BUY	10.77	728.00	728.00
05/29/2014	FIL	BUY	10.80	38,651.00	38,651.00
05/29/2014	FIL	BUY	10.80	502.00	502.00
05/29/2014	FIL	BUY	10.80	894.00	894.00
05/30/2014	FIL	BUY	10.88	3,670.00	3,670.00
05/30/2014	FIL	BUY	10.90	106,545.00	106,545.00
05/30/2014	FIL	BUY	10.90	990.00	990.00
05/30/2014	FIL	BUY	10.90	2,931.00	2,931.00
05/30/2014	FIL	BUY	10.90	2,548.00	2,548.00
05/30/2014	FIL	BUY	10.88	523.00	523.00
05/30/2014	FIL	BUY	10.90	15,174.00	15,174.00
06/02/2014	FIL	BUY	10.94	150,496.00	150,496.00
06/02/2014	FIL	BUY	10.94	492.00	492.00
06/02/2014	FIL	BUY	10.94	4,002.00	4,002.00
06/02/2014	FIL	BUY	10.94	3,479.00	3,479.00
06/02/2014	FIL	BUY	10.94	21,434.00	21,434.00
06/03/2014	FIL	BUY	10.89	47,692.00	47,692.00
06/03/2014	FIL	BUY	10.89	91,359.00	91,359.00
06/03/2014	FIL	BUY	10.89	497.00	497.00
06/03/2014	FIL	BUY	10.89	497.00	497.00
06/03/2014	FIL	BUY	10.89	1,269.00	1,269.00
06/03/2014	FIL	BUY	10.89	2,429.00	2,429.00
06/03/2014	FIL	BUY	10.89	1,103.00	1,103.00
06/03/2014	FIL	BUY	10.89	2,112.00	2,112.00
06/03/2014	FIL	BUY	10.89	6,793.00	6,793.00
06/03/2014	FIL	BUY	10.89	13,011.00	13,011.00
06/04/2014	FIL	BUY	10.73	10,291.00	10,291.00
06/04/2014	FIL	BUY	10.74	83,845.00	83,845.00
06/04/2014	FIL	BUY	10.74	504.00	504.00

06/04/2014	FIL	BUY	10.73	504.00	504.00
06/04/2014	FIL	BUY	10.74	1,772.00	1,772.00
06/04/2014	FIL	BUY	10.74	1,988.00	1,988.00
06/04/2014	FIL	BUY	10.73	1,460.00	1,460.00
06/04/2014	FIL	BUY	10.74	11,891.00	11,891.00
06/05/2014	FIL	BUY	10.61	8,753.00	8,753.00
06/05/2014	FIL	BUY	10.62	73,973.00	73,973.00
06/05/2014	FIL	BUY	10.62	54.00	54.00
06/05/2014	FIL	BUY	10.62	2,210.00	2,210.00
06/05/2014	FIL	BUY	10.62	1,921.00	1,921.00
06/05/2014	FIL	BUY	10.61	1,247.00	1,247.00
06/05/2014	FIL	BUY	10.62	10,538.00	10,538.00
06/06/2014	FIL	BUY	10.68	41,944.00	41,944.00
06/06/2014	FIL	BUY	10.68	1,120.00	1,120.00
06/06/2014	FIL	BUY	10.68	974.00	974.00
06/06/2014	FIL	BUY	10.68	5,975.00	5,975.00
06/10/2014	FIL	BUY	10.71	120,128.00	120,128.00
06/10/2014	FIL	BUY	10.71	3,209.00	3,209.00
06/10/2014	FIL	BUY	10.71	2,789.00	2,789.00
06/10/2014	FIL	BUY	10.71	17,113.00	17,113.00
06/11/2014	FIL	BUY	10.65	134,641.00	134,641.00
06/11/2014	FIL	BUY	10.65	501.00	501.00
06/11/2014	FIL	BUY	10.65	3,596.00	3,596.00
06/11/2014	FIL	BUY	10.65	3,126.00	3,126.00
06/11/2014	FIL	BUY	10.65	19,180.00	19,180.00
06/12/2014	FIL	BUY	10.70	87,709.00	87,709.00
06/12/2014	FIL	BUY	10.66	309,204.00	309,204.00
06/12/2014	FIL	BUY	10.66	717.00	717.00
06/12/2014	FIL	BUY	10.70	2,356.00	2,356.00
06/12/2014	FIL	BUY	10.66	8,305.00	8,305.00
06/12/2014	FIL	BUY	10.70	2,036.00	2,036.00
06/12/2014	FIL	BUY	10.66	7,178.00	7,178.00
06/12/2014	FIL	BUY	10.70	12,494.00	12,494.00
06/12/2014	FIL	BUY	10.66	44,047.00	44,047.00
06/13/2014	FIL	BUY	10.52	505.00	505.00
06/13/2014	FIL	BUY	10.52	58,837.00	58,837.00
06/13/2014	FIL	BUY	10.48	192,941.00	192,941.00
06/13/2014	FIL	BUY	10.52	505.00	505.00
06/13/2014	FIL	BUY	10.52	505.00	505.00
06/13/2014	FIL	BUY	10.52	505.00	505.00
06/13/2014	FIL	BUY	10.48	507.00	507.00
06/13/2014	FIL	BUY	10.52	723.00	723.00
06/13/2014	FIL	BUY	10.52	505.00	505.00
06/13/2014	FIL	BUY	10.52	1,568.00	1,568.00
06/13/2014	FIL	BUY	10.48	5,142.00	5,142.00

06/13/2014	FIL	BUY	10.52	1,366.00	1,366.00
06/13/2014	FIL	BUY	10.48	4,479.00	4,479.00
06/13/2014	FIL	BUY	10.52	8,381.00	8,381.00
06/13/2014	FIL	BUY	10.48	27,485.00	27,485.00
06/16/2014	FIL	BUY	10.56	719.00	719.00
06/16/2014	FIL	BUY	10.56	93,492.00	93,492.00
06/16/2014	FIL	BUY	10.56	504.00	504.00
06/16/2014	FIL	BUY	10.56	504.00	504.00
06/16/2014	FIL	BUY	10.56	504.00	504.00
06/16/2014	FIL	BUY	10.56	1,149.00	1,149.00
06/16/2014	FIL	BUY	10.56	504.00	504.00
06/16/2014	FIL	BUY	10.56	2,492.00	2,492.00
06/16/2014	FIL	BUY	10.56	2,170.00	2,170.00
06/16/2014	FIL	BUY	10.56	13,318.00	13,318.00
06/17/2014	FIL	BUY	10.68	565.00	565.00
06/17/2014	FIL	BUY	10.65	1,928.00	1,928.00
06/17/2014	FIL	BUY	10.68	73,382.00	73,382.00
06/17/2014	FIL	BUY	10.65	250,621.00	250,621.00
06/17/2014	FIL	BUY	10.65	727.00	727.00
06/17/2014	FIL	BUY	10.68	408.00	408.00
06/17/2014	FIL	BUY	10.65	500.00	500.00
06/17/2014	FIL	BUY	10.68	297.00	297.00
06/17/2014	FIL	BUY	10.65	500.00	500.00
06/17/2014	FIL	BUY	10.68	737.00	737.00
06/17/2014	FIL	BUY	10.65	3,079.00	3,079.00
06/17/2014	FIL	BUY	10.68	499.00	499.00
06/17/2014	FIL	BUY	10.65	1,024.00	1,024.00
06/17/2014	FIL	BUY	10.68	1,956.00	1,956.00
06/17/2014	FIL	BUY	10.65	6,681.00	6,681.00
06/17/2014	FIL	BUY	10.68	1,703.00	1,703.00
06/17/2014	FIL	BUY	10.65	5,818.00	5,818.00
06/17/2014	FIL	BUY	10.68	10,453.00	10,453.00
06/17/2014	FIL	BUY	10.65	35,701.00	35,701.00
				Total Buys	4,052,127.00
				Total Sells	977,902.00
				Off Market Sells	460,930.00
				Overall Increase	2,613,295.00

4. Present Relevant Interest

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

Refer to Annexure A

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	

6. Addresses

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

Refer to Annexure A

Sign Here



Dated: 19 June 2014

Kathy Lai

Regulatory Reporting Senior Analyst, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Name	Address	Registered Holder of Securities	Nature of Relevant Interest	Total
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW, 2000	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion/ Voting Power	11592
		CITIBANK LONDON		1585368
		CITIBANK LTD MELBOURNE (C)		1161503
		JP MORGAN, BOURNEMOUTH (C)		14291765
		NATIONAL ASTL BK MELBOURNE (S)		2127315
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	One Marina Boulevard #28-00, Singapore 018989	NORTHERN TRUST LONDON (C)	Investment Discretion/ Voting Power	20744
		BROWN BROS HARRIMAN LTD LUX (C)		24557
		BROWN BROTHERS HARRIMAN AND CO		18965
		JP MORGAN, BOURNEMOUTH (C)		87605
		NORTHERN TRUST LUX (C)		92479
		MASTER TRUST BANK OF JAPAN (C)		31238
		HSBC BANK PLC (C)		3643485
		CITIBANK NA, HONG KONG BR (S)		123815
		NOMURA TRUST AND BANKING (C)		18661