



30 June 2015

Level 19, 31 Queen Street
Melbourne VIC 3000 Australia
telephone 03 8616 1957
facsimile 03 8616 1111
www.greencapital.com
ABN 98 120 328 529
AFSL 303903

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

By electronic lodgement

Dear Sir/Madam

Re: Notice of becoming an initial substantial holder ~ G8 Education Limited (GEM)

We enclose notice of becoming an initial substantial holder in G8 Education Limited. This notice is given by Greencape Capital Pty Ltd.

Yours faithfully

Andrew Brown
Company Secretary

attach

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **G8 Education Limited**
ACN/ARSN **123 828 553**

1. Details of substantial holder (1)

Name **Greencape Capital Pty Ltd**
ACN/ARSN (if applicable) **120 328 529**

The holder became a substantial holder on **26.06.2015**

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary Fully Paid	Same as persons votes	19,432,072	5.32%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Greencape Capital Pty Ltd	Ordinary fully paid shares purchased and sold on market by Greencape Capital Pty Ltd.	See Annexure 1

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Greencape Capital Pty Ltd	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	1,623,625 (fully paid ordinary shares)
Greencape Capital Pty Ltd	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	7,078,918 (fully paid ordinary shares)
Greencape Capital Pty Ltd	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	7,704,219 (fully paid ordinary shares)
Greencape Capital Pty Ltd	National Nominees Ltd	National Nominees Ltd	2,141,737 (fully paid ordinary shares)
Greencape Capital Pty Ltd	BNP Paribas Nominees Pty Limited	BNP Paribas Nominees Pty Limited	883,573 (fully paid ordinary shares)

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure 1	See Annexure 1	See		See Annexure 1
		Annexure 1		

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure 1	See Annexure 1

7. Addresses

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

Name	Address
Greencape Capital Pty Ltd	Level 19, 31 Queen Street, Melbourne

Signature

print name **Andrew Brown** capacity **Company Secretary**

sign here

date **30/06/2015**

Annexure 1

Annexure 1 consists of 3 pages and is referred to in Form 603 signed by me and dated

30/06/2015



Andrew Brown

Transactions:

G8 Education Limited (GEM)

As at 26/06/2015

Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of securities	Person's Votes Affected
25/02/2015	Greencape Capital Pty Limited	Opening Balance		10,455,899	10,455,899
05/03/2015	As above	Buy	613,460.79	153,900	153,900
06/03/2015	As above	Buy	592,064.64	150,400	150,400
10/03/2015	As above	Buy	314,832.00	84,000	84,000
10/03/2015	As above	Buy	68,963.20	18,400	18,400
10/03/2015	As above	Buy	915,636.40	244,300	244,300
10/03/2015	As above	Buy	12,368.40	3,300	3,300
10/03/2015	As above	Buy	904,017.60	241,200	241,200
10/03/2015	As above	Buy	226,379.20	60,400	60,400
10/03/2015	As above	Buy	122,184.80	32,600	32,600
10/03/2015	As above	Buy	4,497.60	1,200	1,200
10/03/2015	As above	Buy	98,947.20	26,400	26,400
10/03/2015	As above	Buy	520,597.20	138,900	138,900
11/03/2015	As above	Buy	151,131.60	41,981	41,981
11/03/2015	As above	Buy	33,199.20	9,222	9,222
11/03/2015	As above	Buy	439,563.60	122,101	122,101
11/03/2015	As above	Buy	5,878.80	1,633	1,633
11/03/2015	As above	Buy	289,468.80	80,408	80,408
11/03/2015	As above	Buy	108,594.00	30,165	30,165
11/03/2015	As above	Buy	58,446.00	16,235	16,235
11/03/2015	As above	Buy	2,073.60	576	576
11/03/2015	As above	Buy	47,379.60	13,161	13,161
11/03/2015	As above	Buy	249,696.00	69,360	69,360
11/03/2015	As above	Buy	26,068.32	7,200	7,200
12/03/2015	As above	Buy	43,155.84	11,400	11,400
17/03/2015	As above	Buy	366,554.86	101,801	101,801
17/03/2015	As above	Buy	191,712.07	53,243	53,243
17/03/2015	As above	Buy	84,353.60	23,427	23,427
17/03/2015	As above	Buy	557,391.96	154,801	154,801
17/03/2015	As above	Buy	7,669.49	2,130	2,130
17/03/2015	As above	Buy	138,252.48	38,396	38,396
17/03/2015	As above	Buy	74,275.24	20,628	20,628
17/03/2015	As above	Buy	2,848.15	791	791
17/03/2015	As above	Buy	60,250.51	16,733	16,733
17/03/2015	As above	Buy	317,041.64	88,050	88,050
17/03/2015	As above	Buy	237,156.92	65,153	65,153
17/03/2015	As above	Buy	124,036.64	34,076	34,076
17/03/2015	As above	Buy	54,574.52	14,993	14,993
17/03/2015	As above	Buy	360,625.72	99,073	99,073
17/03/2015	As above	Buy	4,961.32	1,363	1,363
17/03/2015	As above	Buy	89,445.72	24,573	24,573
17/03/2015	As above	Buy	48,055.28	13,202	13,202
17/03/2015	As above	Buy	1,841.84	506	506
17/03/2015	As above	Buy	38,984.40	10,710	10,710
17/03/2015	As above	Buy	205,117.64	56,351	56,351
18/03/2015	As above	Buy	174,812.62	50,300	50,300
18/03/2015	As above	Buy	32,642.44	9,400	9,400
19/03/2015	As above	Buy	1,603,163.25	448,500	448,500
19/03/2015	As above	Buy	241,636.20	67,600	67,600
19/03/2015	As above	Buy	554,047.50	155,000	155,000

19/03/2015	As above	Buy	334,930.65	93,700	93,700
19/03/2015	As above	Buy	129,754.35	36,300	36,300
19/03/2015	As above	Buy	105,447.75	29,500	29,500
19/03/2015	As above	Buy	5,004.30	1,400	1,400
19/03/2015	As above	Buy	146,911.95	41,100	41,100
19/03/2015	As above	Buy	974,408.70	272,600	272,600
19/03/2015	As above	Buy	13,225.65	3,700	3,700
31/03/2015	As above	Buy	106,841.28	31,798	31,798
31/03/2015	As above	Sell	106,841.28	-31,798	31,798
31/03/2015	As above	Buy	302,361.51	90,411	90,411
31/03/2015	As above	Buy	99,797.26	29,841	29,841
31/03/2015	As above	Buy	878,999.09	262,835	262,835
31/03/2015	As above	Buy	11,895.68	3,557	3,557
31/03/2015	As above	Buy	577,296.41	172,621	172,621
31/03/2015	As above	Buy	219,088.44	65,511	65,511
31/03/2015	As above	Buy	116,980.27	34,979	34,979
31/03/2015	As above	Buy	4,297.43	1,285	1,285
31/03/2015	As above	Buy	94,841.00	28,359	28,359
31/03/2015	As above	Buy	499,641.76	149,401	149,401
01/04/2015	As above	Buy	157,281.52	48,700	48,700
01/04/2015	As above	Buy	31,973.04	9,900	9,900
01/04/2015	As above	Buy	457,311.36	141,600	141,600
01/04/2015	As above	Buy	6,136.24	1,900	1,900
01/04/2015	As above	Buy	300,352.80	93,000	93,000
01/04/2015	As above	Buy	113,681.92	35,200	35,200
01/04/2015	As above	Buy	61,039.44	18,900	18,900
01/04/2015	As above	Buy	49,412.88	15,300	15,300
01/04/2015	As above	Buy	259,982.80	80,500	80,500
01/04/2015	As above	Buy	13,524.00	4,200	4,200
10/04/2015	As above	Sell	3.71	-1	1
10/04/2015	As above	Buy	37,329.79	11,534	11,534
10/04/2015	As above	Buy	281,391.02	86,943	86,943
10/04/2015	As above	Buy	96,305.29	29,756	29,756
10/04/2015	As above	Buy	1,433.41	442	442
10/04/2015	As above	Buy	31,853.63	9,842	9,842
10/04/2015	As above	Buy	38,033.29	11,751	11,751
10/04/2015	As above	Buy	3,890.39	1,202	1,202
10/04/2015	As above	Buy	70,266.59	21,710	21,710
10/04/2015	As above	Buy	113,426.65	35,045	35,045
10/04/2015	As above	Buy	168,673.43	52,116	52,116
15/04/2015	As above	Buy	386,884.47	105,900	105,900
17/04/2015	As above	Buy	569,915.58	159,900	159,900
17/04/2015	As above	Buy	462,989.58	129,900	129,900
17/04/2015	As above	Buy	159,319.74	44,700	44,700
17/04/2015	As above	Buy	61,660.66	17,300	17,300
17/04/2015	As above	Buy	49,898.80	14,000	14,000
17/04/2015	As above	Buy	115,836.50	32,500	32,500
17/04/2015	As above	Buy	263,394.38	73,900	73,900
17/04/2015	As above	Buy	6,415.56	1,800	1,800
17/04/2015	As above	Buy	5,346.30	1,500	1,500
17/04/2015	As above	Buy	32,434.22	9,100	9,100
20/04/2015	As above	Buy	388,383.36	108,800	108,800
21/04/2015	As above	Buy	222,101.36	66,400	66,400
21/04/2015	As above	Buy	503,407.45	150,500	150,500
21/04/2015	As above	Buy	304,720.39	91,100	91,100
21/04/2015	As above	Buy	884,726.05	264,500	264,500
21/04/2015	As above	Buy	118,074.97	35,300	35,300
21/04/2015	As above	Buy	725,508.81	216,900	216,900
21/04/2015	As above	Buy	95,664.14	28,600	28,600
21/04/2015	As above	Buy	12,041.64	3,600	3,600
21/04/2015	As above	Buy	10,369.19	3,100	3,100
21/04/2015	As above	Buy	61,880.65	18,500	18,500
30/04/2015	As above	Sell	218,405.00	-60,500	60,500
30/04/2015	As above	Buy	218,405.00	60,500	60,500
05/05/2015	As above	Sell	852,580.02	-227,859	227,859
11/05/2015	As above	Sell	941,672.10	-237,000	237,000
11/05/2015	As above	Buy	941,672.10	237,000	237,000

11/05/2015	As above	Buy	155,216.10	39,000	39,000
19/05/2015	As above	Buy	24,879.36	6,200	6,200
19/05/2015	As above	Buy	91,090.56	22,700	22,700
22/05/2015	As above	Buy	218,341.44	59,200	59,200
11/06/2015	As above	Buy	21,419.46	5,700	5,700
11/06/2015	As above	Buy	145,426.86	38,700	38,700
23/06/2015	As above	Buy	83,130.95	24,500	24,500
23/06/2015	As above	Buy	14,929.64	4,400	4,400
24/06/2015	As above	Buy	55,858.14	16,697	16,697
24/06/2015	As above	Buy	55,155.61	16,487	16,487
24/06/2015	As above	Buy	75,866.98	22,678	22,678
24/06/2015	As above	Buy	21,467.43	6,417	6,417
24/06/2015	As above	Buy	220,408.33	65,884	65,884
24/06/2015	As above	Buy	145,083.31	43,368	43,368
24/06/2015	As above	Buy	29,309.05	8,761	8,761
24/06/2015	As above	Buy	15,301.86	4,574	4,574
24/06/2015	As above	Buy	2,542.50	760	760
24/06/2015	As above	Buy	125,452.50	37,500	37,500
24/06/2015	As above	Buy	2,974.06	889	889
25/06/2015	As above	Buy	164,370.51	49,019	49,019
25/06/2015	As above	Buy	162,301.59	48,402	48,402
25/06/2015	As above	Buy	223,242.64	66,576	66,576
25/06/2015	As above	Buy	63,170.93	18,839	18,839
25/06/2015	As above	Buy	648,562.53	193,416	193,416
25/06/2015	As above	Buy	426,912.66	127,315	127,315
25/06/2015	As above	Buy	86,240.95	25,719	25,719
25/06/2015	As above	Buy	45,030.12	13,429	13,429
25/06/2015	As above	Buy	7,477.64	2,230	2,230
25/06/2015	As above	Buy	369,153.79	110,090	110,090
25/06/2015	As above	Buy	8,751.85	2,610	2,610
26/06/2015	As above	Buy	333,982.94	101,339	101,339
26/06/2015	As above	Buy	245,707.62	74,554	74,554
26/06/2015	As above	Buy	551,815.53	167,435	167,435
26/06/2015	As above	Buy	969,248.89	294,095	294,095
26/06/2015	As above	Buy	242,313.05	73,524	73,524
26/06/2015	As above	Buy	129,016.77	39,147	39,147
26/06/2015	As above	Buy	637,411.45	193,407	193,407
26/06/2015	As above	Buy	67,367.40	20,441	20,441
26/06/2015	As above	Buy	94,352.60	28,629	28,629
26/06/2015	As above	Buy	13,225.64	4,013	4,013
26/06/2015	As above	Buy	11,258.11	3,416	3,416
26/06/2015	As above	Buy	134,472.00	41,376	41,376
26/06/2015	As above	Buy	98,930.00	30,440	30,440
26/06/2015	As above	Buy	222,176.50	68,362	68,362
26/06/2015	As above	Buy	390,243.75	120,075	120,075
26/06/2015	As above	Buy	97,561.75	30,019	30,019
26/06/2015	As above	Buy	51,948.00	15,984	15,984
26/06/2015	As above	Buy	256,639.50	78,966	78,966
26/06/2015	As above	Buy	27,124.50	8,346	8,346
26/06/2015	As above	Buy	37,989.25	11,689	11,689
26/06/2015	As above	Buy	5,323.50	1,638	1,638
26/06/2015	As above	Buy	4,533.75	1,395	1,395

19,432,072