



2 September 2016

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 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 604Corporations Act 2001
Section 671B**Notice of change of interests of 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

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

31/08/2016

The previous notice was given to the company on

19/08/2016

The previous notice was dated

19/08/2016**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)
Ordinary Fully Paid	24,143,191	6.36%	28,130,246	7.41%

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
Refer Annexure 1	Greencape Capital Pty Ltd	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1

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 on market by Greencape Capital Pty Ltd	2,409,263 (Ordinary Fully Paid)	2,409,263
Greencape Capital Pty Ltd	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	11,347,448 (Ordinary Fully Paid)	11,347,448
Greencape Capital Pty Ltd	National Nominees Limited	National Nominees Limited	As above	3,414,089 (Ordinary Fully Paid)	3,414,089
Greencape Capital Pty Ltd	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	10,959,446 (Ordinary Fully Paid)	10,959,446

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
Greencape Capital Pty Ltd	Level 2, 5 Martin Place, Sydney NSW 2000

Signature

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



sign here _____ date **02/09/2016**

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: 31/08/2016

Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
18/08/2016	Greencape Capital Pty Ltd	Buy	21,867.52	7,023	7,023
18/08/2016	as above	Buy	200,182.89	64,291	64,291
18/08/2016	as above	Buy	843,719.29	270,970	270,970
18/08/2016	as above	Buy	367,469.53	118,017	118,017
18/08/2016	as above	Buy	21,493.87	6,903	6,903
18/08/2016	as above	Buy	1,476,416.90	474,168	474,168
18/08/2016	as above	Buy	210,461.21	67,592	67,592
18/08/2016	as above	Buy	50,093.21	16,088	16,088
18/08/2016	as above	Buy	522,232.88	167,721	167,721
18/08/2016	as above	Buy	956,612.71	307,227	307,227
19/08/2016	as above	Buy	8,973.55	2,905	2,905
19/08/2016	as above	Buy	82,145.78	26,593	26,593
19/08/2016	as above	Buy	346,227.48	112,084	112,084
19/08/2016	as above	Buy	150,792.62	48,816	48,816
19/08/2016	as above	Buy	8,822.18	2,856	2,856
19/08/2016	as above	Buy	605,861.02	196,135	196,135
19/08/2016	as above	Buy	86,365.35	27,959	27,959
19/08/2016	as above	Buy	20,554.21	6,654	6,654
19/08/2016	as above	Buy	214,299.38	69,375	69,375
19/08/2016	as above	Buy	392,553.21	127,081	127,081
22/08/2016	as above	Buy	493,581.86	160,046	160,046
22/08/2016	as above	Buy	13,218.02	4,286	4,286
22/08/2016	as above	Buy	11,049.97	3,583	3,583
22/08/2016	as above	Buy	39,435.11	12,787	12,787
22/08/2016	as above	Buy	526,081.06	170,584	170,584
22/08/2016	as above	Buy	443,312.66	143,746	143,746
22/08/2016	as above	Buy	152,321.84	49,391	49,391
22/08/2016	as above	Buy	284,057.99	92,107	92,107
23/08/2016	as above	Buy	25,508.28	8,400	8,400
23/08/2016	as above	Buy	315,816.80	104,000	104,000
23/08/2016	as above	Buy	79,865.21	26,300	26,300
23/08/2016	as above	Buy	69,236.76	22,800	22,800
23/08/2016	as above	Buy	98,085.41	32,300	32,300
23/08/2016	as above	Buy	281,502.09	92,700	92,700
23/08/2016	as above	Buy	8,806.43	2,900	2,900
23/08/2016	as above	Buy	489,819.71	161,300	161,300
23/08/2016	as above	Buy	314,298.45	103,500	103,500
30/08/2016	as above	Buy	15,633.72	5,049	5,049
30/08/2016	as above	Buy	115,672.21	37,357	37,357

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
30/08/2016	as above	Buy	3,926.24	1,268	1,268
30/08/2016	as above	Buy	1,703.02	550	550
30/08/2016	as above	Buy	40,903.44	13,210	13,210
30/08/2016	as above	Buy	28,973.01	9,357	9,357
30/08/2016	as above	Buy	8,224.04	2,656	2,656
30/08/2016	as above	Buy	66,170.07	21,370	21,370
30/08/2016	as above	Buy	1,703.02	550	550
31/08/2016	as above	Buy	10,815.00	3,500	3,500
31/08/2016	as above	Buy	261,105.00	84,500	84,500
31/08/2016	as above	Buy	421,476.00	136,400	136,400
31/08/2016	as above	Buy	55,002.00	17,800	17,800
31/08/2016	as above	Buy	25,029.00	8,100	8,100
31/08/2016	as above	Buy	10,815.00	3,500	3,500
31/08/2016	as above	Buy	99,807.00	32,300	32,300
31/08/2016	as above	Buy	737,274.00	238,600	238,600
31/08/2016	as above	Buy	184,782.00	59,800	59,800

Total Number of Securities

3,987,055