



25 October 2016

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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 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	<u>21/10/2016</u>
The previous notice was given to the company on	<u>02/09/2016</u>
The previous notice was dated	<u>02/09/2016</u>

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	28,130,246	7.41%	32,280,565	8.44%

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 and acquired (via Dividend Reinvestment Plan) by Greencape Capital Pty Ltd	2,914,330 (Ordinary Fully Paid)	2,914,330
Greencape Capital Pty Ltd	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	12,827,890 (Ordinary Fully Paid)	12,827,890
Greencape Capital Pty Ltd	National Nominees Limited	National Nominees Limited	As above	3,929,231 (Ordinary Fully Paid)	3,929,231
Greencape Capital Pty Ltd	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	12,609,114 (Ordinary Fully Paid)	12,609,114

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 **25/10/2016**

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: 21/10/2016

Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
01/09/2016	Greencape Capital Pty Ltd	Buy	6,995.16	2,279	2,279
01/09/2016	as above	Buy	476,889.61	155,369	155,369
01/09/2016	as above	Buy	119,525.51	38,941	38,941
01/09/2016	as above	Buy	33,760.33	10,999	10,999
01/09/2016	as above	Buy	16,120.49	5,252	5,252
01/09/2016	as above	Buy	168,795.51	54,993	54,993
01/09/2016	as above	Buy	6,995.16	2,279	2,279
01/09/2016	as above	Buy	64,478.89	21,007	21,007
01/09/2016	as above	Buy	272,811.34	88,881	88,881
02/09/2016	as above	Buy	49,074.50	16,090	16,090
02/09/2016	as above	Buy	56,086.45	18,389	18,389
07/09/2016	as above	Buy	19,835.70	6,593	6,593
07/09/2016	as above	Buy	37,739.88	12,544	12,544
07/09/2016	as above	Buy	159,212.10	52,919	52,919
07/09/2016	as above	Buy	4,212.04	1,400	1,400
07/09/2016	as above	Buy	278,397.79	92,534	92,534
07/09/2016	as above	Buy	69,862.70	23,221	23,221
07/09/2016	as above	Buy	9,480.10	3,151	3,151
07/09/2016	as above	Buy	98,651.99	32,790	32,790
07/09/2016	as above	Buy	4,037.54	1,342	1,342
12/09/2016	as above	Buy	48,760.48	16,400	16,400
12/09/2016	as above	Buy	4,647.11	1,563	1,563
12/09/2016	as above	Buy	78,670.87	26,460	26,460
12/09/2016	as above	Buy	18,636.02	6,268	6,268
12/09/2016	as above	Buy	2,021.78	680	680
12/09/2016	as above	Buy	9,811.56	3,300	3,300
12/09/2016	as above	Buy	137,546.18	46,262	46,262
12/09/2016	as above	Buy	1,980.15	666	666
12/09/2016	as above	Buy	34,688.32	11,667	11,667
15/09/2016	as above	Buy	1,602.87	529	529
15/09/2016	as above	Buy	14,595.51	4,817	4,817
15/09/2016	as above	Buy	61,678.68	20,356	20,356
15/09/2016	as above	Buy	1,560.45	515	515
15/09/2016	as above	Buy	107,810.43	35,581	35,581
15/09/2016	as above	Buy	27,460.89	9,063	9,063
15/09/2016	as above	Buy	7,665.90	2,530	2,530
15/09/2016	as above	Buy	3,681.45	1,215	1,215
15/09/2016	as above	Buy	38,247.69	12,623	12,623

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
22/09/2016	as above	Buy	459,974.87	150,851	150,851
22/09/2016	as above	Buy	6,891.19	2,260	2,260
22/09/2016	as above	Buy	263,097.17	86,284	86,284
22/09/2016	as above	Buy	117,464.33	38,523	38,523
22/09/2016	as above	Buy	15,880.23	5,208	5,208
22/09/2016	as above	Buy	6,592.37	2,162	2,162
22/09/2016	as above	Buy	32,663.03	10,712	10,712
22/09/2016	as above	Buy	62,328.70	20,441	20,441
22/09/2016	as above	Buy	163,312.10	53,559	53,559
27/09/2016	as above	Buy	7,380.16	2,413	2,413
27/09/2016	as above	Buy	1,517.02	496	496
27/09/2016	as above	Buy	14,102.74	4,611	4,611
27/09/2016	as above	Buy	3,560.09	1,164	1,164
27/09/2016	as above	Buy	59,445.01	19,436	19,436
27/09/2016	as above	Buy	103,863.60	33,959	33,959
27/09/2016	as above	Buy	1,517.02	496	496
27/09/2016	as above	Buy	36,839.63	12,045	12,045
27/09/2016	as above	Buy	26,624.24	8,705	8,705
28/09/2016	as above	Buy	14,138.28	4,639	4,639
28/09/2016	as above	Buy	2,901.41	952	952
28/09/2016	as above	Buy	27,011.77	8,863	8,863
28/09/2016	as above	Buy	6,814.66	2,236	2,236
28/09/2016	as above	Buy	113,849.88	37,356	37,356
28/09/2016	as above	Buy	198,920.33	65,269	65,269
28/09/2016	as above	Buy	2,901.41	952	952
28/09/2016	as above	Buy	70,557.30	23,151	23,151
28/09/2016	as above	Buy	50,994.12	16,732	16,732
28/09/2016	as above	Buy	170,877.00	55,300	55,300
28/09/2016	as above	Buy	36,153.00	11,700	11,700
29/09/2016	as above	Buy	8,998.17	2,931	2,931
29/09/2016	as above	Buy	1,848.14	602	602
29/09/2016	as above	Buy	17,195.07	5,601	5,601
29/09/2016	as above	Buy	4,337.91	1,413	1,413
29/09/2016	as above	Buy	72,476.56	23,608	23,608
29/09/2016	as above	Buy	126,637.50	41,250	41,250
29/09/2016	as above	Buy	1,848.14	602	602
29/09/2016	as above	Buy	44,917.17	14,631	14,631
29/09/2016	as above	Buy	32,462.18	10,574	10,574
30/09/2016	as above	Buy	7,302.46	2,397	2,397
30/09/2016	as above	Buy	496,262.66	162,896	162,896
30/09/2016	as above	Buy	125,966.68	41,348	41,348
30/09/2016	as above	Buy	37,426.25	12,285	12,285
30/09/2016	as above	Buy	17,343.72	5,693	5,693
30/09/2016	as above	Buy	175,868.35	57,728	57,728
30/09/2016	as above	Buy	7,302.46	2,397	2,397
30/09/2016	as above	Buy	67,242.35	22,072	22,072
30/09/2016	as above	Buy	283,885.06	93,184	93,184
04/10/2016	as above	Buy	6,995.63	2,299	2,299
04/10/2016	as above	Buy	479,016.36	157,421	157,421
04/10/2016	as above	Buy	121,959.43	40,080	40,080
04/10/2016	as above	Buy	70,254.48	23,088	23,088
04/10/2016	as above	Buy	16,726.82	5,497	5,497
04/10/2016	as above	Buy	170,012.91	55,872	55,872
04/10/2016	as above	Buy	6,995.63	2,299	2,299
04/10/2016	as above	Buy	65,084.59	21,389	21,389
04/10/2016	as above	Buy	274,028.36	90,055	90,055
07/10/2016	as above	Buy	68,447.34	23,396	23,396
07/10/2016	as above	Buy	9,396.99	3,211	3,211

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
07/10/2016	as above	Buy	8,706.88	2,976	2,976
07/10/2016	as above	Buy	20,330.69	6,949	6,949
07/10/2016	as above	Buy	81,114.72	27,725	27,725
07/10/2016	as above	Buy	598,914.20	204,715	204,715
07/10/2016	as above	Buy	211,851.47	72,413	72,413
07/10/2016	as above	Buy	343,468.37	117,401	117,401
07/10/2016	as above	Buy	245,569.01	83,938	83,938
07/10/2016	as above	Buy	150,492.86	51,440	51,440
14/10/2016	as above	Buy	473,932.45	153,575	153,575
14/10/2016	as above	Buy	6,931.16	2,246	2,246
14/10/2016	as above	Buy	6,931.16	2,246	2,246
14/10/2016	as above	Buy	64,176.46	20,796	20,796
14/10/2016	as above	Buy	168,424.62	54,577	54,577
14/10/2016	as above	Buy	121,421.76	39,346	39,346
14/10/2016	as above	Buy	271,463.08	87,966	87,966
14/10/2016	as above	Buy	104,547.51	33,878	33,878
14/10/2016	as above	Buy	16,571.82	5,370	5,370
17/10/2016	as above	Buy	769,125.00	250,000	250,000
20/10/2016	as above	Buy	376,056.00	120,000	120,000
21/10/2016	as above	Buy	65,158.25	20,755	20,755
21/10/2016	as above	Buy	16,754.98	5,337	5,337
21/10/2016	as above	Buy	170,657.78	54,360	54,360
21/10/2016	as above	Buy	480,632.72	153,097	153,097
21/10/2016	as above	Buy	7,135.86	2,273	2,273
21/10/2016	as above	Buy	123,494.58	39,337	39,337
21/10/2016	as above	Buy	6,825.06	2,174	2,174
21/10/2016	as above	Buy	275,221.78	87,667	87,667

Total Number of Securities

4,150,319