



19 August 2016

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Melbourne VIC 3000 Australia
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ABN 98 120 328 529
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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

A handwritten signature in black ink, appearing to read 'Andrew Brown'.

Andrew Brown
Company Secretary

attach

Form 604

Corporations 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 **17/08/2016**

The previous notice was given to the company on **02/05/2016**

The previous notice was dated **02/05/2016**

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:

Classof securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid	19,845,518	5.26%	24,143,191	6.36%

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 and sold on market and acquired (via Dividend Reinvestment Plan) by Greencape Capital Pty Ltd	2,142,687 (Ordinary Fully Paid)	2,142,687
Greencape Capital Pty Ltd	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	9,713,889 (Ordinary Fully Paid)	9,713,889
Greencape Capital Pty Ltd	National Nominees Limited	National Nominees Limited	As above	2,804,699 (Ordinary Fully Paid)	2,804,699

Greencape Capital Pty Ltd	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	9,481,916 (Ordinary Fully Paid)	9,481,916
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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 **19/08/2016**

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: 17/08/2016

Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
29/04/2016	Greencape Capital Pty Ltd	Sell	71,352.49	-18,142	18,142
29/04/2016	as above	Sell	15,787.06	-4,014	4,014
29/04/2016	as above	Sell	172,171.01	-43,776	43,776
29/04/2016	as above	Sell	7,158.06	-1,820	1,820
29/04/2016	as above	Sell	66,298.58	-16,857	16,857
29/04/2016	as above	Sell	280,769.00	-71,388	71,388
29/04/2016	as above	Sell	7,158.06	-1,820	1,820
29/04/2016	as above	Sell	491,668.26	-125,011	125,011
29/04/2016	as above	Sell	123,972.09	-31,521	31,521
02/05/2016	as above	Sell	38,240.16	-9,584	9,584
02/05/2016	as above	Sell	8,458.80	-2,120	2,120
02/05/2016	as above	Sell	92,272.74	-23,126	23,126
02/05/2016	as above	Sell	3,834.39	-961	961
02/05/2016	as above	Sell	35,534.94	-8,906	8,906
02/05/2016	as above	Sell	150,482.85	-37,715	37,715
02/05/2016	as above	Sell	3,834.39	-961	961
02/05/2016	as above	Sell	263,503.59	-66,041	66,041
02/05/2016	as above	Sell	66,441.48	-16,652	16,652
19/05/2016	as above	Buy	108,562.93	29,193	29,193
19/05/2016	as above	Buy	24,190.79	6,505	6,505
19/05/2016	as above	Buy	264,302.55	71,072	71,072
19/05/2016	as above	Buy	10,884.93	2,927	2,927
19/05/2016	as above	Buy	101,608.77	27,323	27,323
19/05/2016	as above	Buy	431,228.33	115,959	115,959
19/05/2016	as above	Buy	10,884.93	2,927	2,927
19/05/2016	as above	Buy	754,206.11	202,809	202,809
19/05/2016	as above	Buy	190,514.12	51,230	51,230
20/05/2016	as above	Buy	139,299.57	36,364	36,364
20/05/2016	as above	Buy	243,770.43	63,636	63,636
23/05/2016	as above	Buy	64,664.88	16,800	16,800
23/05/2016	as above	Buy	138,567.60	36,000	36,000
23/05/2016	as above	Buy	15,396.40	4,000	4,000
23/05/2016	as above	Buy	274,440.83	71,300	71,300
23/05/2016	as above	Buy	6,928.38	1,800	1,800
23/05/2016	as above	Buy	121,246.65	31,500	31,500
23/05/2016	as above	Buy	6,928.38	1,800	1,800
23/05/2016	as above	Buy	479,982.77	124,700	124,700
23/05/2016	as above	Buy	168,205.67	43,700	43,700
06/06/2016	as above	Sell	2,065.44	-496	496
06/06/2016	as above	Sell	19,063.71	-4,578	4,578
06/06/2016	as above	Sell	80,872.93	-19,421	19,421
06/06/2016	as above	Sell	2,065.44	-496	496
06/06/2016	as above	Sell	141,586.96	-34,001	34,001
06/06/2016	as above	Sell	114,024.12	-27,382	27,382
06/06/2016	as above	Sell	20,279.65	-4,870	4,870
06/06/2016	as above	Sell	4,493.17	-1,079	1,079
06/06/2016	as above	Sell	49,666.41	-11,927	11,927
06/06/2016	as above	Sell	35,820.45	-8,602	8,602
22/06/2016	as above	Buy	13,538.69	3,563	3,563
22/06/2016	as above	Buy	122,596.75	32,264	32,264
22/06/2016	as above	Buy	230,906.25	60,768	60,768
22/06/2016	as above	Buy	13,162.51	3,464	3,464
22/06/2016	as above	Buy	907,076.86	238,717	238,717
22/06/2016	as above	Buy	65,436.36	17,221	17,221
22/06/2016	as above	Buy	28,958.28	7,621	7,621
22/06/2016	as above	Buy	518,224.32	136,382	136,382

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
24/06/2016	as above	Buy	6,621.57	1,790	1,790
24/06/2016	as above	Buy	61,447.41	16,611	16,611
24/06/2016	as above	Buy	259,043.88	70,027	70,027
24/06/2016	as above	Buy	6,621.57	1,790	1,790
24/06/2016	as above	Buy	453,695.78	122,647	122,647
24/06/2016	as above	Buy	115,537.11	31,233	31,233
24/06/2016	as above	Buy	32,749.02	8,853	8,853
24/06/2016	as above	Buy	14,719.12	3,979	3,979
24/06/2016	as above	Buy	159,324.54	43,070	43,070
06/07/2016	as above	Buy	101,140.52	26,800	26,800
06/07/2016	as above	Buy	15,095.60	4,000	4,000
06/07/2016	as above	Buy	164,164.65	43,500	43,500
06/07/2016	as above	Buy	6,793.02	1,800	1,800
06/07/2016	as above	Buy	63,401.52	16,800	16,800
06/07/2016	as above	Buy	267,192.12	70,800	70,800
06/07/2016	as above	Buy	6,793.02	1,800	1,800
06/07/2016	as above	Buy	467,963.60	124,000	124,000
06/07/2016	as above	Buy	116,990.90	31,000	31,000
11/07/2016	as above	Buy	45,372.24	12,294	12,294
11/07/2016	as above	Buy	6,570.69	1,780	1,780
11/07/2016	as above	Buy	6,068.17	1,644	1,644
11/07/2016	as above	Buy	13,875.97	3,759	3,759
11/07/2016	as above	Buy	55,295.08	14,983	14,983
11/07/2016	as above	Buy	424,968.90	115,149	115,149
11/07/2016	as above	Buy	145,837.75	39,516	39,516
11/07/2016	as above	Buy	242,874.70	65,809	65,809
11/07/2016	as above	Buy	161,785.53	43,836	43,836
11/07/2016	as above	Buy	108,967.92	29,525	29,525
02/08/2016	as above	Buy	390,299.36	105,100	105,100
16/08/2016	as above	Buy	980,510.71	322,770	322,770
16/08/2016	as above	Buy	86,440.60	28,455	28,455
16/08/2016	as above	Buy	41,080.17	13,523	13,523
16/08/2016	as above	Buy	429,633.02	141,429	141,429
16/08/2016	as above	Buy	17,971.62	5,916	5,916
16/08/2016	as above	Buy	164,606.23	54,186	54,186
16/08/2016	as above	Buy	694,659.80	228,672	228,672
16/08/2016	as above	Buy	17,686.07	5,822	5,822
16/08/2016	as above	Buy	1,215,010.64	399,964	399,964
16/08/2016	as above	Buy	301,541.14	99,263	99,263
17/08/2016	as above	Buy	41,787.51	13,390	13,390
17/08/2016	as above	Buy	127,528.37	40,864	40,864
17/08/2016	as above	Buy	537,354.95	172,185	172,185
17/08/2016	as above	Buy	233,392.15	74,786	74,786
17/08/2016	as above	Buy	13,619.17	4,364	4,364
17/08/2016	as above	Buy	940,066.10	301,226	301,226
17/08/2016	as above	Buy	758,984.80	243,202	243,202
17/08/2016	as above	Buy	401,778.03	128,742	128,742
17/08/2016	as above	Buy	31,882.09	10,216	10,216
17/08/2016	as above	Buy	332,443.22	106,525	106,525
<u>Total No. of Securities</u>				<u>4,297,673</u>	