

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity HEARTWARE INTERNATIONAL, INC.
ABN 132 897 762

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Douglas Godshall
Date of last notice	3 September 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	16 & 18 September 2012
No. of securities held prior to change	261,951 comprising of: <ul style="list-style-type: none"> • 34,841 shares of common stock in the joint name of Mr. D & C Godshall • 117,844 options to acquire 1 share of common stock, at an exercise price of AU\$38.50 under the Company's Employee Stock Option Plan • 7,857 restricted stock issued units under the Company's Restricted Stock Unit Plan • 101,409 restricted stock units issued under the Company's 2008 Stock Incentive Plan
Class	Common Stock (34,841) Options (117,844) Restricted Stock Units (109,266)

+ See chapter 19 for defined terms.

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Number acquired	47,500 shares of common stock
Number disposed	<p>40,000 restricted stock units (unquoted) with an exercise price of \$0.00 per restricted stock unit</p> <p>7,500 options (unquoted) to acquire 1 share of common stock, at an exercise price of AU\$38.50</p> <p>24,514 shares of common stock</p>
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>40,000 shares of common stock issued for no monetary consideration upon vesting of restricted stock units (unquoted) with an exercise price of \$0.00 per restricted stock unit and in accordance with the Company's 2008 Stock Incentive Plan</p> <p>7,500 shares of common stock received upon exercise of options (unquoted) with an exercise price of AU\$38.50 per option for aggregate consideration of AU\$288,750.00, in accordance with the Company's Employee Stock Option Plan</p> <p>Sale of 24,514 shares of common stock for aggregate consideration of US\$2,268,239.96.</p>
No. of securities held after change	<p>237,437 comprising of:</p> <ul style="list-style-type: none"> • 57,827 shares of common stock in the joint name of Mr. D & C Godshall • 110,344 options to acquire 1 share of common stock, at an exercise price of AU\$38.50 under the Company's Employee Stock Option Plan • 7,857 restricted stock issued units under the Company's Restricted Stock Unit Plan • 61,409 restricted stock units issued under the Company's 2008 Stock Incentive Plan
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<p>Received 40,000 shares of common stock upon vesting of 40,000 restricted stock units and the subsequent sale of 17,535 shares of common stock to satisfy the related tax obligations</p> <p>Received 7,500 shares of common stock upon exercise of 7,500 options (unquoted). Sold 7,500 shares of common stock</p>

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	NIL
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	Yes
If so, was prior written clearance provided to allow the trade to proceed during this period?	Yes
If prior written clearance was provided, on what date was this provided?	The transactions occurred pursuant to pre-arranged trading plans established by the director on 22 December 2010 and 7 June 2011 in accordance with U.S. Securities and Exchange Commission rules. The plans are executed automatically based on criteria established during open periods.

⁺ See chapter 19 for defined terms.