

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	Dr. Seth Harrison
Date of last notice	17 July 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 and indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	The registered holder of 1,073,961 shares of the common stock listed below is Apple Tree Partners I, L.P. Dr. Harrison is the Managing Partner of Apple Tree Partners I, L.P.
Date of change	7-14 December 2012
No. of securities held prior to change	1,133,995 comprising of: <ul style="list-style-type: none"> • 54,951 shares of common stock • 1,073,961 shares of common stock held by Apple Tree Partners I, L.P. • 1,000 options to acquire 1 share of common stock, at an exercise price of US\$57.07 per share under the Company's 2008 Stock Incentive Plan • 1,000 options to acquire 1 share of common stock, at an exercise price of US\$79.01 per share under the Company's 2008 Stock Incentive Plan • 1,000 options to acquire 1 share of common stock, at an exercise price of US\$81.37 per share under the Company's 2008 Stock Incentive Plan • 2,083 restricted stock units issued under the Company's 2008 Stock Incentive Plan

+ See chapter 19 for defined terms.

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Class	Common Stock (1,128,912) Options (3,000) Restricted Stock Units (2,083)
Number acquired	9,000 shares of common stock received by Tortoise Foundation by gift from Dr. Harrison. Tortoise Foundation is managed by Dr. Harrison.
Number disposed	9,000 shares of common stock gifted by Dr. Harrison to Tortoise Foundation 1,000 shares of common stock by Tortoise Foundation 323,961 shares of common stock by Apple Tree Partners I, L.P.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	The shares gifted by Dr. Harrison to Tortoise Foundation were gifted for no consideration. Sale of 1,000 shares by Tortoise Foundation for aggregate consideration of US\$81,100.00 Sale of 323,961 shares of common stock by Apple Tree Partners I, L.P. for aggregate consideration of US\$26,363,221.50
No. of securities held after change	810,034 comprising of: <ul style="list-style-type: none"> • 45,951 shares of common stock • 750,000 shares of common stock held by Apple Tree Partners I, L.P. • 9,000 shares of common stock held by Tortoise Foundation • 1,000 options to acquire 1 share of common stock, at an exercise price of US\$57.07 per share under the Company's 2008 Stock Incentive Plan • 1,000 options to acquire 1 share of common stock, at an exercise price of US\$79.01 per share under the Company's 2008 Stock Incentive Plan • 1,000 options to acquire 1 share of common stock, at an exercise price of US\$81.37 per share under the Company's 2008 Stock Incentive Plan • 2,083 restricted stock units issued under the Company's 2008 Stock Incentive Plan
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Gift of 9,000 shares by Dr. Harrison to an affiliated party and subsequent sale of 1,000 of those shares by the affiliated party On-market sale of 323,961 shares of common stock by Apple Tree Partners I, L.P.

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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?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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