

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

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| 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 | 24 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, 20 & 21 November 2012 |
| No. of securities held prior to change | 237,437 comprising of: <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 |
| Class | Common Stock (57,827) Options (110,344) Restricted Stock Units (69,266) |

+ See chapter 19 for defined terms.

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| Number acquired | 8,572 shares of common stock |
| Number disposed | 16,429 restricted stock units (unquoted) with an exercise price of \$0.00 per restricted stock unit 3,817 shares of common stock |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Expiration of 7,857 restricted stock units for no monetary consideration in accordance with the Company's Restricted Stock Unit Plan Received 8,572 shares of common stock 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 Sale of 3,817 shares of common stock for aggregate consideration of US\$320,513.03. |
| No. of securities held after change | 221,008 comprising of: <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 • 52,837 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 | Expiration of 7,857 restricted stock units Received 8,572 shares of common stock upon vesting of 8,572 restricted stock units and the subsequent sale of 3,817 shares of common stock to satisfy the related tax obligations |

+ 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.

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|---|-----|
| 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

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|---|---|
| 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 a pre-arranged trading plan established by the director on 22 December 2010 in accordance with U.S. Securities and Exchange Commission rules. The plan is executed automatically based on criteria established during open periods. |

⁺ See chapter 19 for defined terms.