

# 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

<b>Name of entity</b> HEARTWARE INTERNATIONAL, INC.
<b>ABN</b> 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.

<b>Name of Director</b>	Dr. Seth Harrison
<b>Date of last notice</b>	22 January 2013

### 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.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p>The registered holder of 500,000 shares of the common stock listed below is Apple Tree Partners I, L.P. The registered holder of 39,625 shares of the common stock listed below is Apple Tree Ventures I, LLC. Dr. Harrison is the Managing Member of Apple Tree Ventures I LLC. Apple Tree Ventures I LLC is the General Partner of Apple Tree Partners I, L.P.</p> <p>The registered holder of 8,000 shares of the common stock listed below is Tortoise Foundation, a charitable foundation managed by Dr. Harrison.</p>
<b>Date of change</b>	11 & 18 March 2013

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<p><b>No. of securities held prior to change</b></p>	<p>600,159 comprising of:</p> <ul style="list-style-type: none"> <li>• 47,451 shares of common stock</li> <li>• 500,000 shares of common stock held by Apple Tree Partners I, L.P.</li> <li>• 39,625 shares of common stock held by Apple Tree Ventures I, LLC.</li> <li>• 8,000 shares of common stock held by Tortoise Foundation</li> <li>• 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</li> <li>• 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</li> <li>• 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</li> <li>• 2,083 restricted stock units issued under the Company's 2008 Stock Incentive Plan</li> </ul>
<p><b>Class</b></p>	<p>Common Stock (595,076)  Options (3,000)  Restricted Stock Units (2,083)</p>
<p><b>Number acquired</b></p>	<p>39,625 shares of common stock received by Apple Tree Ventures I LLC from Apple Tree Partners I, L.P. Dr. Harrison is Managing Member of Apple Tree Ventures I LLC. Apple Tree Ventures I LLC is the General Partner of Apple Tree Partners I, L.P.</p>
<p><b>Number disposed</b></p>	<p>1,250 shares of common stock by Tortoise Foundation</p> <p>250,000 shares of common stock by Apple Tree Partners I, L.P.</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>The shares of common stock disposed by Tortoise Foundation were gifted for no additional consideration.</p> <p>The shares of common stock disposed by Apple Tree Partners I, L.P. were distributed to its partners for no additional consideration.</p>

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<b>No. of securities held after change</b>	<p>388,534 comprising of:</p> <ul style="list-style-type: none"> <li>• 47,451 shares of common stock</li> <li>• 250,000 shares of common stock held by Apple Tree Partners I, L.P.</li> <li>• 79,250 shares of common stock held by Apple Tree Ventures I, LLC.</li> <li>• 6,750 shares of common stock held by Tortoise Foundation</li> <li>• 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</li> <li>• 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</li> <li>• 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</li> <li>• 2,083 restricted stock units issued under the Company's 2008 Stock Incentive Plan</li> </ul>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Disposal of 1,250 shares of common stock by Tortoise Foundation by gift.</p> <p>Distribution of 250,000 shares of common stock by Apple Tree Partners I, L.P. to its partners on a pro-rata basis.</p> <p>Receipt of 39,625 shares of common stock by Apple Tree Ventures I LLC from Apple Tree Partners I, L.P. Dr. Harrison is Managing Member of Apple Tree Ventures I LLC. Apple Tree Ventures I LLC is the General Partner of Apple Tree Partners I, L.P.</p>

**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.

<b>Detail of contract</b>	NIL
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	

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<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	
<p><b>Interest acquired</b></p>	
<p><b>Interest disposed</b></p>	
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<p><b>Interest after change</b></p>	

**Part 3 – +Closed period**

<p><b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b></p>	<p>Yes – Disposal of 1,250 shares of common stock by Tortoise Foundation by gift.          Yes – Distribution of 250,000 shares of common stock by Apple Tree Partners I, L.P.</p>
<p><b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b></p>	<p>Yes – Disposal of 1,250 shares of common stock by Tortoise Foundation by gift.          Yes – Distribution of 250,000 shares of common stock by Apple Tree Partners I, L.P.</p>
<p><b>If prior written clearance was provided, on what date was this provided?</b></p>	<p>The disposal of 1,250 shares of common stock by Tortoise Foundation by gift was approved on March 10, 2013.</p> <p>The distribution of 250,000 shares of common stock by Apple Tree Partners I, L.P. occurred pursuant to a pre-arranged trading plan established by the director on 14 December 2012 in accordance with U.S. Securities and Exchange Commission rules. The plan is executed automatically based on criteria established during open periods.</p>

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