

# 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>	Robert Thomas
<b>Date of last notice</b>	20 May 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> Note: Provide details of the circumstances giving rise to the relevant interest.	See below
<b>Date of change</b>	20 May 2013

+ See chapter 19 for defined terms.

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<p><b>No. of securities held prior to change</b></p>	<p>34,130 comprising of:</p> <ul style="list-style-type: none"> <li>• 13,510 shares of common stock</li> <li>• 11,370 shares of common stock as trustee of the R B Thomas Super Fund A/c</li> <li>• 5,000 shares of common stock as trustee of the Thomas Family A/c</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>• 1,250 restricted stock units under the Company's 2008 Stock Incentive Plan</li> </ul>
<p><b>Class</b></p>	<p>Common Stock (29,880)  Options (3,000)  Restricted Stock Units (1,250)</p>
<p><b>Number acquired</b></p>	<p>Not applicable</p>
<p><b>Number disposed</b></p>	<p>5,000 shares of common stock</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>US\$491,376.37</p>

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<b>No. of securities held after change</b>	29,130 comprising of: <ul style="list-style-type: none"> <li>• 11,010 shares of common stock</li> <li>• 8,870 ordinary shares as trustee of the R B Thomas Super Fund A/c</li> <li>• 5,000 shares of common stock as trustee of the Thomas Family A/c</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>• 1,250 restricted stock units under the Company's 2008 Stock Incentive Plan</li> </ul>
<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	On-market sale of shares of common stock

**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>	
<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	
<b>Interest acquired</b>	
<b>Interest disposed</b>	

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

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