

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	C. Raymond Larkin
Date of last notice	04 June 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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	31 July 2013

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p>10,250 comprising of:</p> <ul style="list-style-type: none"> • 3,436 shares of common stock • 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 • 1,000 options to acquire 1 share of common stock, at an exercise price of US\$95.05 per share under the Company's 2012 Incentive Award Plan • 1,814 restricted stock units issued under the Company's 2008 Stock Incentive Plan • 1,000 restricted stock units issued under the Company's 2012 Incentive Award Plan
<p>Class</p>	<p>Common Stock (3,436) Options (4,000) Restricted Stock Units (2,814)</p>
<p>Number acquired</p>	<p>564 shares of common stock</p>
<p>Number disposed</p>	<p>564 restricted stock units (unquoted) with an exercise price of \$0.00 per restricted stock unit</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>564 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>

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No. of securities held after change	10,250 comprising of: <ul style="list-style-type: none"> • 4,000 shares of common stock • 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 • 1,000 options to acquire 1 share of common stock, at an exercise price of US\$95.05 per share under the Company's 2012 Incentive Award Plan • 1,250 restricted stock units issued under the Company's 2008 Stock Incentive Plan • 1,000 restricted stock units issued under the Company's 2012 Incentive Award 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	Received 564 shares of common stock upon vesting of 564 restricted stock units

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 Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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?	Not applicable
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

+ See chapter 19 for defined terms.