

**Form 605
Corporations Act 2001
Section 671B**

Notice of Ceasing to be a Substantial Holder

To: **G8 Education Limited**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on	15 December 2014
The previous notice was given to the company on	09 December 2014
The previous notice was dated	09 December 2014

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7) AUD \$	Class and number of securities affected	Person's votes affected
12/08/2014	FMR LLC	BUY	4.75	422,421	422,421
12/08/2014	FMR LLC	BUY	4.75	53,688	53,688
12/08/2014	FMR LLC	BUY	4.75	48,194	48,194
12/10/2014	FMR LLC	SELL	4.45	329,116	329,116
12/10/2014	FMR LLC	SELL	4.51	12,385	12,385
12/10/2014	FMR LLC	SELL	4.45	41,850	41,850
12/10/2014	FMR LLC	SELL	4.51	1,575	1,575

12/10/2014	FMR LLC	SELL	4.45	37,572	37,572
12/10/2014	FMR LLC	SELL	4.51	1,414	1,414
12/11/2014	FMR LLC	SELL	4.41	88,434	88,434
12/11/2014	FMR LLC	SELL	4.41	130,156	130,156
12/11/2014	FMR LLC	SELL	4.41	16,551	16,551
12/11/2014	FMR LLC	SELL	4.41	14,859	14,859
12/12/2014	FMR LLC	SELL	4.26	15,709	15,709
12/12/2014	FMR LLC	SELL	4.26	299,456	299,456
12/12/2014	FMR LLC	SELL	4.26	38,079	38,079
12/12/2014	FMR LLC	SELL	4.26	34,185	34,185
12/15/2014	FMR LLC	SELL	4.25	96,727	96,727
12/15/2014	FMR LLC	SELL	4.21	178,359	178,359
12/15/2014	FMR LLC	SELL	4.25	12,300	12,300
12/15/2014	FMR LLC	SELL	4.21	22,680	22,680
12/15/2014	FMR LLC	SELL	4.25	11,042	11,042

12/15/2014	FMR LLC	SELL	4.21	20,362	20,362
				TOTAL BUYS	524,303
				TOTAL SELLS	1,402,811
				NET SELLS	878,508

3. Resulting interest

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	17,448,924	4.93%	4.93%

4. Changes in Association


The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Nature and ACN/ARSN (if applicable)	Nature of association
N/A	

5. Addresses

The addresses of persons named in this form are as follows:

Refer to Annexure A

Sign Here 
Dated: 17 December 2014
Philip Alexander
Regulatory Reporting Manager
Duly authorized under Powers of Attorney by and on behalf of FMR

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Shares
FIDELITY MANAGEMENT & RESEARCH (U.K.) INC.	10 Paternoster Square, 4th Floor, London EC4M 7L5	JPMORGAN CHASE BANK	Investment Discretion/ Voting Power	371,789
		NORTHERN TRUST CO (C)		5,831,484
FMR CO., INC	245 Summer Street, Boston, MA 02210	BROWN BROS HARRIMN LTD LUX (C)		8,900
		BROWN BROTHERS HARRIMAN AND CO		309,989
		JPMORGAN CHASE BANK		635,268
		NORTHERN TRUST CO (C)		312,406
		STATE STREET BANK AND TR CO		1,094,344
PYRAMIS GLOBAL ADVISORS (CANADA) LLC	483 Bay Street, Suite 300 Toronto, Ontario M5G 2N7	STATE STREET BANK AND TR CO		350,000
PYRAMIS GLOBAL ADVISORS TRUST COMPANY	900 Salem Street, Smithfield, RI 02917	BROWN BROTHERS HARRIMAN AND CO		1,399,556
		CIBC MELLON TRUST (C)		346,727
		JP MORGAN, BOURNEMOUTH (C)		223,026
		JPMORGAN CHASE BANK		380,304
		MELLON BANK NA (C)		1,652,868
		NORTHERN TRUST CO (C)		521,482
		STATE STREET BANK AND TR CO		1,597,047
PYRAMIS GLOBAL ADVISORS, LLC	900 Salem Street, Smithfield, RI 02917	BANK OF NEW YORK MELLON		252,348
		BROWN BROTHERS HARRIMAN AND CO		117,098
		MELLON BANK NA (C)		446,664
		NORTHERN TRUST CO (C)		567,602
		STATE STREET BANK AND TR CO		1,030,022