

Facsimile Transmission

HYPERION

ASSET MANAGEMENT

To: Company Announcements Office
Company: ASX
Fax No: 02 9347 0005
From: Ian Harrison
E-Mail: ian.harrison@hyperionam.com.au
Date: 10 November, 2011
Subject: Notice of change to substantial shareholder
Pages (incl. Cover): 8

Hyperion Asset Management Limited
Level 22, 307 Queen Street,
Brisbane, QLD 4000

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Ian Harrison
Direct 07 3020 3710

Attached is a Form 604 Notice of change of interests of substantial shareholder in Wotif.com Holdings Limited by Hyperion Asset Management Limited.



Ian Harrison
Company Secretary

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Wotif.com Holdings Limited (WTF)ACN/ARSN ACN 093 000 456**1. Details of substantial holder (1)**Name Hyperion Asset Management Limited (Hyperion)ACN/ARSN (if applicable) ACN 080 135 897There was a change in the interests of the
substantial holder on08/11/2011

The previous notice was given to the company on

06/05/2011

The previous notice was dated

06/05/2011**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	18,724,692	8.88%	21,506,311	10.18%

3. 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)	Class and number of securities affected	Person's votes affected
Refer	Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer	Annexure B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

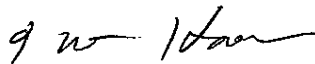
Name	Address
Hyperion Asset Management Limited	Level 22, 307 Queen Street, Brisbane, QLD 4000

Signature

print name Mr I W Harrison

capacity Company Secretary

sign here



date 09/11/2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

WOTIF.COM HOLDINGS LIMITED

Annexure A

From 6/05/2011 through 8/11/2011

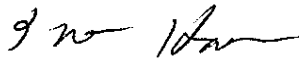
HYPERION
ASSET MANAGEMENT

Security Code: WTF.ASX

From Date	To Date	Person Whose Relevant Interest Changed	Nature of Change	Consideration	Number of Securities
06-May-11	08-Nov-11	Auscoal Superannuation Pty Ltd	BUY	1,574,955.57	364,087.00
06-May-11	08-Nov-11	BUSS (Queensland) Pty Ltd	BUY	3,039,073.20	844,187.00
06-May-11	08-Nov-11	CBA Officers Superannuation Fund Pty Ltd	BUY	676,581.29	167,500.00
06-May-11	08-Nov-11	Coal Mining (Long Service Leave) Funding Corporation	BUY	55,763.39	11,120.00
06-May-11	08-Nov-11	CoINVEST Limited	BUY	40,067.41	7,990.00
06-May-11	08-Nov-11	Electricity Supply Industry Superannuation (QLD) Limited	BUY	1,503,175.43	359,495.00
06-May-11	08-Nov-11	Hyperion Small Growth Companies Fund	BUY	321,015.67	83,664.00
06-May-11	08-Nov-11	Hyperion Small Growth Companies Fund	SELL	-69,334.74	-14,291.00
06-May-11	08-Nov-11	Insurance Commission Western Australia	BUY	271,229.89	74,055.00
06-May-11	08-Nov-11	Optimix Wholesale Australian Share Trust	BUY	524,451.05	143,193.00
06-May-11	08-Nov-11	KARU Pty Ltd ATF Murdoch Family Trust No 1	BUY	10,029.39	2,000.00
06-May-11	08-Nov-11	Local Super Pty Ltd	BUY	384,732.87	86,549.00
06-May-11	08-Nov-11	Maritime Super Pty Ltd	BUY	659,909.46	150,105.00
06-May-11	08-Nov-11	Military Superannuation	BUY	171,051.22	34,110.00
06-May-11	08-Nov-11	Military Superannuation	SELL	-467,514.75	-95,610.00
06-May-11	08-Nov-11	Tower New Zealand	SELL	-882,185.60	-177,860.00
06-May-11	08-Nov-11	United Super Pty Ltd	BUY	2,750,406.86	721,330.00
06-May-11	08-Nov-11	Vision Australia Foundation ATO Vision Australia Trust	BUY	42,665.00	11,649.00
06-May-11	08-Nov-11	Individually Managed Accounts - IAS	SELL	-1,808,432.72	-369,837.00
06-May-11	08-Nov-11	Individually Managed Accounts - PAS	SELL	-142,621.09	-29,167.00
06-May-11	08-Nov-11	Hyperion Ast Mgt - Aust Clients	BUY	1,634,978.37	417,250.00
06-May-11	08-Nov-11	Hyperion Ast Mgt - Aust Clients	SELL	-29,203.79	-6,400.00
06-May-11	08-Nov-11	Hyperion Ast Mgt - Japan Clients	SELL	-16,980.08	-3,500.00

This is Annexure "A" of 1 page(s) as mentioned in form 604 Notice of change of substantial holder

Signed by:



Capacity:

Company Secretary

DATE 9 November 2011

Annexure B

From 6/05/2011 through 8/11/2011

Security Code: WTF.ASX

Holder of Relevant Interest	Registered Holder of Security	Person entitled to be Registered as Holder	Nature of Relevant Interest	Class and Number of Securities	Personal Votes
Hyperion	Auscoal Superannuation Pty Ltd	JP Morgan Chase Nominees Pty Ltd < Auscoal Superannuation Pty Ltd A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	2010349 Ordinary Fully Paid	2,010,349
Hyperion	BUSS (Queensland) Pty Ltd	BNP Paribas Australia Ltd < BUSS (QUEENSLAND) PTY LTD A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	844187 Ordinary Fully Paid	844,187
Hyperion	CBA Officers Superannuation Fund Pty Ltd	Citicorp Nominees Pty Limited < CBA Officers Superannuation Fund Pty Ltd A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	1409786 Ordinary Fully Paid	1,409,786
Hyperion	Coal Mining (Long Service Leave) Funding Corporation	JP Morgan Chase Nominees Pty Ltd < Coal Mining (Long Service Leave) Funding Corporation A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	320400 Ordinary Fully Paid	320,400
Hyperion	CoINVEST Limited	JP Morgan Chase Nominees Pty Ltd < CoINVEST Limited A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	222150 Ordinary Fully Paid	222,150
Hyperion	Electricity Supply Industry Superannuation (QLD) Limited	National Nominees Ltd < Electricity Supply Industry Super A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	1084867 Ordinary Fully Paid	1,084,867
Hyperion	The Greater Metropolitan Cemeteries Trust	Citicorp Nominees Pty Limited < FAWKNER A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	61900 Ordinary Fully Paid	61,900

Hyperion	Health Super Pty Ltd	JP Morgan Chase Nominees Pty Ltd < Health Super Pty Ltd A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	2131953 Ordinary Fully Paid	2,131,953
Hyperion	Hyperion Flagship Investments Limited	Citicorp Nominees Pty Limited < Hyperion Flagship Investments Limited A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	210000 Ordinary Fully Paid	210,000
Hyperion	Hyperion Australian Growth Companies Fund	Citicorp Nominees Pty Limited < Hyperion Australian Growth Companies Fund A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	879808 Ordinary Fully Paid	879,808
Hyperion	Hyperion Global SICAV - Australian Growth Companies	Citicorp Nominees Pty Limited < Hyperion Global SICAV - Australian Growth Companies A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	44000 Ordinary Fully Paid	44,000
Hyperion	Hyperion Small Growth Companies Fund	Citicorp Nominees Pty Limited < Hyperion Small Growth Companies Fund A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	297210 Ordinary Fully Paid	297,210
Hyperion	Insurance Commission Western Australia	BNP Paribas Australia Ltd < Insurance Commission of Western Australia A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	913181 Ordinary Fully Paid	913,181
Hyperion	Optimix Wholesale Australian Share Trust	JP Morgan Chase Nominees Pty Ltd < Optimix Wholesale Australian Share Trust A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	2820931 Ordinary Fully Paid	2,820,931
Hyperion	KARU Pty Ltd ATF Murdoch Family Trust No 1	Citicorp Nominees Pty Limited < KARU A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	28170 Ordinary Fully Paid	28,170
Hyperion	Local Super Pty Ltd	JP Morgan Chase Nominees Pty Ltd < Local Super SA-NT A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	672962 Ordinary Fully Paid	672,962

Hyperion	Maritime Super Pty Ltd	National Nominees Ltd < Maritime Super Pty Ltd A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	795885 Ordinary Fully Paid	795,885
Hyperion	Meat Industry Employees' Superannuation Fund Pty Ltd	JP Morgan Chase Nominees Pty Ltd < Meat Industry Employees' Superannuation Fund Pty Ltd A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	314860 Ordinary Fully Paid	314,860
Hyperion	Military Superannuation	National Nominees Ltd < Military Superannuation A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	935654 Ordinary Fully Paid	935,654
Hyperion	Murdoch Investments Pty Ltd ATF The Scope Investment Trust	Citicorp Nominees Pty Limited < Scope Investment Trust A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	4733 Ordinary Fully Paid	4,733
Hyperion	United Super Pty Ltd	National Nominees Ltd < United Super Pty Ltd A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	3962827 Ordinary Fully Paid	3,962,827
Hyperion	The University of Queensland	Citicorp Nominees Pty Limited < University of Queensland A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	200840 Ordinary Fully Paid	200,840
Hyperion	Vision Australia Foundation ATO Vision Australia Trust	Sandhurst Trustees Ltd < VISION SUPER A/C >	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	145479 Ordinary Fully Paid	145,479
Hyperion	IAS	HSBC Nominees Pty Ltd <Investment Administration Services A/C>	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	429641 Ordinary Fully Paid	429,641
Hyperion	PAS		Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	334888 Ordinary Fully Paid	334,888

Hyperion

HYPERION_IMA

Hyperion Ast Mgt - Aust Clients

Hyperion Asset Management Limited, in its capacity as
Investment Manager or in its own holdings for the persons or
trusts listed beside its name, has the power to control voting
and /or the disposal of securities

429650 Ordinary Fully Paid

429,650

21,506,311

This is Annexure "B" of 1 page as mentioned in form 604 Notice of change of interests of substantial holder

Signed by:



Capacity:

Company Secretary

DATE 9 November 2011