



**ASX ANNOUNCEMENT  
28 January 2010**

**Pricing of Public Offering of  
Common Stock**

**Framingham, MA and Sydney, Australia, January 28, 2010** – HeartWare International, Inc. (NASDAQ: HTWR, ASX: HIN) (“HeartWare”) announced today the pricing of a public offering of 1,537,305 shares of its common stock at a price to the public of US\$35.50 per share of common stock. The size of the offering has been increased from the previously announced 1,500,000 shares. HeartWare has granted the underwriters an option to purchase up to an additional 230,595 shares of common stock to cover over-allotments. HeartWare expects to use the net proceeds of the offering for general corporate and working capital purposes.

J.P. Morgan Securities Inc. is acting as the sole book-running manager of the offering, and Canaccord Adams, Lazard Capital Markets and Wedbush PacGrow Life Sciences are acting as the co-managers of the offering. The offering was made pursuant to a shelf registration statement filed with the Securities and Exchange Commission (the “SEC”) on December 24, 2009, and that was declared effective on January 20, 2010.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state. The offering of these securities will be made only by means of a prospectus and the related prospectus supplement. Before you invest, you should read the prospectus and the related prospectus supplement and any other document HeartWare has filed with the SEC for more complete information about HeartWare and this offering. You may get these documents for free by visiting EDGAR on the SEC Website at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus and the related prospectus supplement can be obtained by contacting J.P. Morgan Securities Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717.

**About HeartWare International**

HeartWare International develops and manufactures miniaturized implantable heart pumps, or ventricular assist devices, to treat Class IIIb and Class IV patients suffering from advanced heart failure. The HeartWare® Ventricular Assist System features the HVAD™ pump, a small full-output circulatory support device (up to 10L/min flow) designed to be implanted next to the heart, avoiding the abdominal surgery generally required to implant competing devices. HeartWare has received CE Marking for the HeartWare® Ventricular Assist System in the

European Union. The device is currently the subject of a 150-patient clinical trial in the United States for a Bridge-to-Transplant indication.

### **Forward-Looking Statements**

This announcement contains forward-looking statements that are based on management's beliefs, assumptions and expectations and on information currently available to management. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation our expectations with respect to the progress of clinical trials. Management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on forward-looking statements because they speak only as of the date when made. HeartWare does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. HeartWare may not actually achieve the plans, projections or expectations disclosed in forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including without limitation those described in the prospectus and the related prospectus supplement and any other document HeartWare files with the SEC including without limitation those described in "Item 8.01" in HeartWare's Form 8-K filed with the SEC on January 26, 2010.

### **For further information:**

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