

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	Denis Wade
Date of last notice	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.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	See below
Date of change	20 May 2013
No. of securities held prior to change	14,966 comprising of: <ul style="list-style-type: none">• 1,750 shares of common stock• 8,966 shares of common stock held indirectly via a trust (Nickeli Holdings Pty Limited)• 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• 1,250 restricted stock units issued under the Company's 2008 Stock Incentive Plan

+ See chapter 19 for defined terms.

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Class	Common Stock (10,716) Options (3,000) Restricted Stock Units (1,250)
Number acquired	Not applicable
Number disposed	4,000 shares of common stock
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Sale of 4,000 shares of common stock for aggregate consideration of US\$396,000.00
No. of securities held after change	10,966 comprising of: <ul style="list-style-type: none"> • 1,750 shares of common stock • 4,966 shares of common stock held indirectly via a trust (Nickeli Holdings Pty Limited) • 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 • 1,250 restricted stock units issued under the Company's 2008 Stock Incentive 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	On-market sale of shares of common stock held indirectly via a trust (Nickeli Holdings Pty Limited)

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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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
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?	No
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.