

# 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

<b>Name of entity</b> <b>HEARTWARE INTERNATIONAL, INC.</b>
<b>ABN</b> <b>132 897 762</b>

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.

<b>Name of Director</b>	Denis Wade
<b>Date of last notice</b>	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.

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

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+ See chapter 19 for defined terms.

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<b>Class</b>	Common Stock (10,716) Options (3,000) Restricted Stock Units (1,250)
<b>Number acquired</b>	Not applicable
<b>Number disposed</b>	4,000 shares of common stock
<b>Value/Consideration</b> 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
<b>No. of securities held after change</b>	10,966 comprising of: <ul style="list-style-type: none"> <li>• 1,750 shares of common stock</li> <li>• 4,966 shares of common stock held indirectly via a trust (Nickeli Holdings Pty Limited)</li> <li>• 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</li> <li>• 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</li> <li>• 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</li> <li>• 1,250 restricted stock units issued under the Company's 2008 Stock Incentive Plan</li> </ul>
<b>Nature of change</b> 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)

+ See chapter 19 for defined terms.

**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.

<b>Detail of contract</b>	Nil
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

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