



Manager of Company Announcements  
ASX Limited  
Level 6  
20 Bridge Street  
SYDNEY NSW 2000

21 May 2013  
**BY E-LODGE MENT**

Dear Sir / Madam

**Results of Annual Meeting**

In accordance with ASX Listing Rule 3.13.2, the Company is pleased to confirm that each of the resolutions put to shareholders at the Company's Annual Meeting (held on 21 May 2013) were passed, as recommended by the Board of Directors.

All resolutions put to shareholders at today's meeting, being Proposals 1 to 12 as set out in the Company's proxy statement dated April 16, 2013, were passed as described above.

The information required under Section 251AA of the Corporations Act is attached.

Yours faithfully

A handwritten signature in black ink, appearing to read "Lawrence Knopf", written over the closing "Yours faithfully".

Lawrence Knopf  
General Counsel and Company Secretary



**HEARTWARE INTERNATIONAL, INC.  
ANNUAL MEETING – 21 MAY 2013**

**Disclosure of Proxy Votes**

In accordance with section 251AA of the *Corporations Act* 2001, the following information is provided to the Australian Securities Exchange in relation to resolutions passed by members of HeartWare International, Inc at its Annual Meeting held on 21 May 2013.

<b>Proposal Number</b>	<b>Proposal No. 1 Douglas Godshall</b>	<b>Proposal No. 1 Seth Harrison</b>	<b>Proposal No. 1 Robert Stockman</b>	<b>Proposal No. 2</b>	<b>Proposal No.3</b>
Decided by a show of hands (S) or poll (P)	P	P	P	P	P
<b>Total number of proxy votes exercisable by proxies validly appointed</b>	14,873,613	14,873,613	14,873,613	14,873,613	14,873,613
<b>Total number of proxy votes in respect of which the appointments specified that:</b>					
<b>The proxy is to vote for the resolution</b>	14,191,612	13,991,961	14,191,523	14,854,772	12,613,202
<b>The proxy is to vote against the resolution</b>	0	0	0	18,641	1,633,148
<b>The proxy is to abstain /withhold on the resolution</b>	58,027	257,678	58,115	200	3,288
<b>The proxy is a non-vote</b>	623,974	623,974	623,975	0	623,975
Total votes cast on a poll in favour of the resolution	14,191,612	13,991,961	14,191,523	14,854,772	12,613,202
Total votes cast on a poll against the resolution	0	0	0	18,641	1,633,148
Total votes cast on a poll abstaining on the resolution	58,027	257,678	58,115	200	3,288
Total votes exercisable by proxies which were not cast	623,974	623,974	623,975	0	623,975



**HEARTWARE INTERNATIONAL, INC.  
ANNUAL MEETING – 21 MAY 2013**

**Disclosure of Proxy Votes (Continued)**

<b>Proposal Number</b>	<b>Proposal No. 4</b>	<b>Proposal No. 5</b>	<b>Proposal No. 6</b>	<b>Proposal No. 7</b>	<b>Proposal No.8</b>
Decided by a show of hands (S) or poll (P)	P	P	P	P	P
<b>Total number of proxy votes exercisable by proxies validly appointed</b>	14,343,733	14,343,733	14,343,733	14,343,733	14,343,733
<b>Total number of proxy votes in respect of which the appointments specified that:</b>					
<b>The proxy is to vote for the resolution</b>	9,856,904	11,148,155	11,149,317	11,149,434	11,149,559
<b>The proxy is to vote against the resolution</b>	3,857,450	2,569,224	2,569,227	2,569,142	2,569,017
<b>The proxy is to abstain /withhold on the resolution</b>	5,404	2,379	1,214	1,097	1,097
<b>The proxy is a non-vote</b>	623,975	623,975	623,975	624,060	624,060
Total votes cast on a poll in favour of the resolution	9,856,904	11,148,155	11,149,317	11,149,434	11,149,559
Total votes cast on a poll against the resolution	3,857,450	2,569,224	2,569,227	2,569,142	2,569,017
Total votes cast on a poll abstaining on the resolution	5,404	2,379	1,214	1,097	1,097
Total votes exercisable by proxies which were not cast	623,975	623,975	623,975	624,060	624,060



**HEARTWARE INTERNATIONAL, INC.  
ANNUAL MEETING – 21 MAY 2013**

**Disclosure of Proxy Votes (Continued)**

<b>Proposal Number</b>	<b>Proposal No. 9</b>	<b>Proposal No. 10</b>	<b>Proposal No. 11</b>	<b>Proposal No. 12</b>
Decided by a show of hands (S) or poll (P)	P	P	P	P
<b>Total number of proxy votes exercisable by proxies validly appointed</b>	14,343,733	14,343,733	14,343,733	14,873,613
<b>Total number of proxy votes in respect of which the appointments specified that:</b>				
<b>The proxy is to vote for the resolution</b>	11,149,353	11,149,280	11,150,018	14,239,156
<b>The proxy is to vote against the resolution</b>	2,569,220	2,569,293	2,568,555	8,858
<b>The proxy is to abstain /withhold on the resolution</b>	1,100	1,100	1,100	1,539
<b>The proxy is a non-vote</b>	624,060	624,060	624,060	624,060
Total votes cast on a poll in favour of the resolution	11,149,353	11,149,280	11,150,018	14,239,156
Total votes cast on a poll against the resolution	2,569,220	2,569,293	2,568,555	8,858
Total votes cast on a poll abstaining on the resolution	1,100	1,100	1,100	1,539
Total votes exercisable by proxies which were not cast	624,060	624,060	624,060	624,060

  
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 Lawrence Knopf  
 General Counsel and Company Secretary