

# 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>	Douglas Godshall
<b>Date of last notice</b>	8 August 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
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	3 September 2013
<b>No. of securities held prior to change</b>	193,546 comprising of: <ul style="list-style-type: none"><li>• 60,977 shares of common stock in the joint name of Douglas &amp; Cristy Godshall</li><li>• 69,344 options to acquire 1 share of common stock, at an exercise price of AU\$38.50 under the Company's Employee Stock Option Plan</li><li>• 38,225 restricted stock units issued under the Company's 2008 Stock Incentive Plan</li><li>• 25,000 restricted stock units issued under the Company's 2012 Incentive Award Plan</li></ul>

+ See chapter 19 for defined terms.

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<b>Class</b>	Common Stock (60,977) Options (69,344) Restricted Stock Units (63,225)
<b>Number acquired</b>	3,000 shares of common stock
<b>Number disposed</b>	3,000 options (unquoted) to acquire 1 share of common stock, at an exercise price of AU\$38.50  8,000 shares of common stock
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	3,000 shares of common stock received upon exercise of options (unquoted) with an exercise price of AU\$38.50 per option for aggregate consideration of AU\$115,500.00, in accordance with the Company's Employee Stock Option Plan  Sale of 8,000 shares of common stock for aggregate consideration of US\$624,678.37.
<b>No. of securities held after change</b>	185,546 comprising of: <ul style="list-style-type: none"> <li>• 55,977 shares of common stock in the joint name of Douglas &amp; Cristy Godshall</li> <li>• 66,344 options to acquire 1 share of common stock, at an exercise price of AU\$38.50 under the Company's Employee Stock Option Plan</li> <li>• 38,225 restricted stock units issued under the Company's 2008 Stock Incentive Plan</li> <li>• 25,000 restricted stock units issued under the Company's 2012 Incentive Award 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	Received an aggregate of 3,000 shares of common stock upon exercise of 3,000 options (unquoted).  Sold 8,000 shares of common stock

+ 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>	The transactions occurred pursuant to a pre-arranged trading plan established by the director on 23 May 2013 in accordance with U.S. Securities and Exchange Commission rules. The plan is executed automatically based on criteria established during open periods.

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