



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

1 August 2009
BY E-LODGEMENT

Dear Sir / Madam

Joint Termination of Proposed Merger

In a public release to the Securities and Exchange Commission (“SEC”) on July 31, 2009 (US Eastern time), the Company confirmed that both HeartWare and Thoratec Corporation had mutually determined to terminate the proposed acquisition of HeartWare by Thoratec in consequence of the US Federal Trade Commission’s decision to oppose the acquisition.

A copy of the SEC announcement is attached.

Yours faithfully

A handwritten signature in blue ink, appearing to read "D McIntyre".

David McIntyre
Chief Financial Officer &
Company Secretary

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 31, 2009

HEARTWARE INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-34256

(Commission File Number)

26-3636023

*(I.R.S. Employer Identification
Number)*

205 Newbury Street, Suite 101
Framingham, MA 01701

(Address of principal executive offices including zip code)

(508) 739-0950

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.02 Termination of a Material Definitive Agreement

On July 31, 2009, HeartWare International, Inc., a Delaware corporation (“HeartWare”) and Thoratec Corporation, a California corporation (“Thoratec”), announced that they had mutually agreed to terminate the Agreement and Plan of Merger (the “Merger Agreement”), dated as of February 12, 2009, by and among HeartWare, Thoratec, Thomas Merger Sub I, Inc., a Delaware corporation and a wholly owned subsidiary of Thoratec, and Thomas Merger Sub II, Inc., a Delaware corporation and a wholly owned subsidiary of Thoratec, pursuant to Section 8.01(a) thereof. The decision to terminate the merger agreement was made in response to a determination by the United States Federal Trade Commission to file a complaint in U.S. Federal District Court challenging Thoratec’s proposed acquisition of HeartWare. A description of the terms of the Merger Agreement was included in Item 1.01 of the Current Report on Form 8-K filed by HeartWare on February 13, 2009 and, to the extent required by Item 1.02 of Form 8-K, such description is incorporated by reference in this Item 1.02 pursuant to General Instruction B.3 of Form 8-K.

A copy of the press release announcing the termination is furnished as Exhibit 99.1 hereto.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On July 31, 2009, HeartWare delivered to Thoratec a borrowing request under the Loan Agreement (the “Loan Agreement”), dated as of February 12, 2009, among HeartWare, all of HeartWare’s subsidiaries, as guarantors, and Thoratec, in the amount of \$4.0 million. A description of the terms of the Loan Agreement was included in Item 1.01 of the Current Report on Form 8-K filed by HeartWare on February 13, 2009 and, to the extent required by Item 2.03 of Form 8-K, such description is incorporated by reference in this Item 2.03 pursuant to General Instruction B.3 of Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press Release, dated July 31, 2009.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated as of July 31, 2009

HEARTWARE INTERNATIONAL, INC.

By: /s/ David McIntyre
Name: David McIntyre
Title: Chief Financial Officer & Chief Operating Officer

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release, dated July 31, 2009.

**THORATEC CORPORATION AND HEARTWARE INTERNATIONAL,
INC. ANNOUNCE TERMINATION OF PROPOSED TRANSACTION**

(PLEASANTON, CA/FRAMINGHAM, MA/SYDNEY, AUSTRALIA), July 31, 2009—Thoratec Corporation (NASDAQ: THOR) a world leader in device-based mechanical circulatory support therapies to save, support and restore failing hearts, and HeartWare International, Inc. (NASDAQ: HTWR/ASX: HIN), which develops and manufactures miniaturized implantable heart pumps, announced today they have mutually agreed to terminate their merger agreement, announced on February 13, 2009, under which Thoratec would acquire HeartWare. The decision to terminate the merger agreement was made in response to a determination by the U.S. Federal Trade Commission (“FTC”) to file a complaint in the U.S. Federal District Court challenging the proposed acquisition.

“We are disappointed by the Federal Trade Commission’s decision to seek to enjoin the transaction,” said Gary F. Burbach, president and chief executive officer of Thoratec. “Although we continue to believe in the benefits of the transaction, our management and board of directors have determined that it was in the best long-term interests of Thoratec and its shareholders not to pursue what would likely be a protracted, costly and unpredictable litigation process. We remain focused on building a much broader market for VADs in treating advanced stage heart failure,” he added.

“After discussions with Thoratec and our board of directors, we agree that litigation to pursue the acquisition by Thoratec is not in the best interests of our shareholders. While we too are disappointed with the decision by the FTC, we are, nonetheless, excited about HeartWare’s prospects going forward on a stand-alone basis and look forward to serving patients and clinicians,” said Doug Godshall, president and chief executive officer of HeartWare.

About Thoratec Corporation

Thoratec Corporation is a world leader in therapies to address advanced-stage heart failure. The company’s product lines include the Thoratec® VAD (Ventricular Assist Device) and HeartMate LVAS, with more than 13,000 devices implanted in patients suffering from heart failure. Additionally, its International Technidyne Corporation (ITC) division is a leader in point-of-care blood testing and skin incision products. Thoratec is headquartered in Pleasanton, California. For more information, visit the company’s web sites at <http://www.thoratec.com> or <http://www.itcmed.com>

Thoratec, the Thoratec logo, HeartMate and HeartMate II are registered trademarks of Thoratec Corporation and IVAD is a trademark of Thoratec Corporation. ITC, A-VOX Systems AVOXimeter, HEMOCHRON, ProTime and IRMA are registered trademarks of International Technidyne Corporation. CentriMag is a registered trademark of Levitronix, LLC.

About HeartWare International, Inc.

HeartWare International, Inc., develops and manufactures miniaturized implantable heart pumps, or Left Ventricular Assist Devices (LVADs) to treat patients suffering from advanced heart failure. The HeartWare® Ventricular Assist System features the HVAD™ pump, the only full-output pump designed to be implanted next to the heart, avoiding the abdominal surgery generally required to implant competing devices. HeartWare has completed an international clinical trial for the device involving five investigational centres in Europe and Australia. The device is currently the subject of a 150-patient clinical trial in the United States for a Bridge-to-Transplantation indication.

Use of Forward-Looking Statements

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. These statements can be identified by the words, “believes,” “views,” “expects,” “projects,” “hopes,” “could,” “will,” “intends,” “should,” “estimate,” “would,” “may,” “anticipates,” “plans” and other similar words. These forward-looking statements are subject to a number of risks and uncertainties that may cause actual results to differ materially from those contained in the forward-looking information, and are based on Thoratec and HeartWare’s current expectations, estimates, forecasts and projections. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: economic, business, competitive, and/or regulatory factors affecting the businesses of Thoratec and HeartWare generally, including those set forth in the filings of Thoratec and HeartWare with the Securities and Exchange Commission, especially in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of their respective annual reports on Form 10-K and quarterly reports on Form 10-Q, their current reports on Form 8-K and other SEC filings. These forward-looking statements speak only as of the date hereof. Thoratec and HeartWare undertake no obligation to publicly release the results of any revisions or updates to these forward-looking statements that may be made to reflect events or circumstances after the date hereof, or to reflect the occurrence of unanticipated events.

Contact Information

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