

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial shareholder**

To Company Name/Scheme	3P LEARNNG LIMITED
ACN	103 827 836

1. Details of substantial holder

Name	The Goldman Sachs Group, Inc. ("GSGI") on behalf of itself and its subsidiaries ("Goldman Sachs Group") including its significant subsidiaries listed in Annexure A ("Significant Subsidiaries") and Goldman Sachs Holdings ANZ Pty Limited and its subsidiaries ("Goldman Sachs Australia Group").
ACN/ARSN (if applicable)	Not applicable
The holder became a substantial holder on	28 April 2016

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Persons' votes	Voting power
Ordinary Fully Paid Shares	7,286,944	7,286,944	5.24%

3. Details of relevant interests

The nature of the relevant interest the substantial holder had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and number of securities	
The Goldman Sachs Group Inc ("GSGI")	GSGI has a relevant interest in ordinary fully paid shares by virtue of section 608(3) of the Corporations Act 2001.	7,286,944	Ordinary Fully Paid Shares
Goldman Sachs Asset Management Australia Pty Ltd ("GSAMA")	GSAMA has a relevant interest in 6,512,670 ordinary fully paid shares in its capacity as investment manager for a range of client portfolios.	6,512,670	Ordinary Fully Paid Shares
Goldman Sachs Australia Managed Funds Limited ("GSAMF")	GSAMF has a relevant interest in 720,673 ordinary fully paid shares in its capacity as responsible entity for the range of Goldman Sachs Australia Managed Funds.	720,673	Ordinary Fully Paid Shares

Holder of relevant interest	Nature of relevant interest	Class and number of securities	
GSAMA	GSAMA has a relevant interest in 720,673 ordinary fully paid shares in its capacity as investment manager for a range of Goldman Sachs Australia registered managed investment schemes.	720,673	Ordinary Fully Paid Shares
Goldman Sachs International ("GSI")	GSI beneficially owns ordinary fully paid shares.	53,601	Ordinary Fully Paid Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities	
GSAMA	JP Morgan Chase Bank, Sydney State Street, Sydney	Various clients	6,512,670	Ordinary Fully Paid Shares
GSAMF GSAMA	RBC Dexia Investor Services Australia Pty Limited	GSAMF as the responsible entity for the range of Goldman Sachs Australia registered managed investment schemes	720,673	Ordinary Fully Paid Shares
GSI	HSBC Custody Nominees Australia Limited	GSI	53,601	Ordinary Fully Paid Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of Relevant Interest	Date of Acquisition	Number of Securities	Total Consideration
Please refer to Annexure B.			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN (if applicable)	Nature of association
N/A	N/A

7. Addresses

The addresses of persons named in this form are as follows:

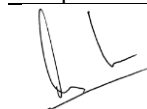
Name	Address
GSGI	Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, USA
Goldman Sachs Australia Group	All care of Level 17, 101 Collins Street, Melbourne Victoria 3000, Australia
GSAMA	Level 17, 101 Collins Street, Melbourne, Victoria 3000, Australia
GSAMF	Level 17, 101 Collins Street, Melbourne, Victoria 3000, Australia

Name	Address
GSI	Peterborough Court, 133 Fleet Street, London EC4A 2BB, United Kingdom
Goldman Sachs Australia Pty Ltd ("GSA")	Level 17, 101 Collins Street, Melbourne, Victoria 3000, Australia
JP Morgan Chase Bank, Sydney	Level 16, 85 Castlereagh Street, Sydney NSW 2000 Australia
State Street, Sydney	420 George Street, Sydney, NSW 2000, Australia
HSBC Custody Nominees Australia Limited	GPO Box 5302, Sydney NSW 2001, Australia
RBC Dexia Investor Services Australia Pty Limited	2 Park Street, Level 17, Sydney, NSW 2000, Australia

Signature

Print name Raymond Chow Capacity Authorised Person
(signing under power of attorney in
accordance with section 52 of the
Corporations Act)

Sign here



Date 02 May 2016

Annexure A

Significant Subsidiaries of The Goldman Sachs Group, Inc.

The following are significant subsidiaries of The Goldman Sachs Group, Inc. as of December 31, 2015 and the states or jurisdictions in which they are organized. Each subsidiary is indented beneath its principal parent. The Goldman Sachs Group, Inc. owns, directly or indirectly, at least 99% of the voting securities of substantially all of the subsidiaries included below. The names of particular subsidiaries have been omitted because, considered in the aggregate as a single subsidiary, they would not constitute, as of the end of the year covered by this report, a “significant subsidiary” as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934

Name	State or Jurisdiction of Organization of Entity
The Goldman Sachs Group, Inc.	Delaware
Goldman, Sachs & Co.	New York
Goldman Sachs Paris Inc. et Cie	France
Goldman Sachs (UK) L.L.C.	Delaware
Goldman Sachs Group UK Limited	United Kingdom
Goldman Sachs International Bank	United Kingdom
Goldman Sachs International	United Kingdom
Goldman Sachs Asset Management International	United Kingdom
Goldman Sachs Group Holdings (U.K.) Limited	United Kingdom
Rothsay Life (Cayman) Limited	Cayman Islands
Broad Street Principal Investments International, Ltd.	Cayman Islands
Goldman Sachs Global Holdings L.L.C.	Delaware
GS Asian Venture (Delaware) L.L.C.	Delaware
Elevatech Limited	Hong Kong
Goldman Sachs Strategic Investments (Asia) L.L.C.	Delaware
GS (Asia) L.P.	Delaware
Goldman Sachs (Japan) Ltd.	British Virgin Islands
Goldman Sachs Japan Co., Ltd.	Japan
J. Aron Holdings, L.P.	Delaware
J. Aron & Company	New York
Goldman Sachs Asset Management, L.P.	Delaware
Goldman Sachs Hedge Fund Strategies LLC	Delaware
Goldman Sachs (Cayman) Holding Company	Cayman Islands
Goldman Sachs (Asia) Corporate Holdings L.P.	Delaware
Goldman Sachs Holdings (Hong Kong) Limited	Hong Kong
Goldman Sachs (Asia) Finance	Mauritius
Goldman Sachs (Asia) L.L.C.	Delaware
GS EMEA Funding Limited Partnership	United Kingdom
Goldman Sachs Holdings (Singapore) PTE. Ltd.	Singapore
J. Aron & Company (Singapore) PTE.	Singapore
Goldman Sachs (Singapore) PTE.	Singapore
Goldman Sachs Holdings ANZ Pty Limited	Australia
GS HLDGS Anz II Pty Ltd	Australia
Goldman Sachs Australia Group Holdings Pty Ltd	Australia
Goldman Sachs Australia Capital Markets Limited	Australia
Goldman Sachs Australia Pty Ltd	Australia
GS Holdings (Delaware) L.L.C. II	Delaware
GS Lending Partners Holdings LLC	Delaware
Goldman Sachs Lending Partners LLC	Delaware
Swancastle Limited	Ireland
Goldman Sachs Bank USA	New York
Goldman Sachs Mortgage Company	New York
Goldman Sachs Execution & Clearing, L.P.	New York
GS Financial Services II, LLC	Delaware
GS Funding Europe	United Kingdom
GS Funding Europe I Ltd.	Cayman Islands
GS Funding Europe II Ltd.	Cayman Islands
GS Investment Strategies, LLC	Delaware
MLQ Investors, L.P.	Delaware
PIA Holdings Cayman	Cayman Islands
GS PIA Holdings GK	Japan
Crane Holdings Ltd.	Japan

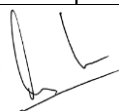
Name	State or Jurisdiction of Organization of Entity
ELQ Holdings (Del) LLC	Delaware
ELQ Holdings (UK) Ltd	United Kingdom
ELQ Investors VII Ltd	United Kingdom
GS Sapphire Holding Limited	United Kingdom
ELQ Investors IX Ltd	United Kingdom
ELQ Investors II Ltd	United Kingdom
ELQ Investors VIII Ltd	United Kingdom
Goldman Sachs Specialty Lending Holdings, Inc.	Delaware
Special Situations Investing Group II, LLC	Delaware
MTGRP, L.L.C.	Delaware
GS Diversified Funding LLC	Delaware
Hull Trading Asia Limited	Hong Kong
Goldman Sachs LLC	Mauritius
Goldman Sachs Venture LLC	Mauritius
GS Power Holdings LLC	Delaware
MTGLQ Investors, L.P.	Delaware
Broad Street Principal Investments Superholdco LLC	Delaware
Broad Street Principal Investments, L.L.C.	Delaware
Broad Street Credit Holdings LLC	Delaware
GS Direct, L.L.C.	Delaware
GS Fund Holdings, L.L.C.	Delaware
Shoelane GP, L.L.C.	Delaware
Shoelane, L.P.	Delaware
GSFS Investments I Corp.	Delaware

THE GOLDMAN SACHS GROUP, INC AND ITS SUBSIDIARIES

Signature

print name	Raymond Chow (signing under power of attorney in accordance with section 52 of the Corporations Act)	capacity	Authorised Person
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sign here



date

02 May 2016

Annexure B


Holder of Relevant Interest	Date of Acquisition	Number of Securities	Total Consideration
GSI	01/21/16	91	130
GSI	02/15/16	16,352	N/A
GSI	02/15/16	316	564
GSI	02/16/16	9,054	N/A
GSI	02/17/16	17,068	N/A
GSI	02/18/16	7,785	N/A
GSI	02/19/16	5,961	N/A
GSI	02/22/16	5,625	N/A
GSI	02/23/16	53,418	N/A
GSI	03/04/16	4,511	6,676
GSI	03/04/16	4,511	6,676
GSI	03/07/16	1,006	1,499
GSI	03/07/16	219	329
GSI	03/08/16	12,574	18,107
GSI	03/08/16	12,574	18,107
GSI	03/08/16	307	464
GSI	03/08/16	306	461
GSI	03/10/16	1,775	2,414
GSI	03/11/16	2,909	4,334
GSI	03/14/16	678	1,017
GSI	03/14/16	60	90
GSI	03/15/16	20,293	N/A
GSI	03/15/16	588	908
GSI	03/15/16	588	911
GSI	03/16/16	6,379	N/A
GSI	03/16/16	1,147	1,652
GSI	03/17/16	6,379	N/A
GSI	03/18/16	11,163	N/A
GSI	03/18/16	12,639	17,947
GSI	03/18/16	12	17
GSA	03/21/16	53,418	N/A
GSA	03/21/16	20,293	N/A
GSA	03/21/16	17,068	N/A
GSA	03/21/16	16,352	N/A
GSA	03/21/16	11,163	N/A
GSA	03/21/16	9,054	N/A
GSA	03/21/16	7,785	N/A
GSA	03/21/16	6,379	N/A
GSA	03/21/16	6,379	N/A
GSA	03/21/16	5,961	N/A
GSA	03/21/16	5,625	N/A
GSI	03/21/16	160	224
GSI	03/21/16	22	31
GSA	03/22/16	5,285	N/A
GSI	03/29/16	338	465
GSI	03/29/16	75	103

Holder of Relevant Interest	Date of Acquisition	Number of Securities	Total Consideration
GSI	04/05/16	2,279	N/A
GSI	04/05/16	26	36
GSI	04/06/16	3,006	N/A
GSI	04/06/16	2,993	3,906
GSI	04/06/16	698	918
GSI	04/06/16	698	921
GSI	04/06/16	485	633
GSI	04/06/16	155	205
GSI	04/08/16	223	294
GSI	04/08/16	36	48
GSI	04/11/16	197	260
GSI	04/12/16	226	299
GSI	04/13/16	4,384	5,853
GSI	04/15/16	20	27
GSI	04/18/16	23	30
GSI	04/19/16	55	72
GSI	04/20/16	54	70
GSI	04/26/16	6,165	7,245
GSI	04/27/16	2,554	2,976
GSI	04/28/16	77	83
GSAMA	04/28/16	1,127,075	1,205,970

Signature

print name Raymond Chow capacity Authorised Person
 (signing under power of attorney
 in accordance with section 52 of
 the Corporations Act)

sign here



date 02 May 2016