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

27 October 2009

Dear Sir

Section 708A(5)(e) Notice

Earlier today, HeartWare International, Inc. ('the Company') confirmed finalization of a placement of approximately 2.7 million shares of common stock to raise gross proceeds of approximately US$60 million ('the placement').

The *Corporations Act 2001* ('the Act') restricts the on-sale of securities without a disclosure document, unless the relevant sale satisfies an exemption as set out in section 708 or 708A of the Act. The on-sale of CHESS Depositary Interests or common stock pursuant to the placement satisfies the exemption as prescribed in section 708A(5) of the Act.

As at 27 October 2009, the Company gives notice under section 708A(5)(e) of the Act that:

(a) the Company issued common stock under the placement without a disclosure document under Part 6D.2 of the Act;

(b) the Company has complied with the requirements of Chapter 2M (as they apply to the Company) and section 674 of the Act; and

(c) there is no information that:

  (i.) has been excluded from a continuous disclosure notice in accordance with ASX Listing Rules; and

  (ii.) investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:

    (a) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or

    (b) the rights and liabilities attaching to the Company's ordinary shares.

Yours sincerely

David McIntyre
Company Secretary