



DLA Piper Australia  
201 Elizabeth Street  
Sydney NSW 2000  
Australia  
DX 107 Sydney  
T +61 2 9286 8000  
F +61 2 9283 4144  
W [www.dlapiper.com](http://www.dlapiper.com)

Our ref: NTS 0482308 CLM

15 February 2013

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

By fax 1300 135 638

Dear Sir/Madam

**NOVOGEN LTD - FORM 604**

Please find attached a Form 604 (Notice of Change of Substantial Holder) in relation to Novogen Ltd on behalf of Massachusetts Mutual Life Insurance Company group and certain of its subsidiaries.

Please do not hesitate to contact me if you have any questions.

Yours sincerely

A handwritten signature in black ink, appearing to read 'N. Sloggett'.

**Nicole Sloggett**  
Senior Associate  
Direct +61 2 9286 8528  
[nicole.sloggett@dlapiper.com](mailto:nicole.sloggett@dlapiper.com)  
Encl

**Form 604**  
Corporations Act 2001  
Section 671B  
**Notice of change of substantial holder**

To Company Name/Scheme: **NOVOGEN LTD**

ACN/ARSN: **063 259 754**

**1. Details of substantial holder (1)**

Name: **Massachusetts Mutual Life Insurance Company group and certain of its subsidiaries (see Annexure A for details) (MassMutual Group)**

ACN/ARSN (if applicable): **Not Applicable**

There was a change in the interests of the substantial holder on: **02/12/2013**

The previous notice was given to the company on: **03/23/2012**

The previous notice was dated **03/22/2012**

**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting Power (6)
Ordinary shares	11,552,712	11.31%	11,038,532	9.40%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
02/12/2013	Each member of the MassMutual Group	Sale of ordinary shares	See Annexure B	See Annexure B	See Annexure B

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as a holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Each member of the MassMutual Group	OFI Institutional International Equity Fund, LP	OFI Institutional International Equity Fund, LP	As holder of shares on behalf of clients in its capacity as an investment advisor registered with the US Securities and Exchange Commission in the case of Oppenheimer Funds, Inc. and as an associate of such companies (within the meaning of section 11 of the Corporations Act 2001 (Cth)) in the case of each other company listed in Annexure A.	Ordinary 67,988	0.058%
	Oppenheimer International Growth Fund	Oppenheimer International Growth Fund		Ordinary 8,330,223	7.095%
	Oppenheimer International Growth Fund/VA	Oppenheimer International Growth Fund/VA		Ordinary 961,671	0.819%
	MML Premier International Equity Fund	MML Premier International Equity Fund		Ordinary 1,547,598	1.318%
	OFITC International Growth Fund	OFITC International Growth Fund		Ordinary 131,052	0.112%

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**6. Addresses**

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

Name	Address
See Annexure A	See Annexure A

**Signature**

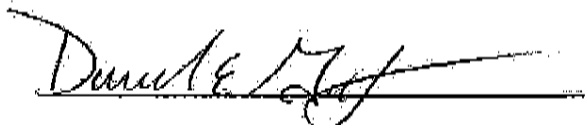
Print name: Donald Griffith capacity: Vice President & Compliance Counsel

Sign here: 

Date: February 14, 2013

**Annexure A****To Company Name/Scheme: NOVOGEN LTD****ACN/ARSN: 063 259 754****This is annexure Form A of 4 pages in Form 604 Notice of Change of Substantial Holder****MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY GROUP**

<b>Company</b>	<b>Address</b>
Massachusetts Mutual Life Insurance Company	1295 State Street Springfield, Massachusetts USA 01111 - 0001
MassMutual Holding LLC	1295 State Street Springfield, Massachusetts USA 01111 - 0001
MM Asset Management Holding LLC	1295 State Street Springfield, Massachusetts USA 01111 - 0001
Oppenheimer Acquisition Corp.	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OppenheimerFunds, Inc.	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OFI Institutional Asset Management, Inc.	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OFI Institutional International Equity Fund, LP	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
Oppenheimer International Growth Fund	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
Oppenheimer International Growth Fund/VA	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
MML Premier International Equity Fund	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OFITC International Growth Fund	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008


**Donald Griffith, Vice President & Compliance Counsel****February 14, 2013****Date**

**Purchase/Sale - Specified Cusip**

March 22, 2012 through February 12, 2013

Fund	Security Number	Security Desc	CRD Sectype	Tran Code	Principal	Shares/Pai	Trade Date	Settle Date	Entry Date	Broker	Price	Price	Memo Number
										Extending	(Base)	Local	
476	6648244	NOVOGEN LTD	COM	SELL	4,376.94	60,002.00	10/26/2012	10/29/2012	10/26/2012	JPEP	0.07	0.0704	BIK423KB788MOV50
476	6648244	NOVOGEN LTD /AUD/ COM	COM	SELL	23,567.46	209,371.00	1/11/2013	1/14/2013	1/11/2013	JPEP	0.11	0.1067	C7K12NZGCF2DVSYSR
476	6648244	NOVOGEN LTD /AUD/ COM	COM	SELL	57.25	500	11/19/2012	11/20/2012	11/19/2012	JPEP	0.11	0.11	FSKEHCENL6LASVS
476	6648244	NOVOGEN LTD /AUD/ COM	COM	SELL	17,490.48	138,407.00	11/16/2012	11/19/2012	11/19/2012	JPEP	0.13	0.1226	QZKSSUCN004FQONK
616	6648244	NOVOGEN LTD /AUD/ COM	COM	SELL	11,920.44	105,900.00	1/11/2013	1/14/2013	1/11/2013	JPEP	0.11	0.1067	D5KSVJ2QSTU00FPBR
<b>Sub Total</b>					<b>57,412.47</b>	<b>514,180.00</b>							
<b>Grand Total</b>					<b>57,412.47</b>	<b>514,180.00</b>							

  
 Donald Griffith  
 Vice President & Compliance Counsel

February 14, 2013  
 Date