



**ASX ANNOUNCEMENT**  
**16 February 2009**

**Thoratec Corporation to Acquire HeartWare for US\$282 million**

**Framingham, MA and Sydney, Australia:** HeartWare International, Inc. (ASX: HIN) confirms that it has entered into a merger agreement whereby Thoratec Corporation (“Thoratec”) will acquire HeartWare for a consideration of US\$282 million (approximately AUS\$429 million\*) of which approximately 50% will be paid in cash and approximately 50% will be paid in Thoratec common stock. The purchase consideration reflects a current price of AUS\$1.32 per HeartWare Chess Depository Instrument (“CDI”).

In addition to the above, Thoratec will provide HeartWare with a convertible loan facility of up to US\$28 million (approximately AUS\$43 million\*) to fund ongoing operations until the close of the transaction, which is currently expected to occur in the second half of 2009. The Board of Directors of both companies have approved the transaction. The transaction is subject to HeartWare shareholder approval and other customary closing conditions, including regulatory clearance in the United States.

Attached is a joint announcement from Thoratec and HeartWare together with other documentation that has been filed with the United States Securities & Exchange Commission.

Specific enquires in relation to the transaction should be directed as follows:

United States

Mr Doug Godshall  
Chief Executive Officer & President  
+1 508 739 0840

Australia

Mr David McIntyre  
Chief Financial Officer / Chief Operating Officer  
0408 227 102

\* Exchange rate as at 13 February 2009

**About HeartWare International**

HeartWare International 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-Transplant indication.



For general enquiries:

[www.heartware.com](http://www.heartware.com)

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### **Forward-Looking Statements**

This announcement contains forward-looking statements that are based on management’s beliefs, assumptions and expectations and on information currently available to management. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation our expectations with respect to the progress of clinical trials. Management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on forward-looking statements because they speak only as of the date when made. We do not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We may not actually achieve the plans, projections or expectations disclosed in forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including without limitation those described in “Item 1A. Risk Factors” in our Annual Report on Form 10-K filed with the SEC on February 28, 2008, and those described in other reports filed from time to time with the SEC.