



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

21 September 2009
BY E-LODGEMENT

Dear Sir / Madam

Options – Exercise & Cancel

Please see the attached ASX Appendix 3B in relation to the exercise of options granted under the Company's Employee Stock Option Plan.

The Company also confirms the cancellation of 4,178 options granted under the Company's Employee Stock Option Plan (ASX: HTWAI) and 2,143 restricted stock units granted under the Company's Restricted Stock Unit Plan (ASX:HINAK). These securities have lapsed and will be removed from the Company's register.

Yours faithfully

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

David McIntyre
Chief Financial Officer &
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

HeartWare International, Inc

ARBN

132 897 762

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Common stock (unquoted) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 535 shares of common stock (being equivalent to 18,725 CHESSE Depositary Interests (CDIs) on a conversion ratio of 35:1) |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid common stock of HeartWare International, Inc |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>A\$19.95 per share of common stock for a total consideration of A\$10,673.25.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Exercise of options granted under the HeartWare Limited Employee Share Option Plan (ASX: HINAI)</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>16 September 2009</p>

+ See chapter 19 for defined terms.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="787 203 1063 241">Number</th> <th data-bbox="1063 203 1338 241">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="787 241 1063 367">Actual number of CDIs quoted is 236,718,825 as at 18 September 2009.</td> <td data-bbox="1063 241 1338 367">CDIs.</td> </tr> <tr> <td data-bbox="787 367 1063 525">361,050,235 CDIs would be quoted if all common stock was held as CDIs.</td> <td data-bbox="1063 367 1338 525"></td> </tr> </tbody> </table>	Number	⁺ Class	Actual number of CDIs quoted is 236,718,825 as at 18 September 2009.	CDIs.	361,050,235 CDIs would be quoted if all common stock was held as CDIs.								
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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="787 556 1063 598">Number</th> <th data-bbox="1063 556 1338 598">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="787 598 1063 724">3,552,326 shares of common stock</td> <td data-bbox="1063 598 1338 724">Common stock on issue as at 18 September 2009</td> </tr> <tr> <td data-bbox="787 724 1063 913">522,162 Options (over 522,162 shares of common stock or 18,275,670 CDIs).</td> <td data-bbox="1063 724 1338 913">Options issued under the HeartWare International, Inc Employee Stock Option Plan (HIN:AI)</td> </tr> <tr> <td data-bbox="787 913 1063 1102">117,850 Restricted Stock Units (over 117,850 shares of common stock or 4,124,750 CDIs).</td> <td data-bbox="1063 913 1338 1102">Restricted Stock Units issued under the HeartWare International, Inc Restricted Stock Unit Plan (HIN:AK)</td> </tr> <tr> <td data-bbox="787 1102 1063 1291">48,510 Incentive Options (over 48,510 shares of common stock or 1,697,850 CDIs).</td> <td data-bbox="1063 1102 1338 1291">Incentive Options (HIN:AI)</td> </tr> <tr> <td data-bbox="787 1291 1063 1512">36,535 Options (over 36,535 shares of common stock or 1,278,725 CDIs).</td> <td data-bbox="1063 1291 1338 1512">Options issued under the HeartWare International, 2008 Stock Incentive Plan</td> </tr> </tbody> </table>	Number	⁺ Class	3,552,326 shares of common stock	Common stock on issue as at 18 September 2009	522,162 Options (over 522,162 shares of common stock or 18,275,670 CDIs).	Options issued under the HeartWare International, Inc Employee Stock Option Plan (HIN:AI)	117,850 Restricted Stock Units (over 117,850 shares of common stock or 4,124,750 CDIs).	Restricted Stock Units issued under the HeartWare International, Inc Restricted Stock Unit Plan (HIN:AK)	48,510 Incentive Options (over 48,510 shares of common stock or 1,697,850 CDIs).	Incentive Options (HIN:AI)	36,535 Options (over 36,535 shares of common stock or 1,278,725 CDIs).	Options issued under the HeartWare International, 2008 Stock Incentive Plan	
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable.													

⁺ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

- | | | |
|----|---|----------------|
| 11 | Is security holder approval required? | Not Applicable |
| 12 | Is the issue renounceable or non-renounceable? | Not Applicable |
| 13 | Ratio in which the +securities will be offered | Not Applicable |
| 14 | +Class of +securities to which the offer relates | Not Applicable |
| 15 | +Record date to determine entitlements | Not Applicable |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Not Applicable |
| 17 | Policy for deciding entitlements in relation to fractions | Not Applicable |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | Not Applicable |
| 19 | Closing date for receipt of acceptances or renunciations | Not Applicable |

+ See chapter 19 for defined terms.

20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not Applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

Not Applicable

39 Class of +securities for which quotation is sought

Not Applicable

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not Applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Not Applicable

	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Not Applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date:21 September 2009.
(Company secretary)

Print name: ...David McIntyre.....

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