



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

21 September 2009
BY E-LODGEMENT

Dear Sir / Madam

Annual Equity Grant

Please see the attached ASX Appendix 3B in relation to the annual grant of equity to employees under the Company's 2008 Stock Incentive Plan for the purposes of retention.

The Board of Directors has also determined to grant 120,000 restricted stock units to the Company's Chief Executive Officer, Mr Doug Godshall, subject to stockholder approval at the Company's next annual stockholders meeting (which is expected to be held in the first half of 2010). The restricted stock units to be granted to Mr Godshall shall have the same terms and vesting dates as apply to the restricted stock units referred to in the attached ASX Appendix 3B.

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.

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 | Restricted stock units (unquoted) and employee stock options (unquoted) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 258,750 restricted stock units (unquoted)
49,850 employee stock options (unquoted) |
| 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) | 258,750 restricted stock units (unquoted). Each restricted stock unit is issued for no monetary consideration and on vesting entitles the holder to be issued one share of common stock for no monetary consideration and otherwise each restricted stock unit is issued in accordance with the Company's 2008 Stock Incentive Plan Rules. Vesting shall occur in three equal annual tranches commencing on the first anniversary of the grant date.

49,850 non-statutory (employee) stock options (unquoted). Each stock option is issued for no monetary consideration and on vesting entitles the holder to be issued one share of common stock for a strike price of US28.00 per share of common stock and otherwise each stock unit is issued in accordance with the Company's 2008 Stock Incentive Plan Rules. Vesting shall occur in four equal annual tranches commencing on the first anniversary of the grant date. |

+ See chapter 19 for defined terms.

<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>Not applicable – the restricted stock units and employee stock options are not quoted.</p> <p>However, any common stock issued on vesting and exercise of the employee stock options and restricted stock units will rank equally on issue with all other shares of common stock.</p>
<p>5 Issue price or consideration</p>	<p>258,750 restricted stock units (unquoted) issued for no monetary consideration and with an exercise price of \$0.00 per restricted stock unit and in accordance with the Company’s 2008 Stock Incentive Plan.</p> <p>49,850 employee stock options (unquoted) issued for no monetary consideration and with an exercise price of US28.00 per employee stock option and in accordance with the Company’s 2008 Stock Incentive Plan.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Annual equity grant for the purposes of retention and otherwise pursuant to the Company’s 2008 Stock Incentive Plan.</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>16 September 2009</p>

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Actual number of CDIs quoted is 236,718,825 as at 18 September 2009. 361,050,235 CDIs would be quoted if all common stock was held as CDIs.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<p>3,552,326 shares of common stock</p> <p>522,162 Options (over 522,162 shares of common stock or 18,275,670 CDIs).</p> <p>117,850 Restricted Stock Units (over 117,850 shares of common stock or 4,124,750 CDIs).</p> <p>48,510 Incentive Options (over 48,510 shares of common stock or 1,697,850 CDIs).</p> <p>49,850 options (over 49,850 shares of common stock or 1,744,750 CDIs).</p> <p>295,285 restricted stock units (over 295,285 shares of common stock or 10,334,975 CDIs).</p>
		<p>Common stock on issue as at 18 September 2009</p> <p>Options issued under the HeartWare International, Inc Employee Stock Option Plan (HIN:AI)</p> <p>Restricted Stock Units issued under the HeartWare International, Inc Restricted Stock Unit Plan (HIN:AK)</p> <p>Incentive Options (HIN:AI)</p> <p>Options issued under the HeartWare International, 2008 Stock Incentive Plan</p> <p>Restricted stock units under the HeartWare International, 2008 Stock Incentive Plan</p>

+ See chapter 19 for defined terms.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) N/A

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required? N/A

12 Is the issue renounceable or non-renounceable? N/A

13 Ratio in which the +securities will be offered N/A

14 +Class of +securities to which the offer relates N/A

15 +Record date to determine entitlements N/A

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? N/A

17 Policy for deciding entitlements in relation to fractions N/A

18 Names of countries in which the entity has +security holders who will not be sent new issue documents
N/A
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations N/A

20 Names of any underwriters N/A

21 Amount of any underwriting fee or commission N/A

22 Names of any brokers to the issue N/A

23 Fee or commission payable to the broker to the issue N/A

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

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

+ See chapter 19 for defined terms.

(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
- 39 Class of +securities for which quotation is sought
- 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
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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)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.

+ See chapter 19 for defined terms.

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: ..
2009.....

Date:21 September 2009

(Director/Company secretary)

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

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