



**ASX ANNOUNCEMENT
17 August 2009**

**HeartWare International, Inc.
Closes US\$60 Million Financing**

(FRAMINGHAM, MA/SYDNEY, AUSTRALIA), August 17, 2009 - HeartWare International, Inc. (NASDAQ: HTWR) (ASX: HIN) announced today the completion of its offering of approximately 2.7 million shares of its common stock in a private placement in the United States and Australia (the "Offerings"). Investors in the Offerings purchased the shares at a purchase price of US\$22.00 per share resulting in gross proceeds of approximately US\$60 million to HeartWare, before deducting the placement agent's fee and estimated offering expenses.

The issuance of approximately 1.39 million of the total number of shares that investors have committed to purchase in the Offerings is subject to approval of HeartWare's stockholders in accordance with Australian Securities Exchange Listing Rules and Nasdaq Stock Market Rules and, as a result, approximately US\$30.5 million of the proceeds Offerings will be held in escrow and will be released if and when stockholder approval is obtained. The meeting of the stockholders will be scheduled for a date prior to December 15, 2009.

The securities described herein have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and unless so registered may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This announcement does not constitute an offer to sell or a solicitation of an offer to buy any of our securities in any jurisdiction.

Attached is an ASX Appendix 3B.

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(R) Ventricular Assist System features the HVADTM 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 commercial approval to sell its HVADTM pump in the European Union. The device is currently the subject of a 150-patient clinical trial in the United States for a Bridge-to-Transplant indication.

For further information:

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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, and those described in other reports filed from time to time with the SEC.

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)
CHESS Depository Interests (CDIs) (quoted) |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1,246,240 shares of common stock and 3,309,530 CDIs under a private placement (Placement). |
| 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

CDIs over fully paid shares of 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>US\$29,497,556 or US\$22.00 per share of common stock</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>HeartWare International, Inc currently intends to use the proceeds from the Placement to further its clinical and commercial roll-out of the HeartWare HVAD and its pipeline of future pumps.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>14 August 2009</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="711 1356 997 1388">Number</th> <th data-bbox="997 1356 1274 1388">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="711 1388 997 1549"> <p>Actual number of CDIs quoted is 288,175,860 as at 14 August 2009.</p> </td> <td data-bbox="997 1388 1274 1549"> <p>CDIs.</p> </td> </tr> <tr> <td data-bbox="711 1549 997 1680"> <p>360,158,610 CDIs would be quoted if all common stock was held as CDIs.</p> </td> <td data-bbox="997 1549 1274 1680"></td> </tr> </tbody> </table>	Number	+Class	<p>Actual number of CDIs quoted is 288,175,860 as at 14 August 2009.</p>	<p>CDIs.</p>	<p>360,158,610 CDIs would be quoted if all common stock was held as CDIs.</p>	
Number	+Class						
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<p>360,158,610 CDIs would be quoted if all common stock was held as CDIs.</p>							

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		2,056,650 shares of common stock	Common stock on issue as at 14 August 2009
		571,676 Options (over 571,676 shares of common stock or 20,008,660 CDIs).	Options issued under the HeartWare International, Inc Employee Stock Option Plan (HIN:AI)
		123,207 Restricted Stock Units (over 123,207 shares of common stock or 4,312,245 CDIs).	Restricted Stock Units issued under the HeartWare International, Inc Restricted Stock Unit Plan (HIN:AK)
		51,450 Incentive Options (over 51,450 shares of common stock or 1,800,750 CDIs).	Incentive Options (HIN:AI)
		36,535 Restricted Stock Units (over 36,535 shares of common stock or 1,278,725 CDIs)	Restricted Stock Units under the 2008 Stock Incentive Plan.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable.	

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	

+ See chapter 19 for defined terms.

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- | | | |
|----|---|----------------|
| 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

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- 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

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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	<p>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 	Not Applicable					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	Not Applicable					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="803 1375 1079 1417">Number</th> <th data-bbox="1079 1375 1354 1417">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="803 1417 1079 1585">Not Applicable</td> <td data-bbox="1079 1417 1354 1585">Not Applicable</td> </tr> </tbody> </table>	Number	+Class	Not Applicable	Not Applicable	
Number	+Class						
Not Applicable	Not Applicable						

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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:18 August 2009.....
(Company secretary)

Print name: .David McIntyre.....

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