Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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	Stock options issued under the 2008 Stock Incentive Plan Restricted stock units issued under the 2008 Stock Incentive Plan
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	4,500 stock options issued under the 2008 Stock Incentive Plan 7,500 restricted stock units issued under the 2008 Stock Incentive Plan

+ See chapter 19 for defined terms.

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)	4,500 stock options (unquoted). Each stock option is issued for no monetary consideration and on vesting entitles the holder to purchase one share of common stock for a price of US$62.48 per share of common stock and otherwise each stock option 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. 7,500 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 four equal annual tranches commencing on the first anniversary of the grant date.
4	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 – the stock options and restricted stock units are not quoted. However, any common stock issued on vesting and exercise of the stock options and restricted stock units will rank equally on issue with all other shares of common stock.
5	Issue price or consideration	4,500 stock options (unquoted) issued for no monetary consideration and with an exercise price of US$62.48 per stock option and in accordance with the Company's 2008 Stock Incentive Plan. 7,500 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.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Inducement for new employee.
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	15 August 2011

+ See chapter 19 for defined terms.

		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 44,030,630 as at 22 August 2011. 487,517,100 CDIs would be quoted if all common stock was held as CDIs.	CDIs.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)	12,671,042 shares of common stock.	Common stock on issue as at 22 August 2011.
		305,388 Options (over 305,388 shares of common stock or 10,688,580 CDIs).	Options issued under the HeartWare International, Inc. Employee Stock Option Plan (HIN:AI)
		47,685 Restricted Stock Units (over 47,685 shares of common stock or 1,668,975 CDIs).	Restricted Stock Units issued under the HeartWare International, Inc. Restricted Stock Unit Plan (HIN:AK)
		5,142 Incentive Options (over 5,142 shares of common stock or 179,970 CDIs).	Incentive Options (HIN:AI)
		83,445 options (over 83,445 shares of common stock or 2,920,575 CDIs).	Options issued under the HeartWare International, Inc. 2008 Stock Incentive Plan
		520,501 restricted stock units (over 520,501 shares of common stock or 18,217,535 CDIs).	Restricted stock units under the HeartWare International, Inc. 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
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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	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 *in full* through a broker?	Not Applicable
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	Not Applicable

+ See chapter 19 for defined terms.

32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	+Despatch date	Not Applicable

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

+ See chapter 19 for defined terms.

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	Not Applicable

+ See chapter 19 for defined terms.

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: 23 August 2011
(Company secretary)

Print name: Lawrence J. Knopf

== == == == ==

+ See chapter 19 for defined terms.