UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): January 28, 2016

HEARTWARE INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-34256	26-3636023
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

500 Old Connecticut Path
Framingham, MA 01701
(Address of principal executive offices)

Registrant's telephone number, including area code: 508.739.0950

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02 Termination of a Material Definitive Agreement.

As previously disclosed, on September 1, 2015, HeartWare International, Inc. (the "Company") entered into a Business Combination Agreement (the "Agreement") by and among the Company, Valtech Cardio, Ltd. ("Valtech"), HW Global, Inc. ("Holdco"), HW Merger Sub, Inc., Valor Merger Sub Ltd. and Valor Shareholder Representative, LLC, pursuant to which the Company and Valtech proposed to effect a strategic combination of their respective businesses under Holdco subject to certain closing conditions (the "Transaction"). The Company filed the Agreement with the Securities and Exchange Commission on September 1, 2015 as Exhibit 2.1 to its Current Report on Form 8-K.

Effective January 28, 2016, the Company terminated the Agreement pursuant to Section 10.1(h) of the Agreement by delivering written notice to the other parties. A copy of the Company's press release announcing the termination of the Transaction is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

As a result of the termination, pursuant to the terms of the Agreement, the Company will loan Valtech $30 million pursuant to a convertible promissory note in the form set forth on Exhibit G to the Agreement (the "Note"). Subject to the terms of the Note, the Note matures in three years and bears interest at a rate equal to 6% per year.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	Press Release issued by HeartWare International, Inc., dated January 28, 2016, regarding the termination of the Valtech transaction.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HeartWare International, Inc.

Date: January 28, 2016

By: /s/ Lawrence J. Knopf
Name: Lawrence J. Knopf
Title: Senior Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

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Exhibit 99.1

HEARTWARE INTERNATIONAL AND VALTECH CARDIO, LTD. ANNOUNCE TERMINATION OF PROPOSED ACQUISITION

Framingham, Mass., January 28, 2016 –HeartWare International, Inc. (NASDAQ: HTWR), a leading innovator of less-invasive, miniaturized circulatory support technologies that are revolutionizing the treatment of advanced heart failure, and Valtech Cardio, Ltd., a privately held developer of mitral and tricuspid valve repair and replacement technologies, today announced the termination of HeartWare's proposed acquisition of Valtech.

"HeartWare's decision last fall to acquire Valtech represented a unique opportunity to bring together two, complementary portfolios for substantial, high-growth markets and create a broad technology pipeline for the treatment of patients with heart failure," said Doug Godshall, President and Chief Executive Officer of HeartWare. "While we continue to believe Valtech's portfolio of mitral and tricuspid interventional tools holds tremendous promise, HeartWare finds itself in a different set of circumstances than when we first entered into the agreement."

"Our focus in the coming months will be on returning the MVAD® System to the clinic, further enhancing the HVAD® System, particularly in light of our plan to submit for the Destination Therapy indication for HVAD in the middle of this year, and progressing our innovative circulatory support pipeline," added Mr. Godshall. "By stepping away from the acquisition, all of our resources will be dedicated to strengthening our existing business to put the company in the best position to take advantage of the significant opportunities within our ventricular assist device (VAD) portfolio. We recognize from our discussions with shareholders over the past several weeks that they, too, share our enthusiasm for the strength of our core VAD franchise, and we look forward to realizing this value together.

"This decision does not, in any way, reflect a lack of enthusiasm for Valtech or the mitral and tricuspid valve opportunities, and we wish Valtech all the best in advancing their company to the next level," concluded Mr. Godshall.

Pursuant to the terms of the agreement, HeartWare will make a $30 million loan to Valtech in the form of a convertible promissory note.

About HeartWare International

HeartWare International develops and manufactures miniaturized implantable heart pumps, or ventricular assist devices, to treat patients suffering from advanced heart failure. The HeartWare® Ventricular Assist System features the HVAD® pump, a small full-support circulatory assist device designed to be implanted next to the heart, avoiding the abdominal surgery generally required to implant competing devices. The HeartWare System is approved in the United States for the intended use as a bridge to cardiac transplantation in patients who are at risk of death from refractory end-stage left ventricular heart failure, has received CE Marking in the European Union and has been used to treat patients in 47 countries. The device is also currently the subject of a U.S. clinical trial for destination therapy. For additional information, please visit www.heartware.com.

HeartWare International, Inc. is a member of the Russell 2000®, and its securities are publicly traded on The NASDAQ Stock Market.

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: commercialization of the HeartWare HVAD System and clinical evaluation of the MVAD System; timing, progress and outcomes of clinical trials; regulatory submissions and quality compliance; investigation, research and development activities; and our ability to take advantage of pipeline technology. 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. HeartWare does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by federal securities laws and the rules and regulations of the Securities and Exchange Commission (SEC). HeartWare 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 Part I, Item 1A. "Risk Factors" in HeartWare's Annual Report on Form 10-K filed with the SEC. HeartWare may update risk factors from time to time in Part II, Item 1A. "Risk Factors" in Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, or other filings with the SEC.

For additional information:

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