

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Estimated average burden

hours per response: 0.5

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
LARKIN C RAYMOND JR		HeartWare International, Inc. [HTWR]		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last) (First) (Middle) C/O HEARTWARE INTERNATIONAL, INC. 500 OLD CONNECTICUT PATH (Street) FRAMINGHAM MA 01701 (City) (State) (Zip)		3. Date of Earliest Transaction (Month/Day/Year) 08/23/2016		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
		4. If Amendment, Date of Original Filed (Month/Day/Year)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/23/2016		U		8,000 ⁽¹⁾	D	\$58	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Restricted Stock Unit	(2)	08/23/2016		D		1,000	(3)	(3)	Common Stock	1,000	(3)	0	D
Restricted Stock Unit	(2)	08/23/2016		D		250	(3)	(3)	Common Stock	250	(3)	0	D
Stock Option (right to buy)	\$29.01	08/23/2016		D		1,000	(4)	06/01/2026	Common Stock	1,000	(4)	0	D
Stock Option (right to buy)	\$76.6	08/23/2016		D		1,000	(4)	06/01/2025	Common Stock	1,000	(4)	0	D
Stock Option (right to buy)	\$88.84	08/23/2016		D		1,000	(4)	06/04/2024	Common Stock	1,000	(4)	0	D
Stock Option (right to buy)	\$95.05	08/23/2016		D		1,000	(4)	05/21/2023	Common Stock	1,000	(4)	0	D
Stock Option (right to buy)	\$57.07	08/23/2016		D		1,000	(4)	05/04/2020	Common Stock	1,000	(4)	0	D

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$79.01	08/23/2016		D			1,000	(4)	05/12/2021	Common Stock	1,000	(4)	0	D	
Stock Option (right to buy)	\$81.37	08/23/2016		D			1,000	(4)	05/31/2022	Common Stock	1,000	(4)	0	D	

Explanation of Responses:

- Disposed of in a tender offer by Medtronic Acquisition Corp., a Delaware Corporation ("Purchaser") to acquire all of the outstanding shares of common stock of HeartWare International, Inc., a Delaware corporation ("HeartWare") for \$58.00 per share pursuant to the terms of that certain Agreement and Plan of Merger, dated as of June 27, 2016, by and among HeartWare, Purchaser, and Medtronic, Inc., a Minnesota corporation (the "Merger Agreement"). All terms capitalized but not defined shall have the meaning given to them in the Merger Agreement.
- Each restricted stock unit represents a right to receive one share of HeartWare common stock.
- Pursuant to the Merger Agreement, each unvested restricted stock unit was automatically cancelled as of the Effective Time and converted into the right to receive an amount in cash equal to the product of (i) \$58.00 multiplied by (ii) the number of shares of HeartWare common stock subject to such restricted stock unit as of immediately prior to the Effective Time (with any such restricted stock units that are subject to performance-based vesting being deemed earned assuming achievement of all performance milestones), less any required withholding of taxes.
- Pursuant to the Merger Agreement, each option that was outstanding and unexercised immediately prior to the Effective Time and for which the exercise price of such option was less than \$58.00 per share, without regard to the extent vested or exercisable, was automatically canceled as of the Effective Time and converted into the right to receive a cash payment equal to the product of the excess of \$58.00 over the exercise price of such option and the number of unexercised shares of HeartWare common stock subject to such option immediately prior to the Effective Time, less any required withholding of taxes. Each option for which, as of the Effective Time, the exercise price of such option was greater than \$58.00 was automatically cancelled as of the Effective Time without any consideration being paid in respect thereof.

/s/ Larry Knopf as Attorney-in-Fact 08/24/2016

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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