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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-34256

HeartWare International, Inc.

(Exact name of registrant as specified in its charter)

c/o Medtronic, Inc.
710 Medtronic Parkway
Minneapolis, Minnesota 55432
(763)-514-4000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.001 par value per share
(Title of each class of securities covered by this Form)

N/A

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: One

Pursuant to the requirements of the Securities Exchange Act of 1934, HeartWare International, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

HEARTWARE INTERNATIONAL, INC.

Date: September 2, 2016

By: /s/ Philip J. Albert
Name: Philip J. Albert
Title: Vice President
