

THORATEC CORP
Form S-4
May 07, 2009

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As filed with the Securities and Exchange Commission on May 7, 2009
Registration No. 333-

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

Form S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
Thoratec Corporation

(Exact name of Registrant as specified in its charter)

California

*(State or other jurisdiction of
incorporation or organization)*

3845

*(Primary Standard Industrial
Classification Code Number)*

94-2340464

*(I.R.S. Employer
Identification Number)*

6035 Stoneridge Drive
Pleasanton, California 94588
(925) 847-8600

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

David A. Lehman, Esq.
Senior Vice President and General Counsel
Thoratec Corporation
6035 Stoneridge Drive
Pleasanton, California 94588
(925) 847-8600

(Name, address, including zip code, and telephone number, including area code, of agent for service)

with copies to:

Charles K. Ruck, Esq.
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Latham & Watkins LLP
650 Town Center Drive, 20th Floor
Costa Mesa, California 92626
(714) 540-1235

David McIntyre
Chief Financial Officer and
Chief Operating Officer
HeartWare International, Inc.
205 Newbury Street
Framingham, Massachusetts 01701
(508) 739-0950

Clare O Brien, Esq.
Robert M. Katz, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
(212) 848-4000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable following the effectiveness of this Registration Statement and upon the effective time of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
Common Stock, no par value, and the associated preferred share purchase rights(5)	5,871,555	N/A	\$ 112,910,343	\$ 6,300.40

(1) This Registration Statement relates to shares of common stock, no par value, of the registrant issuable to holders of common stock, par value \$0.001 per share, of HeartWare International, Inc., or HeartWare common stock, including common stock in respect of which CHESSE Depositary Interests representing shares of HeartWare common stock have been issued, in the proposed merger of Thomas Merger Sub I, Inc., a direct wholly owned subsidiary of the registrant, with and into HeartWare.

(2) Based on the maximum number of shares of Thoratec Corporation common stock, or Thoratec common stock, to be issued in connection with the merger pursuant to the terms of the Agreement and Plan of Merger, or the merger agreement, dated as of February 12, 2009, by and among Thoratec, HeartWare, Thomas Merger Sub I,

Inc. and Thomas Merger Sub II, Inc., calculated as the product obtained by multiplying (i) the exchange ratio of 0.6054 shares of Thoratec common stock for each share of HeartWare common stock, by (ii) 9,698,638, the estimated maximum aggregate number of shares of HeartWare common stock that could be exchanged for shares of Thoratec common stock pursuant to the merger described in the enclosed document, including shares of HeartWare common stock issuable upon exercise of outstanding options or other securities to acquire HeartWare common stock.

- (3) Pursuant to Rules 457(c) and 457(f) under the Securities Act of 1933, as amended, or the Securities Act, and solely for purposes of calculating this registration fee, the proposed maximum aggregate offering price is equal to the market value of shares of HeartWare common stock (the securities to be cancelled in the merger) less the total cash consideration expected to be paid in the merger by the registrant, calculated as follows: (a) \$26.18, the average of the high and low prices per share of HeartWare common stock on May 4, 2009, as reported on The NASDAQ Global Market, multiplied by (b) 9,698,638, the estimated maximum aggregate number of shares of HeartWare common stock computed as described in footnote (2) above, less (c) \$141.0 million, the total cash consideration expected to be paid in the merger by the registrant.
- (4) Reflects the product of (a) 0.0000558 multiplied by (b) the proposed maximum aggregate offering price.
- (5) The preferred share purchase rights, which are attached to the shares of Thoratec common stock being registered hereunder, will be issued for no additional consideration. Accordingly, no additional registration fee is required.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. Thoratec Corporation may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission, of which this proxy statement/prospectus is a part, is effective. This proxy statement/prospectus is not an offer to sell the securities described in this proxy statement/prospectus and is not soliciting an offer to buy in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION DATED , 2009

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Stockholder:

On February 12, 2009, the board of directors of HeartWare International, Inc., or HeartWare, and the board of directors of Thoratec Corporation, or Thoratec, approved a merger of HeartWare and a wholly owned subsidiary of Thoratec. Before the merger can be completed, the stockholders of HeartWare must vote to adopt the Agreement and Plan of Merger, which we refer to as the merger agreement, dated as of February 12, 2009, by and among HeartWare, Thoratec, Thomas Merger Sub I, Inc., a direct wholly owned subsidiary of Thoratec, which we refer to as Merger Subsidiary, and Thomas Merger Sub II, Inc., another direct wholly owned subsidiary of Thoratec, which we refer to as Merger Subsidiary Two.

Pursuant to the merger agreement, Merger Subsidiary will merge with and into HeartWare, with HeartWare surviving the merger as a wholly owned subsidiary of Thoratec, which we refer to as the merger. Provided that certain tax-related conditions are satisfied, HeartWare, as the surviving corporation in the merger, will merge with and into Merger Subsidiary Two with Merger Subsidiary Two surviving the merger as a subsidiary of Thoratec, which we refer to as the second merger. The merger and second merger are referred to collectively in this proxy statement/prospectus as the mergers.

As a result of the merger, each share of HeartWare common stock will be converted into the right to receive \$14.30 in cash and 0.6054 of a share of Thoratec common stock. Holders of HeartWare CHESSE Depository Interests, which we refer to as HeartWare CDIs and are traded on the Australian Stock Exchange and which represent 1/35 of a share of HeartWare common stock, will be entitled to receive in exchange for each of their HeartWare CDIs a combination of approximately \$0.4085 in cash and approximately 0.01729 of a share of Thoratec common stock. In addition, if the volume weighted average of the per share closing prices of Thoratec common stock on The NASDAQ Stock Market for the twenty (20) consecutive trading days ending on and including the fifth (5th) trading day prior to, but not including, the closing date is less than or equal to \$18.38, then HeartWare will have an option to terminate the merger agreement unless, subject to certain adjustments provided for in the merger agreement, Thoratec increases the number of shares of Thoratec common stock payable in the merger such that the value of the stock portion of the merger consideration at closing is equal to 70% of the value of the aggregate Thoratec stock consideration payable in the merger (calculated using the \$26.25 price per share of Thoratec common stock used to determine the stock portion of the merger consideration). If that same volume weighted average price is equal to or exceeds \$34.13 (130% of the \$26.25 price per share of Thoratec common stock used to determine the stock portion of the merger consideration), then Thoratec may reduce the number of shares of Thoratec common stock payable in the merger such that the value of the stock portion of the merger consideration at closing is equal to 130% of the value of the aggregate Thoratec stock consideration payable in the merger (calculated using the \$26.25 price per share of Thoratec common stock used to determine the stock portion of the merger consideration). Each HeartWare CDI is exchangeable at the option of the holder of the HeartWare CDI into shares of HeartWare common stock at the ratio of one (1) share of common stock

for every thirty-five (35) HeartWare CDIs held by such holder and as a result of the merger, holders of HeartWare CDIs will be entitled to receive 1/35 of the merger consideration described above for each HeartWare CDI held by such holder.

If certain tax-related conditions are satisfied, the transaction will be structured to qualify as a reorganization for U.S. federal income tax purposes, pursuant to which the amount of gain, if any, recognized by a U.S. holder of HeartWare common stock in the merger shall not exceed the cash portion of the merger consideration received. In addition, HeartWare has sought a ruling from Australian tax authorities to confirm that a holder of shares of HeartWare common stock that is a resident of Australia for Australian tax purposes may choose to apply scrip-for-scrip roll-over relief to disregard any capital gain that results to it from the cancellation of its HeartWare common stock to the extent that the capital gain is attributable to the stock portion of the merger consideration it receives under the merger contemplated by the merger agreement.

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The market prices of Thoratec common stock, HeartWare common stock and HeartWare CDIs will fluctuate before the merger. You should obtain current stock price quotations for Thoratec common stock, HeartWare common stock and HeartWare CDIs. HeartWare common stock is quoted on The NASDAQ Global Market under the symbol HTWR and HeartWare CDIs are quoted on the Australian Securities Exchange or ASX under the symbol HIN . Thoratec common stock is quoted on The NASDAQ Global Select Market under the symbol THOR .

At a special meeting of HeartWare stockholders, HeartWare stockholders will be asked to vote on the adoption of the merger agreement and certain other matters. The adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of HeartWare common stock entitled to vote. Holders of HeartWare CDIs have a right to direct CHES Depository Nominees Pty Limited, the stockholder of record and which we refer to as CDN, on how it should vote its shares and are being requested to give directions to CDN to vote in accordance with the instructions set forth in this proxy statement/prospectus.

The HeartWare board of directors recommends that HeartWare stockholders vote FOR the proposal to adopt the merger agreement and FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

This document describes the special meeting, the merger, the documents related to the merger and other related matters. Please carefully read this entire document, including all of its annexes. **In particular, we encourage you to read the section entitled *Risk Factors* beginning on page 24 for a discussion of the risks relating to the proposed merger.** You can also obtain information about Thoratec and HeartWare from documents that each of us has filed with the U.S. Securities and Exchange Commission, or the SEC.

DOUGLAS GODSHALL
President and Chief Executive Officer
HeartWare International, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Thoratec common stock to be issued in connection with the merger or made any determination with regard to the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated , 2009, and is first being mailed or otherwise delivered to HeartWare stockholders on or about , 2009.

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held On , 2009**

To the stockholders of HeartWare International, Inc.:

A special meeting of stockholders of HeartWare will be held on , 2009, at , U.S. Eastern time (, Sydney time on , 2009), at , for the following purposes:

to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of February 12, 2009, by and among HeartWare, Thoratec, Merger Subsidiary, a direct wholly owned subsidiary of Thoratec, and Merger Subsidiary Two, a direct wholly owned subsidiary of Thoratec; and

to consider and vote upon a proposal to adjourn the HeartWare special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the HeartWare special meeting to adopt the merger agreement.

Only stockholders who owned shares of HeartWare common stock at the close of business, U.S. Eastern time, on , 2009 (, Sydney time on , 2009), the record date for the HeartWare special meeting, are entitled to notice of, and to attend and vote at, the HeartWare special meeting and any adjournment or postponement of the HeartWare special meeting.

Holders of HeartWare CDIs are entitled to receive notice of, and may attend the HeartWare special meeting, but cannot vote their HeartWare CDIs at the special meeting. Each HeartWare CDI holder has the right to direct CDN, the stockholder of record, on how it should vote on each proposal.

We cannot complete the merger unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the outstanding shares of HeartWare common stock entitled to vote at the HeartWare special meeting. HeartWare stockholders have dissenters' rights under Delaware law in connection with the merger. The proxy statement/prospectus accompanying this notice explains the merger, the merger agreement and HeartWare stockholders' dissenters' rights and provides specific information concerning the HeartWare special meeting. Please review the proxy statement/prospectus carefully.

The HeartWare board of directors has approved and declared the advisability of the merger agreement and has determined that the merger and the other transactions contemplated by the merger agreement are fair to and in the best interests of HeartWare and its stockholders and recommends that you vote FOR the proposal to adopt the merger agreement and FOR the proposal to adjourn the HeartWare special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Your vote is important. Whether or not you plan to attend the HeartWare special meeting, if you are a holder of HeartWare common stock, please complete, sign and date the enclosed proxy card and return it promptly in the enclosed postage-paid return envelope as soon as possible. If you hold your shares through a bank, broker or other holder of record, you must vote your shares in accordance with the voting instruction form received from your bank, broker or other holder of record. If you are a holder of HeartWare CDIs, please complete, sign and date the enclosed CDI Voting Instruction Form and return it promptly in the enclosed postage-paid return envelope to CDN as soon as possible.

If you plan to attend the HeartWare special meeting in person, we ask that you notify HeartWare's Company Secretary by calling or sending an e-mail to .

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Please do not send any HeartWare stock certificates at this time.

By order of the board of directors,

David McIntyre
Chief Financial Officer, Chief Operating Officer and Company Secretary

Framingham, Massachusetts
, 2009

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about HeartWare and Thoratec from documents filed with the SEC that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You may obtain the documents incorporated by reference in this proxy statement/prospectus, other than certain exhibits to those documents, by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

THORATEC CORPORATION
6035 Stoneridge Drive
Pleasanton, California 94588
Attention: Investor Relations
Telephone: 925-847-8600
E-mail: ir@thoratec.com

HEARTWARE INTERNATIONAL, INC.
205 Newbury Street
Framingham, Massachusetts 01701
Attention: Investor Relations
Telephone: +61 2 9238 2064
E-mail: enquiries@heartware.com.au

Investors may also consult HeartWare's or Thoratec's websites for more information concerning the merger described in this proxy statement/prospectus. HeartWare's website is www.heartware.com.au. Thoratec's website is www.thoratec.com. Information included on any of these websites is not incorporated by reference into this proxy statement/prospectus.

If you would like to request documents, please do so by , 2009 in order to receive them before the HeartWare special meeting.

You should rely only on the information contained or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated , 2009. You should not assume that the information contained in, or incorporated by reference into, this proxy statement/prospectus is accurate as of any date other than that date, except to the extent that such information is contained in an additional document filed with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, between the date of this proxy statement/prospectus and the date of the HeartWare special meeting and is incorporated by reference herein. Neither the mailing of this proxy statement/prospectus to HeartWare stockholders nor the issuance by Thoratec of Thoratec common shares in connection with the merger will create any implication to the contrary.

For more information about the information incorporated by reference into this proxy statement/prospectus and where to obtain copies of documents incorporated by reference into this proxy statement/prospectus, see *Where You Can Find More Information* on page 117.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this proxy statement/prospectus regarding Thoratec has been provided by Thoratec and information contained in this proxy statement/prospectus regarding HeartWare has been provided by HeartWare.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following are some questions that you, as a stockholder of HeartWare or a holder of HeartWare CDIs, may have regarding the merger and the special meeting of stockholders of HeartWare and brief answers to those questions. We urge you to carefully read the remainder of this proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the adoption of the merger agreement and the other matters being considered at the HeartWare special meeting of stockholders or the issuance of Thoratec common stock in connection with the merger. Additional important information is also contained in the annexes to, and the documents incorporated by reference in, this proxy statement/prospectus.

Q: Why am I receiving this proxy statement/prospectus?

A: Thoratec has agreed to acquire HeartWare under the terms of the merger agreement. Please see the section entitled *The Merger Agreement* beginning on page 75 of this proxy statement/prospectus for a more detailed summary of the terms and conditions contained in the merger agreement. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A.

In order to complete the merger, HeartWare stockholders must adopt the merger agreement and all other conditions to the consummation of the merger must be satisfied or waived. HeartWare will hold a special meeting of its stockholders, which we refer to as the HeartWare special meeting, to obtain the required approval of HeartWare stockholders to adopt the merger agreement.

Q: What are HeartWare stockholders being asked to vote on?

A: HeartWare stockholders are being asked to consider and vote on the adoption of the merger agreement and the adjournment of the special meeting to a later date, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the meeting to adopt the merger agreement.

Q: What vote is required to adopt the merger agreement?

A: The adoption of the merger agreement requires the affirmative vote of a majority of the outstanding shares of HeartWare common stock, including shares of HeartWare common stock represented by HeartWare CDIs, entitled to vote at the HeartWare special meeting. In connection with the transactions contemplated by the merger agreement, all but one of the directors on HeartWare's board of directors and certain executive officers of HeartWare, who collectively beneficially own, as of the HeartWare record date, approximately % of the total outstanding shares of HeartWare common stock, and Apple Tree Partners I, L.P., who beneficially owns, as of the HeartWare record date, approximately % of the total outstanding shares of HeartWare common stock have entered into separate support agreements dated as of February 12, 2009, to, among other things, vote their respective shares of HeartWare common stock, **FOR** the adoption of the merger agreement with Thoratec, subject to the terms and conditions of the support agreements. Please see the section entitled *The Support Agreements* beginning on page 98 of this proxy statement/prospectus for a more detailed summary of the terms and conditions contained in the support agreements. Copies of the form of support agreements are attached to this proxy statement/prospectus as Annex D and Annex E.

Q: What vote is required to adopt the proposal to adjourn the special meeting to a later time, if necessary or appropriate, to solicit additional proxies?

A: Assuming a quorum is present at the HeartWare special meeting, the adoption of the proposal to adjourn the special meeting to a later time, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of shares of HeartWare common stock represented in person or by proxy at the special meeting and entitled to vote thereon.

Q: What will happen in the proposed mergers?

A: Pursuant to the terms of the merger agreement, Merger Subsidiary will merge with and into HeartWare, with HeartWare surviving the merger as a wholly owned subsidiary of Thoratec. Provided that certain tax-related conditions are met as more fully described in the section entitled *The Merger Agreement - Conditions to the Obligations of Each Party to Consummate the Second Merger* beginning on page 89 of this proxy statement/prospectus, then immediately after the merger, HeartWare, as the surviving corporation in the merger,

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will merge with and into Merger Subsidiary Two with Merger Subsidiary Two surviving the second merger as a wholly owned subsidiary of Thoratec.

Q: What will HeartWare stockholders receive in the merger?

A: As a result of the merger, shares owned by holders of HeartWare common stock, including shares of HeartWare common stock represented by HeartWare CDIs, will be converted into the right to receive in exchange for each full share of HeartWare common stock, \$14.30 in cash and 0.6054 of a share of Thoratec common stock.

In addition, if the volume weighted average of the per share closing prices of Thoratec common stock on The NASDAQ Stock Market for the twenty (20) consecutive trading days ending on and including the fifth (5th) trading day prior to, but not including, the closing date is equal to or less than \$18.38, then HeartWare will have an option to terminate the merger agreement unless, subject to certain adjustments provided for in the merger agreement, Thoratec increases the number of shares of Thoratec common stock payable in the merger such that the value of the stock portion of the merger consideration at closing is equal to 70% of the value of the aggregate Thoratec stock consideration payable in the merger (calculated using the \$26.25 price per share of Thoratec common stock used to determine the stock portion of the merger consideration). If that same volume weighted average price is equal to or exceeds \$34.13 (130% of the \$26.25 price per share of Thoratec common stock used to determine the stock portion of the merger consideration), then Thoratec may reduce the number of shares of Thoratec common stock payable in the merger such that the value of the stock portion of the merger consideration at closing is equal to 130% of the value of the aggregate Thoratec stock consideration payable in the merger (calculated using the \$26.25 price per share of Thoratec common stock used to determine the stock portion of the merger consideration).

Each HeartWare CDI is exchangeable at the option of the HeartWare CDI holder into shares of HeartWare common stock at the ratio of one (1) share of HeartWare common stock for every thirty-five (35) HeartWare CDIs, and, as a result of the merger, holders of HeartWare CDIs will be entitled to receive 1/35 of the merger consideration described above for each HeartWare CDI held by such holder.

Q: What will holders of HeartWare CDIs receive in the merger?

A: Each HeartWare CDI is exchangeable at the option of the holder of the HeartWare CDI into shares of HeartWare common stock at the ratio of one (1) share of common stock for every thirty-five (35) HeartWare CDIs held by such holder and, as a result of the merger, holders of HeartWare CDIs will be entitled to receive 1/35 of the merger consideration described above for each HeartWare CDI held by such holder. Holders of HeartWare CDIs who do not convert their CDIs into shares of HeartWare common stock prior to the closing date of the merger will receive their merger consideration through Computershare Investor Services Pty Ltd, which we refer to as Computershare on behalf of CDN.

Q: Does the HeartWare board of directors support the merger?

A: Yes. The HeartWare board of directors, by unanimous vote of those present at a meeting duly called, has approved and declared the advisability of the merger agreement and has determined that the merger and the other transactions contemplated by the merger agreement are fair to and in the best interests of HeartWare and its stockholders and recommends that you vote **FOR** the proposal to adopt the merger agreement. You should read the section entitled, *HeartWare's Reasons for the Merger and Recommendation of the HeartWare Board of Directors* beginning on page 50. The HeartWare board of directors also recommends that you vote **FOR** the adoption of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies to facilitate the adoption of the merger agreement.

Q: Are there risks involved in undertaking the merger?

A: Yes. In evaluating the merger, HeartWare stockholders should carefully consider the factors discussed in the section of this proxy statement/prospectus entitled *Risk Factors* beginning on page 24 and other information about HeartWare and Thoratec included in the documents incorporated by reference in this proxy statement/prospectus.

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Q: Where and when is the HeartWare special meeting?

A: The HeartWare special meeting will be held on , 2009, at , U.S. Eastern time (, Sydney time on , 2009), at .

Q: Who can vote their shares of HeartWare common stock in connection with the HeartWare special meeting?

A: HeartWare stockholders can vote their shares in connection with the HeartWare special meeting if they owned HeartWare shares of common stock at the close of business, U.S. Eastern time, on , 2009 (, Sydney time on , 2009), the record date for the HeartWare special meeting. As of the close of business on that day, shares of HeartWare common stock were outstanding, including shares represented by HeartWare CDIs.

Q: What do holders of shares of HeartWare common stock need to do now?

A: If you are a HeartWare stockholder, after you have carefully read this proxy statement/prospectus, including the annexes and the other documents referred to in this proxy statement/prospectus and have decided how you wish to vote your shares, please submit a proxy to vote your shares promptly as described below. You have one (1) vote for each share of HeartWare common stock you own as of the record date and a proportionate vote for any fractional shares so held.

Q: How do I vote if I am a holder of record of HeartWare common stock?

A: If you are a holder of record of HeartWare common stock, after you have carefully read this document and have decided how you wish to vote your shares of common stock, please vote as soon as possible by:

completing, signing and dating each HeartWare proxy card you receive and returning it in the enclosed postage-prepaid envelope by mail; or

voting in person by appearing at the special meeting.

Mailing in your proxy card will not prevent you from attending the special meeting. You are encouraged to submit a proxy by mail even if you plan to attend the special meeting in person to ensure that your shares of HeartWare common stock are represented at the special meeting.

If you return your signed proxy card, but do not mark the boxes showing how you wish to vote, your shares will be voted **FOR** the proposal to adopt the merger agreement and **FOR** the adoption of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

If you would like to attend the HeartWare special meeting, see *Can I attend the HeartWare special meeting and vote my shares in person?* below.

Q: How do I vote if my shares are held by a brokerage firm, bank, trust or other nominee?

A: If you are a stockholder who holds shares of HeartWare common stock through a brokerage account or other nominee, such as a bank or trust, after you have carefully read this document and have decided how you wish to vote your shares, please submit a proxy for your shares promptly. If you hold your shares of HeartWare common stock through a brokerage account or another nominee, such as a bank or trust, then the brokerage firm, bank, trust or other nominee is considered to be the stockholder of record with respect to those shares of common stock.

However, you are still considered to be the beneficial owner of those shares, with your shares being held in street name . Street name holders generally cannot vote their shares directly and must instead direct their brokerage firm, bank, trust or other nominee on how to vote their shares. Your brokerage firm, bank, trust or other nominee will only be permitted to vote your shares for you at the special meeting for the proposal to adopt the merger agreement if you instruct it on how to vote in accordance with the instruction form included with these materials and forwarded to you by your brokerage firm, bank, trust or other nominee. Submitting your proxy card or directing your brokerage firm, bank, trust or other nominee to vote your shares will ensure that your shares are represented and voted at the HeartWare special meeting. Without instructions, your shares will not be voted on the proposal to adopt the merger agreement, which will have the effect described below under the question, *What if I abstain from voting or fail to instruct my brokerage firm, bank, trust or other nominee on how to vote?*

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In addition, because any shares you may hold in street name will be deemed to be held by a different stockholder than any shares you hold of record, shares held in street name will not be combined for voting purposes with shares you hold of record. To be sure your shares are voted, you should instruct your brokerage firm, bank, trust or other nominee to vote your shares. Shares held by a corporation or business entity must be voted by an authorized officer of the entity.

Q: How do I vote if my shares are held in the form of HeartWare CDIs?

A: If you are a holder of HeartWare CDIs, you may attend the special meeting but cannot vote your HeartWare CDIs in person at the special meeting. In order to vote your shares in person, you must have converted your HeartWare CDIs into HeartWare common stock before the record date for the HeartWare special meeting. If you wish to convert your HeartWare CDIs, you should contact Computershare as soon as possible to find out how to convert your HeartWare CDIs into shares of HeartWare common stock and how long the conversion process will take.

If you are a holder of HeartWare CDIs and you do not wish to convert your HeartWare CDIs into shares of HeartWare common stock, you have a right to direct CDN, the stockholder of record, on how it should vote the shares of HeartWare common stock underlying your HeartWare CDIs in relation to each proposal. After you have carefully read this document and have decided how you wish to direct CDN to cast proxy votes with respect to the shares of HeartWare common stock underlying your HeartWare CDIs, please submit your voting instructions as soon as possible by submitting instructions to CDN to vote the underlying shares on your behalf at the meeting on each proposal according to your directions by:

returning by mail the enclosed CDI Voting Instruction Form (instructions on how to fill out the form are set out on the back of the form or on Computershare's website at www.computershare.com.au) to Computershare, using the enclosed postage-prepaid envelope or by mailing it to Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne Victoria 3001 Australia or by faxing it to Computershare to (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555; or

submitting your voting instructions via Computershare's website at www.computershare.com.au. You will need your Holder Identification Number or Security Holder Reference Number, which is shown on the enclosed CDI Voting Instruction Form. You will be taken to have signed the CDI Voting Instruction Form if you submit your instructions in accordance with the directions on the website.

If you are a holder of HeartWare CDIs, CDN cannot vote your HeartWare CDIs without instructions from you. You should instruct CDN how to vote your shares by following the directions on the CDI Voting Instruction Form. Without instructions, your HeartWare CDIs will not be voted, which will have the effect described below under the question *What if I abstain from voting or fail to instruct CDN on how to vote my HeartWare CDIs?* below.

Q: What is the last day for holders of HeartWare CDIs to submit voting instructions to Computershare?

A: If you are a holder of HeartWare CDIs directing CDN to vote the underlying shares of HeartWare common stock on your behalf, the latest time for receipt of CDI Voting Instruction Forms (and any necessary supporting documents) via mail and voting instructions via Internet is , U.S. Eastern time on , 2009 (, Sydney time on , 2009).

Q: Why is my vote as a HeartWare stockholder important?

- A: If you do not vote by proxy or vote in person at the HeartWare special meeting, it will be more difficult for HeartWare to obtain the necessary quorum to hold its special meeting. In addition, your failure to vote, whether by proxy or in person, will have the same effect as a vote **AGAINST** adoption of the merger agreement. The merger agreement must be adopted by the affirmative vote of the holders of a majority of the outstanding shares of HeartWare common stock (including shares represented by HeartWare CDIs) entitled to vote at the special meeting. **The HeartWare board of directors recommends that you vote FOR the proposal to adopt the merger agreement.**

Table of Contents**Q: What constitutes a quorum for the special meeting?**

A: The presence, in person or by proxy, of stockholders representing a majority of the shares of HeartWare common stock entitled to vote at the special meeting, including shares represented by HeartWare CDIs, will constitute a quorum for the special meeting. If you are a stockholder of record and you submit a properly executed proxy card or vote in person at the special meeting, then your shares will be counted as part of the quorum. Abstentions and broker non-votes will be treated as present at the HeartWare special meeting for purposes of determining the presence or absence of a quorum. All shares of HeartWare common stock held by stockholders (including shares represented by HeartWare CDIs) that are present in person or represented by proxy and entitled to vote at the special meeting, regardless of how such shares are voted or whether such stockholders abstain from voting, will be counted in determining the presence of a quorum.

If CDN has received directions to vote shares of HeartWare common stock underlying HeartWare CDIs in accordance with the procedures set out in this proxy statement/prospectus and on the CDI Voting Instruction Form, regardless of whether the directions are to vote the shares **FOR**, **AGAINST** or to abstain from voting, those shares of HeartWare common stock will be counted in determining the presence of a quorum. If you fail to instruct CDN to vote the shares of HeartWare common stock underlying your HeartWare CDIs, the shares of HeartWare common stock underlying your HeartWare CDIs will not be treated as present at the HeartWare special meeting for purposes of determining the presence or absence of a quorum.

Q: What if I abstain from voting or fail to instruct my brokerage firm, bank, trust or other nominee on how to vote my shares of HeartWare common stock?

A: If you fail to instruct your brokerage firm, bank, trust or other nominee to vote your shares, the nominee will not be able to vote your shares on the proposal to adopt the merger agreement. Because the adoption of the merger agreement requires an affirmative vote of a majority of the outstanding shares of HeartWare common stock for approval, your abstention from voting or your failure to provide your nominee with voting instructions will have the same effect as a vote **AGAINST** the proposal to adopt the merger agreement. Because your brokerage firm, bank, trust or other nominee does have discretionary authority to vote on the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies, your broker or other nominee may vote your shares in its discretion on this proposal. If your broker or other nominee affirmatively abstains from voting your shares in its discretion on this proposal, it will have the same effect as a vote **AGAINST** the proposal to adjourn the special meeting.

Q: What if I abstain from voting or fail to instruct CDN on how to vote my HeartWare CDIs?

A: If you are a holder of HeartWare CDIs, CDN cannot vote the shares of HeartWare common stock underlying your HeartWare CDIs on your behalf without instructions from you. You should instruct CDN as to how to vote the underlying shares, following the directions CDN provides to you. Please check the CDI Voting Instruction Form used by CDN. Without instructions, CDN cannot vote on your behalf. If you instruct CDN to abstain from voting the shares of HeartWare common stock underlying your HeartWare CDIs, or you fail to instruct CDN to vote the underlying shares of HeartWare common stock with respect to the proposal to adopt the merger agreement, your direction to abstain from voting on the proposal or failure to instruct CDN will have the same effect as a vote **AGAINST** the proposal to adopt the merger agreement. In addition, if you instruct CDN to abstain from voting on the proposal to adjourn the HeartWare special meeting, if necessary or appropriate, in order to solicit additional proxies, or you fail to instruct CDN to vote on this proposal, your instruction to CDN to abstain from voting or your failure to instruct CDN will have the same effect as a vote **AGAINST** the proposal to adjourn the HeartWare special meeting, if necessary or appropriate, in order to solicit additional proxies.

Q: How are votes counted?

A: Votes will be counted by the inspector of election appointed for the special meeting, who will separately count **FOR** and **AGAINST** votes and abstentions. Because the adoption of the merger agreement requires the affirmative vote of a majority of the outstanding shares of HeartWare common stock, your failure to vote, your failure to provide voting instructions to your broker or nominee or your abstention from voting will have the same effect as a vote against the adoption of the merger agreement. Because the