



**BNY MELLON**

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**FACSIMILE TRANSMITTAL SHEET**

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TO:	FROM:
ASX	Andrew Weiser
Shareholder Disclosures	DATE:
	6/21/2017
FAX NUMBER:	TOTAL NO. OF PAGES INCLUDING COVER:
From Overseas --	6
+61 2 9347 0005 / +61 2 9778 0999	
COCHLEAR LIMITED	
Attn: Piers Shervington	
Investor Relations.	
FAX: +61 2 9428 6354	
RE:	
Cochlear Limited – Form 603	

On behalf of The Bank of New York Mellon Corporation, I am forwarding a Form 603, Notice of Initial substantial holder, regarding holdings in **Cochlear Limited**.

We have completed this filing for **Cochlear Limited**, as of 20 June 2017, for crossing above the 5% threshold.

Please let me know if you have any questions.

Regards,

  
Andrew Weiser

## Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme Cochlear LimitedACN/ARSN 002 618 073

## 1. Details of substantial holder (1)

Name The Bank of New York Mellon Corporation (See Annexure A)

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 20 June 2017

## 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	2,874,587	2,874,587	5.0057%

## 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
The Bank of New York Mellon Corporation	Share Acquisition	Ordinary 2,874,587

## 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
The Bank of New York Mellon Corporation	The Bank of New York Mellon Corporation (See Annexure A)	The Bank of New York Mellon Corporation	Ordinary 2,874,587

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Attached				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
(See Annexure A)	

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
The Bank of New York Mellon Corporation	225 Liberty Street, New York , N.Y. 10286 USA

**Signature**

print name Andrew Weiser capacity Compliance Officer  
 sign here  Date 21 June 2017

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to resolve in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is Annexure A referred to in Form 603 Notice of initial substantial holder

**Relevant interest in Cochlear Ltd ("COH") held by members of The Bank of New York Mellon Corporation**

The list of The Bank of New York Mellon Corporation entities and their holdings are as follows:

ASX Code	Stock Name	Holding	%	Company
COH	Cochlear Limited	57,085 Common	0.0994%	The Bank of New York Mellon
COH	Cochlear Limited	4,493 Common	0.0078%	BNY Mellon Service Kapitalanlage-Gesellschaft mbH
COH	Cochlear Limited	128 Common (255 Un-sponsored ADRs)	0.0002%	BNY Mellon, National Association
COH	Cochlear Limited	433,451 Common	0.7548%	The Dreyfus Corporation
COH	Cochlear Limited	77,100 Common	0.1343%	Mellon Capital Management Corporation
COH	Cochlear Limited	2,302,330 Common	4.0092%	Walter Scott and Partners Limited
	<b>Total:</b>	<b>2,874,587</b>	<b>5.0057%</b>	

The Bank of New York Mellon Corporation is comprised of a large number of operating and holding companies. The entities identified herein are subsidiaries of The Bank of New York Mellon Corporation [as ultimate parent] that have shareholdings in the issuer. All group companies have a relevant interest by virtue of the fact that they are related group companies, however, other than those listed herein, they have no actual shareholding in the issuer, nor do they participate in investment or voting decisions.

print name Andrew Weiser

capacity Compliance Officer

sign here



date 21 June 2017

COCHLEAR LTD Annexure for Transaction Details  
AU000000COH5

Date of Change	Holder of relevant interest	Transaction	Consideration (Cash)	Class and number of securities affected (Common Stock)
3/3/2017	Walter Scott & Partners Limited	Sale	129.63	2,400
3/10/2017	Walter Scott & Partners Limited	Buy	131.59	47,700
3/27/2017	Walter Scott & Partners Limited	Sale	134.23	1,300
4/19/2017	Walter Scott & Partners Limited	Buy	137.83	500
4/28/2017	Walter Scott & Partners Limited	Buy	140.13	22,950
5/9/2017	Walter Scott & Partners Limited	Buy	143.73	8,464
6/20/2017	Walter Scott & Partners Limited	Buy	154.59	16,100
2/23/2017	BNY Mellon Service Kapitalanlage-Gesellschaft mbH	Sale	129.69	2,850
3/30/2017	BNY Mellon Service Kapitalanlage-Gesellschaft mbH	Sale	134.50	1,215
4/12/2017	BNY Mellon Service Kapitalanlage-Gesellschaft mbH	Buy	137.98	970
4/27/2017	BNY Mellon Service Kapitalanlage-Gesellschaft mbH	Sale	137.58	4,677
5/24/2017	BNY Mellon Service Kapitalanlage-Gesellschaft mbH	Sale	143.60	1,913
2/17/2017	Mellon Capital Management Corporation	Transfer In	N/A	116
2/24/2017	Mellon Capital Management Corporation	Transfer Out	N/A	152
2/27/2017	Mellon Capital Management Corporation	Transfer Out	N/A	180
3/1/2017	Mellon Capital Management Corporation	Buy	129.99	1,036
3/1/2017	Mellon Capital Management Corporation	Transfer In	N/A	58
3/2/2017	Mellon Capital Management Corporation	Buy	131.02	640
3/3/2017	Mellon Capital Management Corporation	Buy	129.35	58
3/8/2017	Mellon Capital Management Corporation	Buy	130.55	63
3/8/2017	Mellon Capital Management Corporation	Transfer In	N/A	124
3/9/2017	Mellon Capital Management Corporation	Transfer In	N/A	124
3/10/2017	Mellon Capital Management Corporation	Transfer Out	N/A	76
3/16/2017	Mellon Capital Management Corporation	Transfer In	N/A	271
3/20/2017	Mellon Capital Management Corporation	Transfer In	N/A	62
3/21/2017	Mellon Capital Management Corporation	Transfer Out	N/A	213
3/23/2017	Mellon Capital Management Corporation	Sale	131.15	14
3/28/2017	Mellon Capital Management Corporation	Transfer In	N/A	8
3/30/2017	Mellon Capital Management Corporation	Transfer Out	N/A	77
4/10/2017	Mellon Capital Management Corporation	Buy	137.62	1,275
4/13/2017	Mellon Capital Management Corporation	Transfer In	N/A	62
4/18/2017	Mellon Capital Management Corporation	Transfer In	N/A	82
4/21/2017	Mellon Capital Management Corporation	Sale	138.9	2,759
5/1/2017	Mellon Capital Management Corporation	Transfer Out	N/A	11,481
5/10/2017	Mellon Capital Management Corporation	Transfer In	N/A	129
5/10/2017	Mellon Capital Management Corporation	Transfer Out	N/A	330
5/11/2017	Mellon Capital Management Corporation	Transfer In	N/A	16
5/12/2017	Mellon Capital Management Corporation	Transfer In	N/A	32

GOCHLEAR LTD Annexure for Transaction Details  
AU000000COH5

Date of Change	Holder of relevant interest	Transaction	Consideration (Cash)	Class and number of securities affected (Common Stock)
5/15/2017	Mellon Capital Management Corporation	Transfer In	N/A	96
5/26/2017	Mellon Capital Management Corporation	Sale	147.56	1,074
5/30/2017	Mellon Capital Management Corporation	Transfer In	N/A	62
6/1/2017	Mellon Capital Management Corporation	Transfer In	N/A	180
6/2/2017	Mellon Capital Management Corporation	Transfer In	N/A	58
6/6/2017	Mellon Capital Management Corporation	Buy	149.06	11
6/13/2017	Mellon Capital Management Corporation	Buy	151.61	95
6/14/2017	Mellon Capital Management Corporation	Transfer In	N/A	127
6/15/2017	Mellon Capital Management Corporation	Transfer In	N/A	130
6/16/2017	Mellon Capital Management Corporation	Sale	154.34	481
6/16/2017	Mellon Capital Management Corporation	Buy	154.34	3,394
6/19/2017	Mellon Capital Management Corporation	Transfer In	N/A	16
2/28/2017	THE BANK OF NEW YORK MELLON	Buy	130.55	534
3/8/2017	THE BANK OF NEW YORK MELLON	Sale	130.55	354
3/16/2017	THE BANK OF NEW YORK MELLON	Buy	131.34	128
3/30/2017	THE BANK OF NEW YORK MELLON	Transfer In	N/A	771
3/30/2017	THE BANK OF NEW YORK MELLON	Sale	135.69	175
4/4/2017	THE BANK OF NEW YORK MELLON	Buy	135.77	769
4/6/2017	THE BANK OF NEW YORK MELLON	Buy	138.42	389
4/19/2017	THE BANK OF NEW YORK MELLON	Transfer In	N/A	280
4/19/2017	THE BANK OF NEW YORK MELLON	Sale	136.97	280
4/19/2017	THE BANK OF NEW YORK MELLON	Transfer Out	N/A	280
4/28/2017	THE BANK OF NEW YORK MELLON	Transfer Out	N/A	467
6/8/2017	THE BANK OF NEW YORK MELLON	Buy	150.36	305