



BNY MELLON

FACSIMILE TRANSMITTAL SHEET

TO:

ASX

FROM:

Nicholas Darrow

Shareholder Disclosures

DATE:

16 April 2013

FAX NUMBER:

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+61 29347 0005

TOTAL NO. OF PAGES INCLUDING
COVER:

4

CC: **Cochlear Limited**

Attn: Piers Shervington

FAX NUMBER:

+612 9428 6555

RE:

Cochlear Limited

Attached is an Amended Shareholder Notification regarding Cochlear Limited reflecting that our interests have crossed above 5% as of 11 April 2013.

Please note that we have amended the form to reflect that data under "Consideration" in item 5.

Regards,

Nicholas Darrow

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo Company Name/Scheme Cochlear LimitedACN/ARSN 022 618 073**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 11 April 2013**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 (8)
Ordinary	2,863,356	2,863,356	5.02%

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 (See Annexure A)	Share Acquisition	Ordinary 2,863,356

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 (6)	Class and number of securities
The Bank of New York Mellon Corporation (See Annexure A)	The Bank of New York Mellon Corporation (See Annexure A)	The Bank of New York Mellon Corporation (See Annexure A)	Ordinary 2,863,356

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	
The Bank of New York Mellon Corporation (See Annexure A)	Last four months	76.61 AUD per share		Ordinary 2,863,356

6. Associates

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

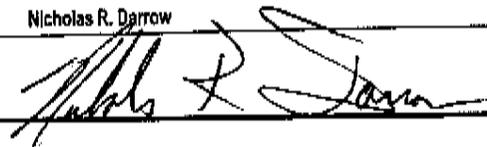
Name and ACN/ARSN (if applicable)	Nature of association
(See Annexure A)	

7. Addresses

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

Name	Address
The Bank of New York Mellon Corporation	One Wall Street, New York, NY 10286 USA

Signature

print name Nicholas R. Darrow capacity Senior Vice President
 sign here  date 16 April 2013

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 receive 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.

Annexure A

This is Annexure A of Form 603 Notice of Initial Substantial Holder

Interest in Cochlear Ltd. ("COH") held by subsidiaries of The Bank of New York Mellon Corporation

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

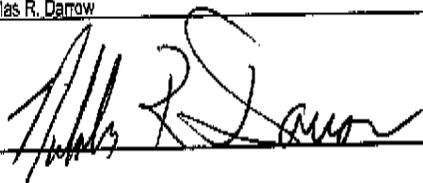
ASX Code	Stock Name	Holding	%	Company
COH	Cochlear Limited	57,795 Common	0.1013%	The Bank of New York Mellon
COH	Cochlear Limited	3,179 Common	0.0056%	MBSC Securities Corporation
COH	Cochlear Limited	282 Un-sponsored ADRs	0.0005%	BNY Mellon, National Association
COH	Cochlear Limited	359,427 Common	0.6301%	The Dreyfus Corporation
COH	Cochlear Limited	88,003 Common	0.1543%	Mellon Capital Management Corporation
COH	Cochlear Limited	2,354,670 Common	4.1280%	Walter Scott and Partners Limited
	Total:	2,863,356	5.02%	

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 Nicholas R. Darow

capacity Senior Vice President

sign here



date 16 April, 2013