



Fax

To Company Announcements Office

Company Australian Stock Exchange Ltd

Fax 1300 135 638

From Jessica Cirillo

Date 21/11/2016

Pages 5 (incl this page)

Subject ASIC Form 604 – APA Group

UniSuper Limited
Head Office
Level 1, 385 Bourke Street
Melbourne Victoria 3000

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Administrator
UniSuper Management Pty Ltd
ABN 91 006 961 799
Australian Financial Services
Licence No. 235907

Trustee
UniSuper Limited
ABN 54 006 027 121

Fund
ABN 91 385 943 850

Dear Sir/Madam,

I attach the notice regarding our change in substantial shareholding, signed by our Company Secretary. Please note that the securities are held by BNP Paribas Nominees Pty Limited as custodian for UniSuper Limited. Please note that various fund managers hold the shares as investment manager for UniSuper Ltd. Details are attached

If you have any queries please contact me.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Jessica Cirillo", written over a horizontal line.

Jessica Cirillo

Investment Accountant

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme APA Group

ACN/ARSN

1. Details of substantial holder (1)

Name BNP Paribas Pty Limited

ACN/ARSN (if applicable) 084 150 023

There was a change in the interests of the substantial holder on 16/11/2016The previous notice was given to the company on 04/04/2016The previous notice was dated 04/04/2016**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Voting power (6)	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Stapled securities	145,859,826	13.09%	157,983,143	14.18%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer to Appendix A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer to Appendix B					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

Name	Address
UniSuper Limited	Level 35, 385 Bourke Street, Melbourne VIC 3000
BNP Paribas Pty Limited	Level 8, Castlereagh Street, Sydney NSW 2000

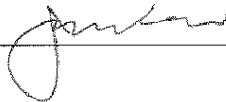
Signature

Jane Panton
Company Secretary

print name

capacity Company Secretary

sign here



date 21.11.16

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.

APPENDIX A						
Date of Change	Persons whose relevant interest changed	Nature of Change	Consideration given in relation to change	Class of securities	Number of securities	Persons votes affected
6/04/2016	UniSuper Management Ltd	On-market Purchase	35,653	Fully paid stapled securities	4,214	4,214
13/04/2016	UniSuper Management Ltd	On-market Purchase	1,870,749	Fully paid stapled securities	219,282	219,282
13/04/2016	UniSuper Management Ltd	On-market Purchase	4,527,686	Fully paid stapled securities	530,718	530,718
19/05/2016	State Street	On-market Sale	696,719	Fully paid stapled securities	78,156	78,156
17/06/2016	UniSuper Management Ltd	On-market Purchase	609,771	Fully paid stapled securities	74,144	74,144
17/06/2016	State Street	On-market Sale	609,771	Fully paid stapled securities	74,144	74,144
20/06/2016	State Street	On-market Sale	339,698	Fully paid stapled securities	41,305	41,305
21/06/2016	UniSuper Management Ltd	On-market Purchase	339,698	Fully paid stapled securities	41,305	41,305
21/06/2016	UniSuper Management Ltd	On-market Purchase	612,148	Fully paid stapled securities	74,433	74,433
21/06/2016	State Street	On-market Sale	612,148	Fully paid stapled securities	74,433	74,433
20/07/2016	UniSuper Management Ltd	On-market Purchase	590,724	Fully paid stapled securities	71,828	71,828
20/07/2016	State Street	On-market Sale	590,724	Fully paid stapled securities	71,828	71,828
21/07/2016	Goldman Sachs Asset Management	On-market Purchase	647,215	Fully paid stapled securities	66,840	66,840
22/07/2016	Goldman Sachs Asset Management	On-market Purchase	531,901	Fully paid stapled securities	54,734	54,734
25/07/2016	Goldman Sachs Asset Management	On-market Purchase	361,856	Fully paid stapled securities	36,837	36,837
26/07/2016	Goldman Sachs Asset Management	On-market Purchase	438,718	Fully paid stapled securities	44,673	44,673
27/07/2016	Goldman Sachs Asset Management	On-market Purchase	546,232	Fully paid stapled securities	56,189	56,189
27/07/2016	Goldman Sachs Asset Management	On-market Purchase	172,727	Fully paid stapled securities	17,570	17,570
28/07/2016	Goldman Sachs Asset Management	On-market Purchase	392,988	Fully paid stapled securities	40,387	40,387
29/07/2016	Goldman Sachs Asset Management	On-market Purchase	1,181,693	Fully paid stapled securities	122,237	122,237
10/08/2016	UniSuper Management Ltd	On-market Purchase	360,943	Fully paid stapled securities	39,161	39,161
10/08/2016	State Street	On-market Sale	360,943	Fully paid stapled securities	39,161	39,161
23/08/2016	UniSuper Management Ltd	On-market Purchase	409,424	Fully paid stapled securities	44,421	44,421
23/08/2016	State Street	On-market Sale	409,424	Fully paid stapled securities	44,421	44,421
29/08/2016	Goldman Sachs Asset Management	On-market Purchase	66,606	Fully paid stapled securities	7,104	7,104
29/08/2016	Goldman Sachs Asset Management	On-market Purchase	950,489	Fully paid stapled securities	100,735	100,735
2/09/2016	UniSuper Management Ltd	On-market Purchase	228,018	Fully paid stapled securities	25,316	25,316
8/09/2016	UniSuper Management Ltd	On-market Purchase	3,695,220	Fully paid stapled securities	407,139	407,139
9/09/2016	UniSuper Management Ltd	On-market Purchase	2,865,080	Fully paid stapled securities	316,912	316,912
12/09/2016	UniSuper Management Ltd	On-market Purchase	6,326,271	Fully paid stapled securities	716,782	716,782
13/09/2016	UniSuper Management Ltd	On-market Purchase	2,692,758	Fully paid stapled securities	305,103	305,103
13/09/2016	UniSuper Management Ltd	On-market Purchase	4,732,208	Fully paid stapled securities	533,851	533,851
14/09/2016	UniSuper Management Ltd	On-market Purchase	2,745,901	Fully paid stapled securities	313,615	313,615
14/09/2016	UniSuper Management Ltd	On-market Purchase	1,710,137	Fully paid stapled securities	194,897	194,897
15/09/2016	Goldman Sachs Asset Management	On-market Purchase	186,190	Fully paid stapled securities	22,199	22,199
15/09/2016	UniSuper Management Ltd	On-market Purchase	2,502,366	Fully paid stapled securities	297,331	297,331
15/09/2016	UniSuper Management Ltd	On-market Purchase	10,400,979	Fully paid stapled securities	1,241,249	1,241,249
15/09/2016	Goldman Sachs Asset Management	On-market Purchase	570,663	Fully paid stapled securities	67,821	67,821
15/09/2016	UniSuper Management Ltd	On-market Purchase	3,155,342	Fully paid stapled securities	375,000	375,000
15/09/2016	UniSuper Management Ltd	On-market Purchase	3,147,887	Fully paid stapled securities	375,000	375,000
16/09/2016	UniSuper Management Ltd	On-market Purchase	1,654,460	Fully paid stapled securities	197,167	197,167
16/09/2016	UniSuper Management Ltd	On-market Purchase	1,614,013	Fully paid stapled securities	190,083	190,083
16/09/2016	UniSuper Management Ltd	On-market Purchase	4,245,847	Fully paid stapled securities	500,000	500,000
16/09/2016	UniSuper Management Ltd	On-market Purchase	1,722,553	Fully paid stapled securities	202,669	202,669
19/09/2016	UniSuper Management Ltd	On-market Purchase	342,708	Fully paid stapled securities	40,283	40,283
20/09/2016	UniSuper Management Ltd	On-market Purchase	127,376	Fully paid stapled securities	15,001	15,001
29/09/2016	UniSuper Management Ltd	On-market Purchase	14,747,040	Fully paid stapled securities	1,600,000	1,600,000
29/09/2016	UniSuper Management Ltd	On-market Sale	14,747,040	Fully paid stapled securities	1,600,000	1,600,000
5/10/2016	Goldman Sachs Asset Management	On-market Purchase	263,427	Fully paid stapled securities	31,878	31,878
6/10/2016	Goldman Sachs Asset Management	On-market Purchase	124,554	Fully paid stapled securities	15,018	15,018
15/11/2016	UniSuper Management Ltd	On-market Purchase	28,434,740	Fully paid stapled securities	3,914,757	3,914,757
15/11/2016	UniSuper Management Ltd	On-market Purchase	302,960	Fully paid stapled securities	32,870	32,870
15/11/2016	State Street	On-market Sale	337,971	Fully paid stapled securities	46,451	46,451
15/11/2016	State Street	On-market Sale	302,960	Fully paid stapled securities	32,870	32,870
16/11/2016	UniSuper Management Ltd	On-market Purchase	1,659,410	Fully paid stapled securities	226,029	226,029
16/11/2016	UniSuper Management Ltd	On-market Purchase	3,098,773.52	Fully paid stapled securities	421,304	421,304
TOTAL					12,123,317	12,123,317

Opening number of units 145,859,826
Closing number of units 157,983,143

APPENDIX B						
Holder of relevant interest	Registered Holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class of securities	Number of securities	Person's Votes
State Street	BNP Paribas Nominees Pty Limited	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	647,458	647,458
Goldman Sach AM Indust Aust Eq	BNP Paribas Nominees Pty Limited	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	684,222	684,222
Quest A P Australian Equities	BNP Paribas Nominees Pty Limited	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	1,486,023	1,486,023
UniSuper Management Ltd	BNP Paribas Nominees Pty Limited	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	155,165,440	155,165,440
TOTAL					157,983,143	157,983,143