



BNY MELLON

FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
ASX	Andrew Weiser
Shareholder Disclosures	DATE:
	1/24/2017
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 initial filing for **Cochlear Limited** as of 23 January 2017 at 5.0029%, 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

ACN/ARSN (if applicable) The Bank of New York Mellon Corporation (See Annexure A)The holder became a substantial holder on 23 January 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	2,873,003	2,873,003	5.0029%

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 2,873,003

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 2,873,003

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 AONVARSN (if applicable)	Nature of association
(See Annexure A)	

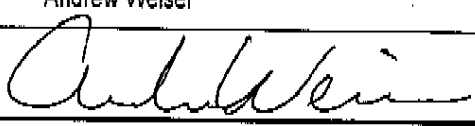
7. Addresses

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 24 January 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 606 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.

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:

ISIN Code	Stock Name	Holdings	%	Company
COH	Cochlear Limited	55,465 Common	0.0966%	The Bank of New York Mellon
COH	Cochlear Limited	14,472 Common	0.0252%	BNY Mellon Service Kapitalanlage-Gesellschaft mbH
COH	Cochlear Limited	128 Common (255 Un-sponsored ADRs)	0.0002%	BNY Mellon, National Association
COH	Cochlear Limited	428,557 Common	0.7463%	The Dreyfus Corporation
COH	Cochlear Limited	86,271 Common	0.1502%	Mellon Capital Management Corporation
COH	Cochlear Limited	2,288,110 Common	3.9844%	Walter Scott and Partners Limited
	Total:	2,873,003	5.0029%	

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 24 January 2017

GOCHLEAR LTD Annexure for Transaction Details

AU0000000CGH5

Date of Change	Holder of relevant interest	Transaction	Consideration (Cash)	Class and number of securities affected (Common Stock)
22-Sep-16	The Bank of New York Mellon	Purchase	138.41	134
29-Sep-16	The Bank of New York Mellon	Sale	141.35	203
30-Sep-16	The Bank of New York Mellon	Sale	140.99	171
30-Sep-16	The Bank of New York Mellon	Purchase	140.99	1317
6-Oct-16	The Bank of New York Mellon	Sale	141.62	250
17-Oct-16	The Bank of New York Mellon	Sale	136.67	1027
31-Oct-16	The Bank of New York Mellon	Sale	127.96	362
3-Nov-16	The Bank of New York Mellon	Purchase	124.69	309
10-Nov-16	The Bank of New York Mellon	Purchase	125.5	855
30-Nov-16	The Bank of New York Mellon	Sale	118.7	1085
21-Dec-16	The Bank of New York Mellon	Sale	119.89	617
30-Dec-16	The Bank of New York Mellon	Purchase	122.55	430
18-Oct-16	BNY MELLON, NATIONAL ASSOCIATION	Sale	136.9	8
12-Oct-16	The Dreyfus Corporation	Sale	138.4	221
6-Jan-17	The Dreyfus Corporation	Purchase	123.6343	2622
9-Jan-17	The Dreyfus Corporation	Purchase	128.0657	5418
10-Jan-17	The Dreyfus Corporation	Purchase	128.1936	5774
11-Jan-17	The Dreyfus Corporation	Purchase	127.5051	8739
12-Jan-17	The Dreyfus Corporation	Purchase	126.9469	7900
13-Jan-17	The Dreyfus Corporation	Purchase	127.1675	3209
16-Jan-17	The Dreyfus Corporation	Purchase	126.8995	2489
17-Jan-17	The Dreyfus Corporation	Purchase	125.9031	5512
18-Jan-17	The Dreyfus Corporation	Purchase	125.0817	8082
19-Jan-17	The Dreyfus Corporation	Purchase	127.94	8561
20-Jan-17	The Dreyfus Corporation	Purchase	126.86	6207
23-Jan-17	The Dreyfus Corporation	Purchase	126	5093
29-Sep-16	BNY Mellon Service Kapitalanlage-Gesellschaft mbH	Sale	142.49	166
23-Nov-16	BNY Mellon Service Kapitalanlage-Gesellschaft mbH	Purchase	118.7824	413
23-Sep-16	Mellon Capital Management Corporation	Transfer In	N/A	36
26-Sep-16	Mellon Capital Management Corporation	Transfer In	N/A	36
5-Oct-16	Mellon Capital Management Corporation	Transfer In	N/A	27
21-Oct-16	Mellon Capital Management Corporation	Sale	135.1	1197
1-Nov-16	Mellon Capital Management Corporation	Transfer In	N/A	29
2-Nov-16	Mellon Capital Management Corporation	Purchase	124.7	464
2-Nov-16	Mellon Capital Management Corporation	Transfer In	N/A	27
3-Nov-16	Mellon Capital Management Corporation	Purchase	124.69	24
8-Nov-16	Mellon Capital Management Corporation	Transfer In	N/A	18
21-Nov-16	Mellon Capital Management Corporation	Transfer In	N/A	2660
5-Dec-16	Mellon Capital Management Corporation	Transfer Out	N/A	90

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)
5-Dec-16	Mellon Capital Management Corporation	Sale	115.7	1152
13-Dec-16	Mellon Capital Management Corporation	Transfer Out	N/A	60
14-Dec-16	Mellon Capital Management Corporation	Transfer Out	N/A	180
16-Dec-16	Mellon Capital Management Corporation	Transfer Out	N/A	60
21-Dec-16	Mellon Capital Management Corporation	Transfer Out	N/A	120
23-Dec-16	Mellon Capital Management Corporation	Sale	119.93	78
28-Dec-16	Mellon Capital Management Corporation	Transfer In	N/A	58
3-Jan-17	Mellon Capital Management Corporation	Transfer In	N/A	58
4-Jan-17	Mellon Capital Management Corporation	Purchase	123.11	227
13-Jan-17	Mellon Capital Management Corporation	Transfer In	N/A	120
17-Jan-17	Mellon Capital Management Corporation	Transfer Out	N/A	120
18-Jan-17	Mellon Capital Management Corporation	Transfer Out	N/A	120
20-Jan-17	Mellon Capital Management Corporation	Transfer In	N/A	58
7-Nov-16	Pershing Securities Australia Pty Ltd	Purchase	126.12	10491
9-Nov-16	Pershing Securities Australia Pty Ltd	Sale	122.8	10491
17-Jan-17	Pershing Securities Australia Pty Ltd	Purchase	125.87	10493
19-Jan-17	Pershing Securities Australia Pty Ltd	Sale	128.19	10493
29-Sep-16	Walter Scott & Partners Limited	Sale	139.07	17800
3-Oct-16	Walter Scott & Partners Limited	Sale	140.99	14707
4-Oct-16	Walter Scott & Partners Limited	Purchase	140.99	14707
14-Oct-16	Walter Scott & Partners Limited	Purchase	138.6312	7400
21-Oct-16	Walter Scott & Partners Limited	Sale	138	5300
24-Oct-16	Walter Scott & Partners Limited	Sale	130.1513	23600
5-Dec-16	Walter Scott & Partners Limited	Purchase	116.28	24500
8-Dec-16	Walter Scott & Partners Limited	Sale	115.94	307
5-Jan-17	Walter Scott & Partners Limited	Purchase	122.9569	12600
6-Jan-17	Walter Scott & Partners Limited	Purchase	123.6343	12378
9-Jan-17	Walter Scott & Partners Limited	Purchase	128.0657	25582
10-Jan-17	Walter Scott & Partners Limited	Purchase	128.1936	27264
11-Jan-17	Walter Scott & Partners Limited	Purchase	127.5051	41261
12-Jan-17	Walter Scott & Partners Limited	Purchase	126.9469	37302
13-Jan-17	Walter Scott & Partners Limited	Purchase	127.1675	15152
16-Jan-17	Walter Scott & Partners Limited	Purchase	126.8995	11749
17-Jan-17	Walter Scott & Partners Limited	Purchase	125.9031	26023
18-Jan-17	Walter Scott & Partners Limited	Purchase	125.0817	38158
19-Jan-17	Walter Scott & Partners Limited	Purchase	127.94	40419
20-Jan-17	Walter Scott & Partners Limited	Purchase	126.86	29309
23-Jan-17	Walter Scott & Partners Limited	Purchase	126	24044