



## **ASX ANNOUNCEMENT**

### **Sunshine Heart Completes \$2.1 Million Private Placement in Anticipation of NASDAQ Listing**

#### ***Compliance Raise Boosts Total Market Value in Accordance with NASDAQ Equity Standard Listing Rules***

**Sydney, Australia and Eden Prairie, MN: 09 February, 2012:** Sunshine Heart, Inc. (ASX: SHC), today announced that it has entered into definitive agreements with U.S. and Australian institutional and accredited investors to sell approximately 257,000 shares of common stock (approximately 51.4 million CDIs) in a private placement netting \$2.1 million. This raise was effected to facilitate Sunshine Heart's compliance with the Equity Standard Listing Rules of the NASDAQ Capital Market in preparation for the anticipated listing on the exchange.

Terms of the placement are identical to the Company's most recent raise, which closed in September, 2011, with shares issued at A\$8.00 per share (A\$0.04 per CDI). Investors received warrants to purchase three shares of common stock for every 10 shares purchased, at an exercise price of A\$11.20 per share (A\$0.056 per CDI) with a 4 year term. Summer Street Research Partners was the exclusive placement agent for the transaction in the U.S., and RBS Morgans assisted with the placement in Australia.

Dave Rosa, CEO of Sunshine Heart commented "Achieving a NASDAQ listing has been an important milestone for the Company as we prepare for U.S. market entry. This financing helps us to meet the NASDAQ listing requirement and maintain momentum as we pursue CE Mark and a U.S. IDE approval. The Company is thankful for the continued support and enthusiasm from investors regarding the Sunshine Heart story."

#### **About Sunshine Heart®**

Sunshine Heart is a global medical device company committed to the commercialization of the C-Pulse Heart Assist System, an implantable, non-blood contacting, heart assist therapy for the treatment of moderate to severe heart failure which can be implanted using a minimally invasive procedure. C-Pulse is designed to relieve the symptoms of heart failure through the use of counter-pulsation technology which enables an increase in cardiac output, an increase in coronary blood flow and a reduction in the heart's pumping load. The Company has completed enrollment of an approved U.S. Food and Drug Administration (FDA) 20 patient feasibility clinical trial with the C-Pulse System. Sunshine Heart is a Delaware-based Corporation headquartered in Eden Prairie, Minnesota with a subsidiary presence in Australia. The Company has been listed on the ASX since September 2004. For more information, please visit [www.sunshineheart.com](http://www.sunshineheart.com).

### **Forward-Looking Statements**

This announcement contains forward-looking statements that are based on management's beliefs, assumptions and expectations and on information currently available to management. All statements that address operating performance or events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation our expectations with respect to the timing of regulatory filings, regulators' acceptance of our filings, and listing of our common stock on the NASDAQ Capital Market. Management believes these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on forward-looking statements because they speak only as of the date when made. Sunshine Heart does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Sunshine Heart may not actually achieve the plans, projections or expectations disclosed in forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including without limitation, the possibility that regulatory authorities do not accept our applications or filings or that such authorities do not do so on the timelines we expect in addition to the other factors described in our filings with the ASX and the SEC. We may update our risk factors from time to time in our filings with the ASX and the SEC. This announcement does not and shall not constitute an offer to sell or the solicitation of any offer to buy any of securities.

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