



THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
4000 BLACKWELL ROAD  
FISHERVILLE, MD 20884

Received SEC  
FEB 23 2009  
Washington, DC 20549

Gary Sundick  
Vice President  
Listing Qualifications



09002742

By Facsimile and First Class Mail

February 23, 2009

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

001-34256  
CERTNAS

Dear Ms. Peters:

This is to certify that on February 19, 2009 The Nasdaq Stock Market (the "Exchange") received from HEARTWARE INTERNATIONAL, INC. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(h) for the registration of the following security:

Common Stock, \$0.001 par value per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*Gary Sundick*

PROCESSED  
MAR 10 2009  
THOMSON REUTERS

END