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www.orbitalcorp.com.au

**ASX Code: OEC** 

For Immediate Release: 08 January 2015

### ORBITAL FILES FORM 15F TO DEREGISTER IN THE UNITED STATES

- Orbital to deregister from the reporting requirements of the U.S. Securities and Exchange Commission
- Follows delisting from NYSE MKT in December 2013 and cancellation of ADR Program in June 2014
- De-registration to delivery annual cost savings in excess of \$200,000

Orbital Corporation Limited (ASX: OEC) ("Orbital") is pleased to announce that it has filed a Form 15F with the United States Securities and Exchange Commission ("SEC") with the intention of terminating its reporting obligations under Section 13(a) and Section 15(d) of the United States Securities Exchange Act of 1934, as amended. A copy of the filed Form 15F is attached to this announcement.

The filing of the Form 15F is the last step in the process outlined in Orbital's announcement of 9 September 2013, which commenced with the delisting of Orbital's American Depository Receipts ("ADR") from the NYSE MKT in December 2013 and the subsequent cancellation of the ADR Program in June 2014.

Orbital expects that the termination of its duty to file reports will become effective 90 days after the filing of Form 15F with the SEC. As a result, Orbital's other reporting obligations with the SEC, including its obligations to file annual reports on Form 20–F and reports on Form 6–K, will immediately cease.

As outlined in Orbital's 9 September 2013 announcement, the costs and administrative complexity associated with Orbital maintaining a second listing of its securities in the United States were no longer justified by the benefits of that listing. Orbital incurred expenses of over \$200,000 each year in maintaining the United States registration.

The de-registration from the reporting obligations of the SEC will provide a substantial financial benefit to Orbital and will enable management to focus its attentions on the development of the Unmanned Aerial Vehicle Propulsion System Business, the Remsafe business acquisition and integration, and other elements of Orbital's aggressive growth strategy.

Orbital's ordinary shares will continue to be listed and trade on the Australian Stock Exchange ("ASX") under the symbol "OEC". Orbital's reporting obligations under the listing rules of the ASX and the Australian Corporations Law are unaffected. Orbital's annual reports, financial statements and periodic press releases will also continue to be available on Orbital's website at <a href="http://www.orbitalcorp.com.au">http://www.orbitalcorp.com.au</a>.

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CONTACTS
Mr. Terry Stinson
Chief Executive Officer

**Mr. Ian Veitch** Chief Financial Officer

Tel: +61 8 9441 2311

#### **About Orbital**

Orbital is an international developer of innovative technical solutions for a cleaner world. Orbital provides innovation, design, product development and operational improvement services to the world's producers, suppliers, regulators and end users of engines and engine management systems for application in small unmanned aerial systems, motorcycles, marine and recreational vehicles, automobiles and trucks. Orbital's principal operations in Perth, Western Australia, provide a world class facility with capabilities in design, manufacturing, development and testing of engines and engine management systems. Headquartered in Perth, Western Australia, Orbital stock is traded on the Australian Stock Exchange (OEC).

#### Forward-Looking Statements

This news release includes forward-looking statements that involve risks and uncertainties. These forward-looking statements are based upon management's expectations and beliefs concerning future events, including Orbital's intention to terminate its reporting obligations under Section 13(a) and Section 15(d) of the Exchange Act. These statements can be identified by the use of words like "anticipate," "believe," " intend," "estimate," "expect," "may," "plan," "project," "will," "should," "seek" and similar words or expressions containing same. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, that could cause actual results to differ materially from such statements. Orbital makes no undertaking to subsequently update or revise the forward-looking statements made in this release to reflect events or circumstances after the date of this news release.

## Orbital Corporation Limited Form 15F

**Commission File Number:** 1-10936

Exact name of registrant as specified in its charter: Orbital Corporation Limited

Address: 4 Whipple Street, Balcatta, Western Australia, 6021 Australia

**Title of each class of securities covered by this form:** American Depositary Shares, evidenced by American Depositary Receipts, each representing 16 ordinary shares of Orbital Corporation Limited.

Rule 12h-6(a)

#### **PART I**

#### **Item 1. Exchange Act Reporting History**

- A. Orbital Corporation Limited ("<u>Orbital</u>") first incurred the duty to file reports under Section 13(a) or Section 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the "<u>Exchange Act</u>"), in December 1991 when American Depositary Shares representing Orbital's ordinary shares were offered for sale and listed on the New York Stock Exchange.
- B. Orbital has filed or submitted all reports required under Section 13(a) or Section 15(d) of the Exchange Act and the corresponding Commission rules for the 12 months preceding the filing of this Form 15F. Orbital has filed at least one annual report under Section 13(a) on Form 20-F.

#### **Item 2. Recent United State Market Activity**

Orbital's securities were last sold in the United States in a registered offering under the Securities Act of 1933, as amended, in 1991.

#### Item 3. Foreign Listing and Primary Trading Market

- A. Orbital has maintained a listing of its ordinary shares on the Australian Stock Exchange (the "<u>ASX</u>") in Sydney, Australia. The ASX constitutes the primary trading market for Orbital's ordinary shares, as that term is defined in Rule 13h-6 under the Exchange Act.
- B. Orbital's (formerly the Sarich Technologies Trust) ordinary shares were initially listed on the ASX in 1984. Orbital has maintained a listing of its ordinary shares on the ASX since that date, including during the 12 months preceding the filing of this Form 15F.
- C. The percentage of trading in Orbital's ordinary shares that occurred in Australia on the ASX for the 12-month period from January 1, 2014 to December 31, 2014 was approximately 90.1% of the worldwide trading volume.

#### **Item 4. Comparative Trading Volume Data**

Not applicable.

#### Item 5. Alternative Record Holder Information

As of November 26, 2014, there were 270 record holders of Orbital's ordinary shares who were United States residents.

#### **Item 6. Debt Securities**

Not applicable.

#### **Item 7. Notice Requirement**

- A. Orbital is publishing simultaneously with the filing of this Form 15F a notice disclosing its intent to terminate its duty to file reports under Section 13(a) or Section 15(d) of the Exchange Act or both.
- B. Orbital disseminated such notice in the United States by means of a news release, which was distributed by PRNewswire in the United States. A copy of the notice is attached as Exhibit 99.1 to this Form 15F.

#### Item 8. Prior Form 15 Filers

Not applicable.

#### **PART II**

#### Item 9. Rule 12g-2(b) Exemption

Orbital will publish any information required under Rule 12g3-2(b)(1)(iii) on its website at http://www.orbitalcorp.com.au/.

#### **PART III**

#### Item 10. Exhibits

Exhibit 99.1 Press release dated December 6, 2014: Orbital Corporation Limited to file Form 15F to deregister in the United States under the Securities Exchange Act of 1934

#### Item 11. Undertakings

The undersigned issuer hereby undertakes to withdraw this Form 15F if, at any time before the effectiveness of its termination of reporting under Rule 12h-6, it has actual knowledge of information that causes it reasonably to believe that, at the time of filing the Form 15F:

- 1. The average daily trading volume of its subject class of securities in the United States exceeded 5 percent of the average daily trading volume of that class of securities on a worldwide basis for the same recent 12-month period that the issuer used for purposes of Rule 12h-6(a)(4)(i);
- 2. Its subject class of securities was held of record by 300 or more United States residents or 300 or more persons worldwide, if proceeding under Rule 12h-6(a)(4)(ii) or Rule 12h-6(c); or
- 3. It otherwise did not qualify for termination of its Exchange Act reporting obligations under Rule 12h-6.

#### Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, Orbital Corporation Limited has duly authorized the undersigned person to sign on its behalf this certification on Form 15F. In so doing, Orbital Corporation Limited certifies that, as represented on this Form, it has complied with all of the conditions set forth in Rule 12h-6 for terminating its registration under section 12(g) of the Exchange Act, or its duty to file reports under section 13(a) or section 15(d) of the Exchange Act, or both.

Date: January 7, 2015

/s/ Ian Graham Veitch Name: Ian Graham Veitch Title: Chief Financial Officer

#### ORBITAL CORPORATION LIMITED

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**ASX Code: OEC** 

#### **NEWS RELEASE**

**January 7, 2015** 

# ORBITAL CORPORATION LIMITED TO FILE FORM 15F TO DEREGISTER IN THE UNITED STATES UNDER THE SECURITIES EXCHANGE ACT OF 1934

**Balcatta, Western Australia** – Orbital Corporation Limited (ASX: OEC) ("Orbital") announces today that it has filed a Form 15F with the United States Securities and Exchange Commission (the "SEC") with the intention of terminating its reporting obligations under Section 13(a) and Section 15(d) of the Securities Exchange Act of 1934, as amended.

Orbital expects that the termination of its duty to file reports will become effective 90 days after the filing of Form 15F with the SEC. However, as a result of this filing, Orbital's reporting obligations with the SEC, including its obligations to file annual reports on Form 20–F and reports on Form 6–K, will immediately be suspended.

Orbital's ordinary shares will continue to be listed and trade on the Australian Stock Exchange under the symbol "OEC." Orbital's annual report, financial statements and periodic press releases will also continue to be available on Orbital's website at <a href="http://www.orbitalcorp.com.au">http://www.orbitalcorp.com.au</a>.

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#### About Orbital

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#### Forward-Looking Statements

This news release includes forward-looking statements that involve risks and uncertainties. These forward-looking statements are based upon management's expectations and beliefs concerning future events, including Orbital's intention to terminate its reporting obligations under Section 13(a) and Section 15(d) of the Exchange Act. These statements can be identified by the use of words like "anticipate," "believe," "intend," "estimate," "expect," "may," "plan," "project," "will," "should," "seek" and similar words or expressions containing same. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, that could cause actual results to differ materially from such statements. Orbital makes no undertaking to subsequently update or revise the forward-looking statements made in this release to reflect events or circumstances after the date of this news release.