



19 March 2015

The Manager
Market Announcements Office
ASX Limited
By fax 1300 135 638

Dear Sir/Madam

G8 Education Ltd (ABN 95 123 828 553)

Notice of ceasing to be a substantial holder: Form 605

Please find attached a Form 605 (Notice of ceasing to be a substantial holder) in relation G8 Education Ltd (ABN 95 123 828 553) in accordance with section 671B of the Corporations Act 2001.

Yours sincerely


Jeff Phillips
Chief Financial Officer
Encl

Form 605**Corporations Act 2001****Section 671B****Notice of ceasing to be a substantial holder**

To: G8 Education Ltd
ABN: 95 123 828 553
ASX Code: GEM

1. Details of substantial holder

Name: Bennelong Funds Management Group Pty Ltd (ACN 144 676 344)

The holder ceased to be a substantial holder on: 17 March 2015
 The previous notice was given to the company on 10 March 2015
 The previous notice was dated 10 March 2015

2. 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	Consideration given in relation to change	Class and number of securities	Person's votes affected
17/03/2015	Bennelong Funds Management Group Pty Ltd	Sold on market		3,140,836 Ordinary shares	3,140,836

3. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association 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
Not Applicable	

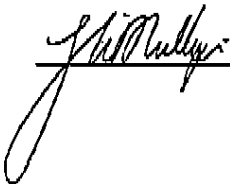
4. Addresses

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

Name	Address
Bennelong Funds Management Group Pty Ltd	Ground Floor, 9 Queen Street, Melbourne VIC 3000

Signature

Print name: JEFF PHILLIPS Capacity: COMPANY SECRETARY

Sign here:  Date: 19/3/2015