

To: Company Announcements
Organisation: ASX
Fax: 1300 135 638
From: Kylie Osgood
Pages: 3 (Including cover sheet)
Date: 14 January 2016
Re: Notice of ceasing to be substantial shareholder

Message:

Please find attached our Notice of ceasing to be a substantial shareholder.

Regards



Kylie Osgood
Director and Company Secretary

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme 3P Learning LtdACN/ARSN 50 103 827 836**1. Details of substantial holder(1)**Name Tribeca Investment Partners Pty Ltd
ACN/ARSN(if applicable) 64 080 430 100The holder ceased to be a
substantial holder on 12/01/2016The previous notice was given to the company on 28/08/2015The previous notice was dated 27/08/2015**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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(4)	Consideration given in relation to change(5)	Class(6) and number of securities affected	Person's votes affected
		Please refer to attached			

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. Addresses

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

Name	Address
Tribeca Investment Partners Pty Ltd	Level 23 1 O'Connell St Sydney NSW 2000

Signatureprint name Kylie Osgoodcapacity Director/Company Secretary

sign here

date 14/01/2016

Tribeca

**Tribeca
Investment
Partners Pty Ltd**

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Sydney NSW 2000
PO Box R278
Royal Exchange NSW 1225
T. +61 2 9640 2600
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www.tribecajp.com.au
ABN 64 080 430 000 AFSL 239270

Date: 14/01/2016

Date of change	Person whose relevant interest changed	Nature of Change	Consideration Class	Number of Securities
1/09/2015	Tribeca Investment Partners Pty Ltd	Sale	8,819.68 ordinary	4,400
16/09/2015	Tribeca Investment Partners Pty Ltd	Sale	7,171.69 ordinary	3,700
25/09/2015	Tribeca Investment Partners Pty Ltd	Purchase	47,032.55 ordinary	25,500
29/09/2015	Tribeca Investment Partners Pty Ltd	Purchase	59,365.07 ordinary	31,800
19/10/2015	Tribeca Investment Partners Pty Ltd	Purchase	23,389.50 ordinary	10,200
20/10/2015	Tribeca Investment Partners Pty Ltd	Purchase	48,432.83 ordinary	21,000
29/10/2015	Tribeca Investment Partners Pty Ltd	Purchase	136,461.74 ordinary	57,300
6/11/2015	Tribeca Investment Partners Pty Ltd	Sale	3,257.77 ordinary	1,417
17/11/2015	Tribeca Investment Partners Pty Ltd	Sale	24,379.50 ordinary	10,583
20/11/2015	Tribeca Investment Partners Pty Ltd	Purchase	35,850.32 ordinary	16,400
26/11/2015	Tribeca Investment Partners Pty Ltd	Purchase	35,857.94 ordinary	17,549
8/12/2015	Tribeca Investment Partners Pty Ltd	Purchase	502,000.00 ordinary	251,000
4/01/2016	Tribeca Investment Partners Pty Ltd	Sale	4,931.99 ordinary	2,463
6/01/2016	Tribeca Investment Partners Pty Ltd	Sale	713.37 ordinary	357
11/01/2016	Tribeca Investment Partners Pty Ltd	Sale	630,480.53 ordinary	389,501
12/01/2016	Tribeca Investment Partners Pty Ltd	Sale	6,699,486.19 ordinary	4,219,455