

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme David Jones Ltd.ACN/ARSN 000 074 573**1. Details of substantial holder(1)**Name BlackRock Group (BlackRock Inc. and subsidiaries named in Annexures
ACN/ARSN (if applicable) to this form)The holder ceased to be a substantial holder on 18 /07 /2014
The previous notice was given to the company on 20 /05 /2014
The previous notice was dated 16 /05 /2014**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
	<u>Annexure A & C</u>				

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
<u>Annexure B</u>	

Signatureprint name William Stocklcapacity *Authorised Signatory**sign here**date 22 / 07 /2014

* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 3 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

22-Jul-14

William Stockl, Authorised Signatory

Date

2. Changes in relevant interests

DAVID JONES LTD (DJS)

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
19-May-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord -3,202	-3,202
20-May-14	BlackRock Fund Advisors	in specie	n/a	ord 164,100	164,100
20-May-14	BlackRock Fund Advisors	on mkt buy	3.94	ord 952	952
20-May-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord -114,258	-114,258
22-May-14	BlackRock Fund Advisors	in specie	n/a	ord -17,535	-17,535
22-May-14	BlackRock Institutional Trust Company, N.A.	in specie	n/a	ord 5,054	5,054
23-May-14	BlackRock Fund Advisors	in specie	n/a	ord 98,460	98,460
23-May-14	BlackRock Fund Advisors	in specie	n/a	ord 4,072	4,072
23-May-14	BlackRock Institutional Trust Company, N.A.	in specie	n/a	ord 27,794	27,794
27-May-14	BlackRock Fund Advisors	in specie	n/a	ord 73,845	73,845
27-May-14	BlackRock Fund Advisors	on mkt buy	3.96	ord 138	138
28-May-14	BlackRock Fund Advisors	in specie	n/a	ord 49,230	49,230
28-May-14	BlackRock Fund Advisors	in specie	n/a	ord 16,410	16,410
28-May-14	BlackRock Institutional Trust Company, N.A.	on mkt sell	3.95	ord -20,529	-20,529
29-May-14	BlackRock Asset Management Deutschland AG	on mkt sell	3.98	ord -241,551	-241,551
29-May-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord 100,000	100,000
30-May-14	BlackRock Fund Advisors	on mkt sell	4.04	ord -106,107	-106,107
30-May-14	BlackRock Fund Advisors	on mkt sell	4.04	ord -73,103	-73,103
30-May-14	BlackRock Fund Advisors	in specie	n/a	ord 123,075	123,075
30-May-14	BlackRock Institutional Trust Company, N.A.	on mkt buy	4.04	ord 20,483	20,483
30-May-14	BlackRock Institutional Trust Company, N.A.	on mkt buy	4.04	ord 42,047	42,047
30-May-14	BlackRock Institutional Trust Company, N.A.	on mkt buy	4.04	ord 8,194	8,194
30-May-14	BlackRock Investment Management (Australia) Limited	on mkt buy	4.04	ord 4,770	4,770
30-May-14	BlackRock Fund Advisors	on mkt sell	4.04	ord -135	-135
30-May-14	BlackRock Fund Advisors	on mkt sell	4.04	ord -93	-93
30-May-14	BlackRock Fund Advisors	on mkt buy	4.04	ord 2,472	2,472
02-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord -9,129	-9,129
02-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord 90,255	90,255
02-Jun-14	BlackRock Institutional Trust Company, N.A.	on mkt buy	4.00	ord 49,748	49,748
03-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord -6,086	-6,086
03-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord 73,845	73,845
04-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord 32,820	32,820
04-Jun-14	BlackRock Investment Management (Australia) Limited	on mkt buy	3.83	ord 11,302	11,302
05-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord 41,025	41,025
05-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord 73,845	73,845

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	
05-Jun-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	-148,471	-148,471
06-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	73,845	73,845
09-Jun-14	BlackRock Asset Management Deutschland AG	on mkt buy	3.85	ord	53,674	53,674
09-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	32,820	32,820
09-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	8,205	8,205
09-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	1,230	1,230
10-Jun-14	BlackRock Asset Management Deutschland AG	on mkt buy	3.85	ord	26,836	26,836
10-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	16,410	16,410
10-Jun-14	BlackRock Investment Management (Australia) Limited	in specie	n/a	ord	1,428	1,428
10-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	1,056	1,056
11-Jun-14	BlackRock Asset Management Deutschland AG	on mkt buy	3.90	ord	53,722	53,722
11-Jun-14	BlackRock Asset Management Deutschland AG	on mkt buy	3.90	ord	26,861	26,861
11-Jun-14	BlackRock Fund Advisors	on mkt buy	3.90	ord	3,330	3,330
12-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	57,435	57,435
12-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	16,410	16,410
13-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	32,820	32,820
16-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	147,690	147,690
16-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	41,025	41,025
16-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	32,820	32,820
17-Jun-14	BlackRock Asset Management Deutschland AG	on mkt buy	3.88	ord	26,603	26,603
17-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	24,615	24,615
18-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	24,615	24,615
20-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	24,615	24,615
20-Jun-14	BlackRock Institutional Trust Company, N.A.	on mkt buy	3.81	ord	6,269	6,269
20-Jun-14	BlackRock Institutional Trust Company, N.A.	on mkt buy	3.81	ord	4,143	4,143
23-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	24,615	24,615
23-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	164,100	164,100
24-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	24,336	24,336
24-Jun-14	BlackRock Fund Advisors	on mkt sell	3.94	ord	-201,996	-201,996
24-Jun-14	BlackRock Fund Advisors	on mkt sell	3.94	ord	-7,531	-7,531
25-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	64,896	64,896
25-Jun-14	BlackRock Fund Advisors	on mkt sell	3.94	ord	-180	-180
26-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	56,784	56,784
26-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	48,672	48,672
30-Jun-14	BlackRock Asset Management Deutschland AG	on mkt buy	3.94	ord	53,326	53,326
30-Jun-14	BlackRock Fund Advisors	on mkt buy	3.94	ord	6,078	6,078
30-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	48,684	48,684
30-Jun-14	BlackRock Investment Management (Australia) Limited	on mkt sell	3.94	ord	-21,317	-21,317
01-Jul-14	BlackRock Fund Advisors	on mkt buy	3.94	ord	1,258	1,258
02-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	24,088	24,088
02-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	56,798	56,798
02-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	32,456	32,456
02-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	64,912	64,912
03-Jul-14	BlackRock Advisors (UK) Limited	on mkt buy	3.93	ord	44,698	44,698
03-Jul-14	BlackRock Fund Advisors	on mkt buy	3.92	ord	1,003	1,003
03-Jul-14	BlackRock Fund Advisors	on mkt buy	3.92	ord	4,193	4,193
03-Jul-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	96,471	96,471
04-Jul-14	BlackRock Fund Advisors	on mkt buy	3.93	ord	78,270	78,270
04-Jul-14	BlackRock Fund Advisors	on mkt buy	3.93	ord	1,122	1,122
04-Jul-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	141,000	141,000

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	
07-Jul-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	-280,490	-280,490
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	32,600	32,600
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	16,300	16,300
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	48,900	48,900
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	81,500	81,500
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	65,200	65,200
08-Jul-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	709,490	709,490
10-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	40,750	40,750
10-Jul-14	BlackRock Fund Advisors	on mkt buy	3.93	ord	731	731
10-Jul-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	-711,000	-711,000
11-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	48,900	48,900
11-Jul-14	BlackRock Advisors (UK) Limited	on mkt buy	3.93	ord	4,395	4,395
11-Jul-14	BlackRock Advisors (UK) Limited	on mkt buy	3.93	ord	2,163	2,163
14-Jul-14	BlackRock Advisors (UK) Limited	on mkt buy	3.98	ord	19,367	19,367
14-Jul-14	BlackRock Institutional Trust Company, N.A.	on mkt sell	3.98	ord	-7,704	-7,704
15-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	40,750	40,750
16-Jul-14	BlackRock Institutional Trust Company, N.A.	on mkt buy	3.98	ord	29,599	29,599
17-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	16,300	16,300
18-Jul-14	BlackRock Asset Management Deutschland AG	on mkt sell	3.99	ord	-3,767,295	-3,767,295
18-Jul-14	BlackRock Fund Advisors	on mkt sell	4.00	ord	-18,492,350	-18,492,350
18-Jul-14	BlackRock Investment Management (Australia) Limited	on mkt sell	3.99	ord	-133,029	-133,029
18-Jul-14	BlackRock Fund Advisors	on mkt sell	4.00	ord	-8,326	-8,326
18-Jul-14	BlackRock Fund Advisors	on mkt sell	4.00	ord	-625,226	-625,226
18-Jul-14	BlackRock Asset Management Canada Limited	on mkt sell	4.00	ord	-214,814	-214,814

Annexure B

This is Annexure B of 1 page referred to in form 605 Notice of ceasing to be a substantial shareholder

22-Jul-14
Date
William Stockl,
Authorised Signatory

4. Addresses

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

Name	Address
BlackRock Group	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock Advisors (UK) Ltd.	Murray House 1Royal Mint Court London, EC3N 4HH, UK
BlackRock Asset Management Canada Limited	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1
BlackRock Asset Management Deutschland AG	Max-Joseph-Straße 6 80333 Munich, Germany
BlackRock Asset Management North Asia Limited	16/F, 2 Queen's Road Cheung Kong Center Hong Kong
BlackRock Fund Advisors	400 Howard Street San Francisco, CA, 94105
BlackRock Institutional Trust Company, N.A.	400 Howard Street San Francisco, CA, 94105
BlackRock Investment Management (Aust) Ltd (ACN 006 165 975)	Level 26, 101 Collins St Melbourne Australia

Annexure C

This is Annexure C of 1 page referred to in form 605 Notice of ceasing to be a substantial shareholder

William Stockl, Authorised Signatory 22-Jul-14
Date

Type of agreement:	Global Master Securities Lending Agreement
Parties to agreement:	Party A - Citigroup Global Markets Limited Party B - HSBC Institutional Trust Services (Asia) Limited
Transfer date:	Refer to Annexure A (transactions identified as collateral transfers)
Holder of voting rights:	BlackRock Asset Management North Asia Limited (as investment manager for the funds)
Are there any restrictions on voting rights? If yes, detail	Yes. Unless otherwise agreed between the parties, the Registered Owner will not exercise any voting rights.
Scheduled return date (if any):	Not applicable.
Does the borrower have the right to return early? If yes, detail	Yes. Upon an Event of Default under the GMSLA, the GMSLA provides, broadly, that both parties payment and delivery obligations will be accelerated and replaced with an obligation of one party to pay a single cash sum to the other determined in accordance with the provisions of the GMSLA (as modified by the Annex). The GMSLA provides that the parties' right to terminate the Agreement upon notice will not affect the parties' existing obligations in respect of any outstanding loans of securities. The Annex amended and restricted the Borrower's termination rights – i.e. Borrower may not have the right to terminate and return the borrowed securities - as the Borrower was to borrow the securities issued by it (or its sister company) to provide protection against the insolvency of the issuer and so usual rights of termination in a GMSLA were restricted. Subject to the terms of the relevant Loan, the Borrower, may early terminate a Loan and return Equivalent Securities at any time provided that it "shall cease to have such entitlement if an Act of Insolvency with respect to any Security Issuer or any of the Borrower's or any Security Issuer's affiliates has occurred, or any such person takes any steps preparatory to any of the matters which would constitute an Act of Insolvency
Does the lender have the right to recall early? If yes, detail	Yes, at notice.
Will the securities be returned on settlement? If yes, detail any exceptions	Yes.

A copy of this agreement will be provided to David Jones Ltd. or the Australian Securities and Investments Commission upon request.