



Investment
Management

12 August 2015

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Metcash Limited.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Chris Millard'.

Chris Millard
Company Secretary

{00008984.DOC}
BT Investment Management Limited
ABN 28 126 385 822

GPO Box 7072
Sydney NSW 2001
Australia

The Chifley Tower
Level 15, 2 Chifley Square
Sydney NSW 2000
Australia
Tel 612 8253 2999

www.btim.com.au

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme METCASH LIMITED (MTS)

ACN/ARSN ACN 112 073 480

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 10/08/2015

The previous notice was given to the company on 02/07/2015

The previous notice was dated 01/07/2015

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	46,721,068	5.03%	56,573,764	6.09%

3. 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10/08/2015	BTT & its Associates, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
BT Investment Management (Fund Services) Limited*	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Fund Services) Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	12,843,731 Ordinary Shares	12,843,731
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	BNP Fund Services Australasia Pty Limited Citicorp Nominees Pty Limited HSBC Custody Nominees (Australia) Limited JP Morgan Chase Bank National Australia Bank Limited National Nominees Limited	BT Investment Management (Institutional) Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	43,730,033 Ordinary Shares	43,730,033

* BT Investment Management (Fund Services) Limited has appointed BT Investment Management (Institutional) Limited to act as the investment manager of the trusts of which it is responsible entity, giving BT Investment Management (Institutional) Limited the capacity to exercise the power to vote or dispose of the shares. BT Investment (Institutional) Limited therefore also has a relevant interest in shares in which BT Investment Management (Fund Services) Limited has a relevant interest.

5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) 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

6. Addresses

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

Name	Address
BT Investment Management Limited (BTT)	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
METCASH LIMITED (MTS)	The Company Secretary, METCASH LIMITED (MTS) 50 Waterloo Park MACQUARIE PARK NSW 2113 Tel: 02 9751 8200 Fax: 02 9741 3027

Signature

Print name Chris Millard Capacity Company Secretary

Sign here _____ Date 12/08/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 6 of the form.
 - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
 - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (6) 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.
- (7) 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.
 - (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
 - (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for BT Investment Management Limited ACN 126 365 822

Chris Millard – Company Secretary, BT Investment Management Limited 12/08/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 02/07/2015 to 10/08/2015

SECURITY: MTS

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	250,774	288,390.10	Ordinary	250,774
3/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	118,094	134,627.16	Ordinary	118,094
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	60,972	65,849.76	Ordinary	60,972
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	32,664	35,277.12	Ordinary	32,664
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	39,282	42,031.74	Ordinary	39,282
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	67,382	72,098.74	Ordinary	67,382
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	46,215	49,450.05	Ordinary	46,215
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	26,943	28,829.01	Ordinary	26,943
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	22,404	24,196.32	Ordinary	22,404
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	41,820	45,165.60	Ordinary	41,820
17/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	277,015	307,486.65	Ordinary	277,015
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	20,716	22,787.60	Ordinary	20,716
23/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	241,033	255,494.98	Ordinary	241,033
27/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	70,636	73,461.44	Ordinary	70,636
30/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	235,762	268,768.68	Ordinary	235,762
	Total		1,551,712	1,713,914.95		
	BT Investment Management (Fund Services) Limited Total :		1,551,712	1,713,914.95		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	BNP Fund Services Australasia Pty Limited	Buy	36,090	38,616.30	Ordinary	36,090
6/07/2015	BNP Fund Services Australasia Pty Limited	Buy	17,495	18,894.60	Ordinary	17,495
6/07/2015	BNP Fund Services Australasia Pty Limited	Buy	21,040	22,512.80	Ordinary	21,040
6/07/2015	BNP Fund Services Australasia Pty Limited	Buy	32,658	35,270.64	Ordinary	32,658
	Total		107,283	115,294.34		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	Citicorp Nominees Pty Limited	Buy	68,435	73,225.45	Ordinary	68,435
6/07/2015	Citicorp Nominees Pty Limited	Buy	33,174	35,827.92	Ordinary	33,174
6/07/2015	Citicorp Nominees Pty Limited	Buy	39,896	42,688.72	Ordinary	39,896
6/07/2015	Citicorp Nominees Pty Limited	Buy	61,926	66,880.08	Ordinary	61,926
	Total		203,431	218,622.17		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	137,183	148,157.64	Ordinary	137,183
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	88,381	94,567.67	Ordinary	88,381
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	151,603	162,215.21	Ordinary	151,603
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	73,491	79,370.28	Ordinary	73,491
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	15,425	16,659.00	Ordinary	15,425
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	17,046	18,239.22	Ordinary	17,046
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	8,263	8,924.04	Ordinary	8,263
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Buy	9,938	10,633.66	Ordinary	9,938
7/08/2015	HSBC Custody Nominees (Australia) Limited.	Buy	3,925,643	0.00	Ordinary	3,925,643
	Total		4,426,973	538,766.72		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	JP Morgan Chase Bank	Buy	77,385	82,801.95	Ordinary	77,385
6/07/2015	JP Morgan Chase Bank	Buy	45,115	48,273.05	Ordinary	45,115
6/07/2015	JP Morgan Chase Bank	Buy	37,514	40,515.12	Ordinary	37,514
6/07/2015	JP Morgan Chase Bank	Buy	70,026	75,628.08	Ordinary	70,026
6/07/2015	JP Morgan Chase Bank	Buy	23,031	24,643.17	Ordinary	23,031
6/07/2015	JP Morgan Chase Bank	Buy	39,504	42,269.28	Ordinary	39,504
6/07/2015	JP Morgan Chase Bank	Buy	35,748	38,607.84	Ordinary	35,748
6/07/2015	JP Morgan Chase Bank	Buy	19,151	20,683.08	Ordinary	19,151
	Total		347,474	373,421.57		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/07/2015	National Australia Bank Limited	Buy	1,076,425	1,237,888.75	Ordinary	1,076,425
3/07/2015	National Australia Bank Limited	Buy	506,906	577,872.84	Ordinary	506,906
6/07/2015	National Australia Bank Limited	Buy	9,516	10,277.28	Ordinary	9,516
6/07/2015	National Australia Bank Limited	Buy	17,763	19,184.04	Ordinary	17,763
6/07/2015	National Australia Bank Limited	Buy	11,444	12,245.08	Ordinary	11,444
6/07/2015	National Australia Bank Limited	Buy	19,630	21,004.10	Ordinary	19,630
6/07/2015	National Australia Bank Limited	Buy	111,649	119,464.43	Ordinary	111,649

6/07/2015	National Australia Bank Limited	Buy	92,839	100,266.12	Ordinary	92,839
6/07/2015	National Australia Bank Limited	Buy	173,299	187,162.92	Ordinary	173,299
6/07/2015	National Australia Bank Limited	Buy	191,516	204,922.12	Ordinary	191,516
27/07/2015	National Australia Bank Limited	Buy	659,597	685,980.88	Ordinary	659,597
	Total		2,870,584	3,176,268.56		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	National Nominees Limited	Buy	28,489	30,768.12	Ordinary	28,489
6/07/2015	National Nominees Limited	Buy	53,180	57,434.40	Ordinary	53,180
6/07/2015	National Nominees Limited	Buy	34,261	36,659.27	Ordinary	34,261
6/07/2015	National Nominees Limited	Buy	58,770	62,883.90	Ordinary	58,770
20/07/2015	National Nominees Limited	Buy	170,539	194,414.46	Ordinary	170,539
	Total		345,239	382,160.15		

BT Investment Management (Institutional Limited Total : **8,300,984** **4,804,533.51**