

30 December 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,



Chris Millard
Company Secretary

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 24/12/2015

The previous notice was given to the company on 01/12/2015

The previous notice was dated 30/10/2015

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	68,655,524	7.40%	77,962,393	8.39%

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
23/05/2015	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 *	Citicorp Nominees Pty Limited	ASGARD Capital Management Limited UBS Wealth Management	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.	2,131,258 Ordinary	2,131,258
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	BNP Fund Services 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..	7,175,611 Ordinary	7,175,611

* 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 Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
METCASH LIMITED (MTS)	The Company Secretary, METCASH LIMITED (MTS) 50 Waterloo Road MACQUARIE PARK NSW 2113 Tel: 02 9751 3000

Signature

Print name Chris Millard Capacity Company Secretary

Sign here _____ Date 30/12/2015

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 30/12/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 31/10/2015 to 24/12/2015

SECURITY: MTS

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	3,505	4,346.20	Ordinary	3,505
16/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	42,155	52,693.75	Ordinary	42,155
16/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	3,128	3,878.72	Ordinary	3,128
16/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	37,609	47,011.25	Ordinary	37,609
1/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	19,581	31,133.79	Ordinary	19,581
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	359,956	572,330.04	Ordinary	359,956
11/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	760,010	1,155,215.20	Ordinary	760,010
21/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	116,919	173,040.12	Ordinary	116,919
22/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	39,683	59,524.50	Ordinary	39,683
22/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	75,327	115,250.31	Ordinary	75,327
24/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	300,815	475,287.70	Ordinary	300,815
24/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	137,387	217,071.46	Ordinary	137,387
Total			1,896,075	2,906,783.04		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/11/2015	UBS Wealth Management	Buy	235,183	336,311.69	Ordinary	235,183
Total			235,183	336,311.69		

BT Investment Management (Fund Services) Limited Total : **2,131,258 3,243,094.73**

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/11/2015	BNP Fund Services Australasia Pty Limited	Buy	1,440	1,785.60	Ordinary	1,440
16/11/2015	BNP Fund Services Australasia Pty Limited	Buy	17,312	21,640.00	Ordinary	17,312
16/12/2015	BNP Fund Services Australasia Pty Limited	Sell	-32,237	-48,033.13	Ordinary	32,237
Total			-13,485	-24,607.53		

Date	Registered Company	Nature of Change	Quantity	Consideration Class of Securities	Person's votes affected
16/11/2015	Citicorp Nominees Pty Limited	Buy	4,217	Ordinary	4,217
16/11/2015	Citicorp Nominees Pty Limited	Buy	50,710	Ordinary	50,710
24/11/2015	Citicorp Nominees Pty Limited	Buy	47,996	Ordinary	47,996
16/12/2015	Citicorp Nominees Pty Limited	Buy	26,738	Ordinary	26,738
Total			129,661	171,810.92	

Date	Registered Company	Nature of Change	Quantity	Consideration Class of Securities	Person's votes affected
16/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	195,833	Ordinary	195,833
16/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	16,285	Ordinary	16,285
16/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	2,272	Ordinary	2,272
16/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	27,322	Ordinary	27,322
24/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	219,243	Ordinary	219,243
24/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	29,448	Ordinary	29,448
11/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	791,310	Ordinary	791,310
16/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	261,322	Ordinary	261,322
16/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	29,796	Ordinary	29,796
Total			1,572,831	2,266,783.57	

Date	Registered Company	Nature of Change	Quantity	Consideration Class of Securities	Person's votes affected
16/11/2015	JP Morgan Chase Bank	Buy	9,207	Ordinary	9,207
16/11/2015	JP Morgan Chase Bank	Buy	110,717	Ordinary	110,717
16/11/2015	JP Morgan Chase Bank	Buy	56,483	Ordinary	56,483
16/11/2015	JP Morgan Chase Bank	Buy	4,697	Ordinary	4,697
18/11/2015	JP Morgan Chase Bank	Buy	513,644	Ordinary	513,644
24/11/2015	JP Morgan Chase Bank	Buy	357,890	Ordinary	357,890
24/11/2015	JP Morgan Chase Bank	Buy	121,839	Ordinary	121,839
24/11/2015	JP Morgan Chase Bank	Buy	62,106	Ordinary	62,106
16/12/2015	JP Morgan Chase Bank	Buy	69,341	Ordinary	69,341
16/12/2015	JP Morgan Chase Bank	Buy	153,858	Ordinary	153,858
16/12/2015	JP Morgan Chase Bank	Buy	78,387	Ordinary	78,387
Total			1,538,169	2,073,972.82	

Date	Registered Company	Nature of Change	Quantity	Consideration Class of Securities	Person's votes affected
16/11/2015	National Australia Bank Limited	Buy	14,320	Ordinary	14,320
16/11/2015	National Australia Bank Limited	Buy	1,191	Ordinary	1,191
16/11/2015	National Australia Bank Limited	Buy	112,972	Ordinary	112,972
16/11/2015	National Australia Bank Limited	Buy	9,394	Ordinary	9,394
24/11/2015	National Australia Bank Limited	Buy	15,299	Ordinary	15,299

16/12/2015 National Australia Bank Limited	Buy	15,924	23,726.76	Ordinary	15,924
21/12/2015 National Australia Bank Limited	Buy	375,438	555,648.24	Ordinary	375,438
22/12/2015 National Australia Bank Limited	Buy	127,427	191,140.50	Ordinary	127,427
22/12/2015 National Australia Bank Limited	Buy	310,234	474,658.02	Ordinary	310,234
Total		982,199	1,437,608.60		

Date	Registered Company	Nature of Change	Quantity	Consideration Class of Securities	Person's votes affected
17/11/2015 National Nominees Limited		Buy	64,274	Ordinary	64,274
30/11/2015 National Nominees Limited		Buy	159,144	Ordinary	159,144
8/12/2015 National Nominees Limited		Buy	368,329	Ordinary	368,329
15/12/2015 National Nominees Limited		Buy	335,835	Ordinary	335,835
15/12/2015 National Nominees Limited		Buy	1,914,622	Ordinary	1,914,622
Total			2,842,204	4,238,263.55	

Date	Registered Company	Nature of Change	Quantity	Consideration Class of Securities	Person's votes affected
18/11/2015 Permanent Trustee Australia Limited		Buy	69,257	Ordinary	69,257
24/11/2015 Permanent Trustee Australia Limited		Buy	46,179	Ordinary	46,179
16/12/2015 Permanent Trustee Australia Limited		Buy	8,596	Ordinary	8,596
Total			124,032	165,876.13	

BT Investment Management (Institutional Limited Total :	7,175,611	10,329,708.06
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