

**Form 603
Corporations Act 2001
Section 671B**

Notice of Initial Substantial Holder

To: Xero Limited

ACN/ARSN:

1. Details of substantial holder (s)

Name: FMR LLC and the entities listed in Annexure A ("FMR")
ACN/ARSN (if applicable)

The holder became a substantial holder on

4 December 2014

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	6,899,563	6,899,563	5.39%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Refer to Annexure A

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Refer to Annexure A

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is 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
			NZD \$	Common Stock	Common Stock
9/25/2014	FMR LLC	BUY	21.00	260,000	260,000
9/26/2014	FMR LLC	BUY	20.75	140,000	140,000
9/29/2014	FMR LLC	BUY	21.00	25,500	25,500
9/30/2014	FMR LLC	BUY	21.44	17,500	17,500
10/1/2014	FMR LLC	BUY	21.35	40,000	40,000
10/2/2014	FMR LLC	BUY	21.30	25,079	25,079
10/3/2014	FMR LLC	BUY	21.41	1,714	1,714
10/3/2014	FMR LLC	BUY	21.37	53,000	53,000
10/6/2014	FMR LLC	BUY	21.61	2,326	2,326
10/7/2014	FMR LLC	BUY	21.48	81,000	81,000
10/8/2014	FMR LLC	BUY	21.07	4,647	4,647
10/9/2014	FMR LLC	BUY	20.96	314,272	314,272
10/22/2014	FMR LLC	BUY	17.00	84,747	84,747
10/22/2014	FMR LLC	BUY	16.72	125,389	125,389
10/22/2014	FMR LLC	BUY	16.70	293	293
10/22/2014	FMR LLC	BUY	17.00	1,312	1,312
10/22/2014	FMR LLC	BUY	16.72	1,941	1,941
10/22/2014	FMR LLC	BUY	16.70	5	5
10/22/2014	FMR LLC	BUY	17.00	675	675
10/22/2014	FMR LLC	BUY	16.72	999	999
10/22/2014	FMR LLC	BUY	16.70	2	2
10/22/2014	FMR LLC	BUY	17.00	21,103	21,103
10/22/2014	FMR LLC	BUY	16.72	31,224	31,224
10/22/2014	FMR LLC	BUY	16.70	73	73
10/22/2014	FMR LLC	BUY	17.00	4,477	4,477
10/22/2014	FMR LLC	BUY	16.72	6,624	6,624
10/22/2014	FMR LLC	BUY	16.70	15	15
10/22/2014	FMR LLC	BUY	17.00	4,872	4,872
10/22/2014	FMR LLC	BUY	16.72	7,209	7,209
10/22/2014	FMR LLC	BUY	16.70	17	17
10/22/2014	FMR LLC	BUY	17.00	2,111	2,111
10/22/2014	FMR LLC	BUY	16.72	3,124	3,124
10/22/2014	FMR LLC	BUY	16.70	7	7
10/22/2014	FMR LLC	BUY	17.00	15,025	15,025
10/22/2014	FMR LLC	BUY	16.72	22,230	22,230
10/22/2014	FMR LLC	BUY	16.70	52	52
10/23/2014	FMR LLC	BUY	16.55	544	544
10/23/2014	FMR LLC	BUY	16.47	115,239	115,239
10/23/2014	FMR LLC	BUY	16.55	8	8
10/23/2014	FMR LLC	BUY	16.47	1,790	1,790

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10/23/2014	FMR LLC	BUY	16.55	4	4
10/23/2014	FMR LLC	BUY	16.47	918	918
10/23/2014	FMR LLC	BUY	16.55	135	135
10/23/2014	FMR LLC	BUY	16.47	28,748	28,748
10/23/2014	FMR LLC	BUY	16.55	29	29
10/23/2014	FMR LLC	BUY	16.47	6,086	6,086
10/23/2014	FMR LLC	BUY	16.55	31	31
10/23/2014	FMR LLC	BUY	16.47	6,625	6,625
10/23/2014	FMR LLC	BUY	16.55	81	81
10/23/2014	FMR LLC	BUY	16.47	17,303	17,303
10/23/2014	FMR LLC	BUY	16.55	14	14
10/23/2014	FMR LLC	BUY	16.47	2,878	2,878
10/23/2014	FMR LLC	BUY	16.55	96	96
10/23/2014	FMR LLC	BUY	16.47	20,413	20,413
10/24/2014	FMR LLC	BUY	16.71	681	681
10/24/2014	FMR LLC	BUY	16.33	1,538	1,538
10/24/2014	FMR LLC	BUY	16.44	43,248	43,248
10/24/2014	FMR LLC	BUY	16.71	11	11
10/24/2014	FMR LLC	BUY	16.33	24	24
10/24/2014	FMR LLC	BUY	16.44	668	668
10/24/2014	FMR LLC	BUY	16.71	5	5
10/24/2014	FMR LLC	BUY	16.33	12	12
10/24/2014	FMR LLC	BUY	16.44	345	345
10/24/2014	FMR LLC	BUY	16.71	169	169
10/24/2014	FMR LLC	BUY	16.33	382	382
10/24/2014	FMR LLC	BUY	16.44	10,738	10,738
10/24/2014	FMR LLC	BUY	16.71	36	36
10/24/2014	FMR LLC	BUY	16.33	81	81
10/24/2014	FMR LLC	BUY	16.44	2,284	2,284
10/24/2014	FMR LLC	BUY	16.71	39	39
10/24/2014	FMR LLC	BUY	16.33	88	88
10/24/2014	FMR LLC	BUY	16.44	2,488	2,488
10/24/2014	FMR LLC	BUY	16.71	102	102
10/24/2014	FMR LLC	BUY	16.33	231	231
10/24/2014	FMR LLC	BUY	16.44	6,501	6,501
10/24/2014	FMR LLC	BUY	16.71	17	17
10/24/2014	FMR LLC	BUY	16.33	38	38
10/24/2014	FMR LLC	BUY	16.44	1,074	1,074
10/24/2014	FMR LLC	BUY	16.71	121	121
10/24/2014	FMR LLC	BUY	16.44	7,654	7,654
10/24/2014	FMR LLC	BUY	16.33	272	272
10/28/2014	FMR LLC	BUY	16.20	1,449	1,449
10/28/2014	FMR LLC	BUY	16.20	92,374	92,374
10/28/2014	FMR LLC	BUY	16.25	36,327	36,327
10/28/2014	FMR LLC	BUY	16.20	22	22
10/28/2014	FMR LLC	BUY	16.20	1,427	1,427

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10/28/2014	FMR LLC	BUY	16.25	561	561
10/28/2014	FMR LLC	BUY	16.20	12	12
10/28/2014	FMR LLC	BUY	16.20	738	738
10/28/2014	FMR LLC	BUY	16.25	290	290
10/28/2014	FMR LLC	BUY	16.20	359	359
10/28/2014	FMR LLC	BUY	16.20	22,933	22,933
10/28/2014	FMR LLC	BUY	16.25	9,019	9,019
10/28/2014	FMR LLC	BUY	16.20	76	76
10/28/2014	FMR LLC	BUY	16.20	4,877	4,877
10/28/2014	FMR LLC	BUY	16.25	1,918	1,918
10/28/2014	FMR LLC	BUY	16.20	83	83
10/28/2014	FMR LLC	BUY	16.20	5,322	5,322
10/28/2014	FMR LLC	BUY	16.25	2,093	2,093
10/28/2014	FMR LLC	BUY	16.20	218	218
10/28/2014	FMR LLC	BUY	16.20	13,877	13,877
10/28/2014	FMR LLC	BUY	16.25	5,457	5,457
10/28/2014	FMR LLC	BUY	16.20	36	36
10/28/2014	FMR LLC	BUY	16.20	2,295	2,295
10/28/2014	FMR LLC	BUY	16.25	902	902
10/28/2014	FMR LLC	BUY	16.20	16,357	16,357
10/28/2014	FMR LLC	BUY	16.20	256	256
10/28/2014	FMR LLC	BUY	16.25	6,433	6,433
10/29/2014	FMR LLC	BUY	16.21	71,756	71,756
10/29/2014	FMR LLC	BUY	16.21	1,106	1,106
10/29/2014	FMR LLC	BUY	16.21	573	573
10/29/2014	FMR LLC	BUY	16.21	17,773	17,773
10/29/2014	FMR LLC	BUY	16.21	3,786	3,786
10/29/2014	FMR LLC	BUY	16.21	4,136	4,136
10/29/2014	FMR LLC	BUY	16.21	10,794	10,794
10/29/2014	FMR LLC	BUY	16.21	1,778	1,778
10/29/2014	FMR LLC	BUY	16.21	12,719	12,719
10/30/2014	FMR LLC	BUY	15.84	1,387	1,387
10/30/2014	FMR LLC	BUY	15.84	22,295	22,295
10/30/2014	FMR LLC	BUY	15.84	13,522	13,522
10/30/2014	FMR LLC	BUY	15.84	2,230	2,230
10/30/2014	FMR LLC	BUY	15.84	15,952	15,952
10/31/2014	FMR LLC	BUY	15.84	2,509	2,509
10/31/2014	FMR LLC	BUY	15.84	549	549
10/31/2014	FMR LLC	BUY	15.84	40,195	40,195
10/31/2014	FMR LLC	BUY	15.84	8,799	8,799
10/31/2014	FMR LLC	BUY	15.84	24,472	24,472
10/31/2014	FMR LLC	BUY	15.84	5,357	5,357
10/31/2014	FMR LLC	BUY	15.84	4,022	4,022
10/31/2014	FMR LLC	BUY	15.84	881	881
10/31/2014	FMR LLC	BUY	15.84	6,305	6,305
10/31/2014	FMR LLC	BUY	15.84	28,802	28,802
11/3/2014	FMR LLC	BUY	16.18	1,404	1,404
11/3/2014	FMR LLC	BUY	16.18	22,481	22,481

11/3/2014	FMR LLC	BUY	16.18	13,701	13,701
11/3/2014	FMR LLC	BUY	16.18	2,250	2,250
11/3/2014	FMR LLC	BUY	16.18	16,164	16,164
11/4/2014	FMR LLC	BUY	16.40	1,970	1,970
11/4/2014	FMR LLC	BUY	16.40	31,552	31,552
11/4/2014	FMR LLC	BUY	16.40	7,756	7,756
11/4/2014	FMR LLC	BUY	16.40	3,156	3,156
11/4/2014	FMR LLC	BUY	16.40	22,679	22,679
11/5/2014	FMR LLC	BUY	16.50	1,164	1,164
11/5/2014	FMR LLC	BUY	16.50	998	998
11/5/2014	FMR LLC	BUY	16.50	18,615	18,615
11/5/2014	FMR LLC	BUY	16.50	15,955	15,955
11/5/2014	FMR LLC	BUY	16.50	1,860	1,860
11/5/2014	FMR LLC	BUY	16.50	1,594	1,594
11/5/2014	FMR LLC	BUY	16.50	13,361	13,361
11/5/2014	FMR LLC	BUY	16.50	11,453	11,453
11/18/2014	FMR LLC	BUY	17.70	2,572	2,572
11/20/2014	FMR LLC	BUY	16.95	11	11
11/20/2014	FMR LLC	BUY	16.95	174	174
11/20/2014	FMR LLC	BUY	16.95	17	17
11/20/2014	FMR LLC	BUY	16.95	124	124
11/21/2014	FMR LLC	BUY	16.95	1,328	1,328
11/21/2014	FMR LLC	BUY	16.95	20,942	20,942
11/21/2014	FMR LLC	BUY	16.95	2,097	2,097
11/21/2014	FMR LLC	BUY	16.95	15,039	15,039
11/24/2014	FMR LLC	BUY	17.00	1,685	1,685
11/24/2014	FMR LLC	BUY	16.98	325	325
11/24/2014	FMR LLC	BUY	17.00	26,562	26,562
11/24/2014	FMR LLC	BUY	16.98	5,119	5,119
11/24/2014	FMR LLC	BUY	17.00	2,660	2,660
11/24/2014	FMR LLC	BUY	16.98	513	513
11/24/2014	FMR LLC	BUY	16.98	3,680	3,680
11/24/2014	FMR LLC	BUY	17.00	19,093	19,093
11/25/2014	FMR LLC	BUY	17.00	11,794	11,794
11/25/2014	FMR LLC	BUY	17.00	185,895	185,895
11/25/2014	FMR LLC	BUY	17.00	18,627	18,627
11/25/2014	FMR LLC	BUY	17.00	133,684	133,684
11/27/2014	FMR LLC	BUY	17.00	2,055	2,055
11/27/2014	FMR LLC	BUY	17.00	1,349	1,349
11/27/2014	FMR LLC	BUY	17.00	32,383	32,383
11/27/2014	FMR LLC	BUY	17.00	21,249	21,249
11/27/2014	FMR LLC	BUY	17.00	3,247	3,247
11/27/2014	FMR LLC	BUY	17.00	2,131	2,131
11/27/2014	FMR LLC	BUY	17.00	23,272	23,272
11/27/2014	FMR LLC	BUY	17.00	15,271	15,271
11/28/2014	FMR LLC	BUY	16.99	1,349	1,349
11/28/2014	FMR LLC	BUY	16.99	2,866	2,866
11/28/2014	FMR LLC	BUY	16.99	21,249	21,249

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11/28/2014	FMR LLC	BUY	16.99	45,155	45,155
11/28/2014	FMR LLC	BUY	16.99	2,131	2,131
11/28/2014	FMR LLC	BUY	16.99	4,528	4,528
11/28/2014	FMR LLC	BUY	16.99	15,271	15,271
11/28/2014	FMR LLC	BUY	16.99	32,451	32,451
12/1/2014	FMR LLC	BUY	16.85	675	675
12/1/2014	FMR LLC	BUY	16.85	1,857	1,857
12/1/2014	FMR LLC	BUY	16.92	741	741
12/1/2014	FMR LLC	BUY	16.85	10,635	10,635
12/1/2014	FMR LLC	BUY	16.85	29,244	29,244
12/1/2014	FMR LLC	BUY	16.92	11,675	11,675
12/1/2014	FMR LLC	BUY	16.85	1,066	1,066
12/1/2014	FMR LLC	BUY	16.85	2,933	2,933
12/1/2014	FMR LLC	BUY	16.92	1,171	1,171
12/1/2014	FMR LLC	BUY	16.85	7,624	7,624
12/1/2014	FMR LLC	BUY	16.85	20,966	20,966
12/1/2014	FMR LLC	BUY	16.92	8,370	8,370
12/2/2014	FMR LLC	BUY	16.58	964	964
12/2/2014	FMR LLC	BUY	16.58	15,170	15,170
12/2/2014	FMR LLC	BUY	16.58	1,523	1,523
12/2/2014	FMR LLC	BUY	16.58	10,859	10,859
12/3/2014	FMR LLC	BUY	16.29	832	832
12/3/2014	FMR LLC	BUY	16.31	110	110
12/3/2014	FMR LLC	BUY	16.29	13,078	13,078
12/3/2014	FMR LLC	BUY	16.31	1,739	1,739
12/3/2014	FMR LLC	BUY	16.29	1,310	1,310
12/3/2014	FMR LLC	BUY	16.31	174	174
12/3/2014	FMR LLC	BUY	16.29	9,377	9,377
12/3/2014	FMR LLC	BUY	16.31	1,247	1,247
12/4/2014	FMR LLC	BUY	16.31	22,428	22,428
12/4/2014	FMR LLC	BUY	16.30	3,874	3,874
12/4/2014	FMR LLC	BUY	16.31	394,610	394,610
12/4/2014	FMR LLC	BUY	16.30	60,853	60,853
12/4/2014	FMR LLC	BUY	16.31	32,574	32,574
12/4/2014	FMR LLC	BUY	16.30	6,097	6,097
12/4/2014	FMR LLC	BUY	16.31	616,382	616,382
12/4/2014	FMR LLC	BUY	16.30	43,676	43,676

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are all follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

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

Refer to Annexure A

Sign Here: *P. Alexander*

Dated: 8 December 2014

Philip Alexander

Regulatory Reporting Manager

Duly authorized under Powers of Attorney on behalf of FMR LLC

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Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FMR CO., INC	245 Summer Street, Boston, MA 02210	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion/ Voting Power	3,271,431
		CITIBANK NA		1,666,793
		JPMORGAN CHASE BANK		215,772
		NORTHERN TRUST CO (C)		661,157
Grand Total		STATE STREET BANK AND TR CO		1,084,410
				6,899,563