

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of January 2007

Commission File Number 000-51122

**pSivida Limited**  
(Translation of registrant's name into English)

Level 12 BGC Centre  
28 The Esplanade  
Perth WA 6000  
(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F).

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_.

**The documents attached as Exhibits 99.1 and 99.2 to this Report on Form 6-K are hereby incorporated by reference herein and into the following registration statements: (i) the Registrant's Registration Statement on Form F-3, Registration No. 333-132776; (ii) the Registrant's Registration Statement on Form F-3, Registration No. 333-132777; and (iii) the Registrant's Registration Statement on Form F-3, Registration No. 333-135428.**

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, pSivida Limited, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 4, 2007

pSivida Limited

By: /s/ Michael J. Soja  
Michael J. Soja  
Vice President of Finance and Chief Financial Officer

**EXHIBIT INDEX**

<b>EXHIBIT 99.1:</b>	Notice Under Section 708A of the Corporations Act 2001 (Cth) (Act)
<b>EXHIBIT 99.2:</b>	Appendix 3B: New issue announcement, application for quotation of additional securities and agreement



4 January 2007

The Company Announcements Office  
Australian Stock Exchange Limited  
Exchange Centre, 20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**pSivida Limited (pSivida) - Notice Under Section 708A of the Corporations Act 2001 (Cth) (Act)**

As previously announced to the Australian Stock Exchange Limited (ASX), pSivida has issued an aggregate of 14,330,768 fully paid ordinary shares (Shares) by way of private placement, issued on 4 January 2007.

The Shares have been issued without disclosure under Part 6D.2 of the Act, and pSivida gives this notice under section 708A(5)(e) of the Act.

pSivida confirms in relation to the issue of the Shares that, as at the date of this notice:

- (a) pSivida has complied with the provisions of Chapter 2M of the Act as they apply to pSivida;
- (b) pSivida has complied with section 674 of the Act; and
- (c) there is no excluded information within the meaning of sections 708A(7) and 708A(8) of the Act.

Yours faithfully

A handwritten signature in black ink, appearing to read "Aaron Finlay".

Aaron Finlay  
Company Secretary



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E pSivida@pSivida.com W www.pSivida.com  
ABN 78 009 232 026

PSDV  
NASDAQ  
LISTED



# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

PSIVIDA LIMITED

ABN

78 009 232 026

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	<ol style="list-style-type: none"> <li>Fully Paid Ordinary Shares</li> <li>Unquoted Options</li> <li>Unquoted options issued as warrants over American Depositary Shares ("Warrants")</li> </ol>
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<ol style="list-style-type: none"> <li>14,330,768</li> <li>28,661,537</li> <li>1,500,000</li> </ol>
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<ol style="list-style-type: none"> <li>Fully Paid Ordinary Shares</li> <li>Options expiring 31 December 2010 exercisable at \$0.26 each.</li> <li>Unquoted Warrants constitute transferrable options to acquired ADSs at any time on or before 29 December 2011, exercisable at US\$2.00 (representing US\$0.20 per Share)</li> </ol>

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>· the date from which they do</li> <li>· the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>· the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>1. Yes</p> <p>2. &amp; 3. All fully paid ordinary shares issued on the exercise of the options will rank equally in all respects with the Company's then issued fully paid ordinary shares.</p>								
<p>5 Issue price or consideration</p>	<p>1. \$0.26</p> <p>2. Nil</p> <p>3. Nil.</p>								
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1&amp;2. Funds raised will be used to augment the Company's working capital requirements.</p> <p>3. Issued in accordance with amended Note agreement releasing the company from loan covenant.</p>								
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>4 January 2006</p>								
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="702 1064 925 1097">Number</th> <th data-bbox="925 1064 1573 1097">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="702 1097 925 1153">414,570,275</td> <td data-bbox="925 1097 1573 1153">Ordinary Fully Paid Shares</td> </tr> <tr> <td></td> <td data-bbox="925 1153 1573 1265">6,650,000 Ordinary Fully Paid Shares subject to voluntary escrow ending on the effectiveness of a registration statement or prospectus.</td> </tr> <tr> <td></td> <td data-bbox="925 1265 1573 1375">1,211,180 Ordinary Fully Paid Shares subject to voluntary escrow ending on the effectiveness of a registration statement or prospectus.</td> </tr> </tbody> </table>	Number	+Class	414,570,275	Ordinary Fully Paid Shares		6,650,000 Ordinary Fully Paid Shares subject to voluntary escrow ending on the effectiveness of a registration statement or prospectus.		1,211,180 Ordinary Fully Paid Shares subject to voluntary escrow ending on the effectiveness of a registration statement or prospectus.
Number	+Class								
414,570,275	Ordinary Fully Paid Shares								
	6,650,000 Ordinary Fully Paid Shares subject to voluntary escrow ending on the effectiveness of a registration statement or prospectus.								
	1,211,180 Ordinary Fully Paid Shares subject to voluntary escrow ending on the effectiveness of a registration statement or prospectus.								

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
	4,375,000	Options expiring 31 December 2007 exercisable at \$0.61 each (ESOP).
	2,050,000	Options expiring 5 August 2008 exercisable at \$1.09 each.
	8,934,672	Options expiring 5 August 2009 exercisable at \$1.18 each (ESOP).
	115,000	Options expiring 31 December 2008 exercisable at \$0.80 each.
	200,000	Options expiring 22 April 2010 exercisable at \$1.02 each.
	3,731,500	Options expiring 31 March 2010 exercisable at \$0.80 each (ESOP).
	1,330,000	Options expiring 9 September 2008 exercisable at US\$1.25 each, over ordinary fully paid shares (represented by 133,000 warrants over ADSs, exercisable at US\$12.50 per ADS) subject to voluntary escrow ending on the effectiveness of a registration statement or prospectus.
	2,250,000	Options expiring 30 September 2010 exercisable at \$0.92 each (ESOP).
	12,225,000	US\$1.00 8% subordinated convertible notes maturing 15 November 2008
	6,338,030	Options expiring 15 November 2011 exercisable at US\$0.72 each, over ordinary fully paid shares (represented by 633,803 warrants over ADSs, exercisable at US\$7.20 per ADS)
	38,760	Options expiring 19 April 2007, exercisable at US\$2.989 each, over ordinary fully paid shares (represented by 3,876 options over ADSs, exercisable at US\$29.89 per ADS)
	704,560	Options expiring 18 September 2007, exercisable at US\$0.1774 each, over ordinary fully paid shares (represented by 70,456 options over ADSs, exercisable at US\$1.774 per ADS)
	70,460	Options expiring 31 October 2007, exercisable at US\$2.989 each, over ordinary fully paid shares (represented by 7,046 options over ADSs, exercisable at US\$29.89 per ADS)
	58,140	Options expiring 15 April 2008, exercisable at US\$2.989 each, over ordinary fully paid shares (represented by 5,814 options over ADSs, exercisable at US\$29.89 per ADS)
	352,280	Options expiring 25 August 2009, exercisable at US\$0.2271 each, over ordinary fully paid shares (represented by 35,228 options over ADSs, exercisable at US\$2.271 per ADS)
	352,280	Options expiring 12 November 2009, exercisable at US\$0.3406 each, over ordinary fully paid shares (represented by 35,228 options over ADSs, exercisable at US\$3.406 per ADS)
	6,210,000	US\$1.00 8% subordinated convertible notes maturing 26 September 2009

+ See chapter 19 for defined terms.

	29,250,010	Options expiring 26 September 2011 exercisable at US\$0.20 each, over ordinary fully paid shares (represented by 2,925,000 warrants over ADSs, exercisable at US\$2.00 per ADS)
	57,000,000	Options expiring 14 September 2011 exercisable at US\$0.18 each, over ordinary fully paid shares (represented by 5,700,000 warrants over ADSs, exercisable at US\$1.80 per ADS)
	5,000,000	Options expiring 26 September 2011 exercisable at US\$0.20 each, over ordinary fully paid shares (represented by 500,000 warrants over ADSs, exercisable at US\$2.00 per ADS)
	1,150,000	Options expiring 30 September 2011 exercisable at \$0.325 each, over ordinary fully paid shares.
	28,661,537	Options expiring 31 December 2010 exercisable at \$0.26 each, over ordinary fully paid shares.
	15,000,000	Options expiring 29 December 2011 exercisable at US\$0.20 each, over ordinary fully paid shares (represented by 1,500,000 warrants over ADSs, exercisable at US\$2.00 per ADS)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents	N/A
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	

+ See chapter 19 for defined terms.



19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

+ See chapter 19 for defined terms.

### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over
- 37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38	Number of securities for which +quotation is sought	N/A		
39	Class of +securities for which quotation is sought	N/A		
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  If the additional securities do not rank equally, please state: · the date from which they do · the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment · the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A		
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)	N/A		
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead></table>	Number	+Class
Number	+Class			

+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: \_\_\_\_\_  
(Company secretary)

Date: 4 January 2007

Print name: Aaron Finlay

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+ See chapter 19 for defined terms.