

November 6, 2015

VIA EDGAR

Division of Corporate Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Attention: Johnny Gharib
Dan Greenspan
Vanessa Robertson
Lisa Vanjoske

Re: **Mesoblast Limited**
Registration Statement on Form F-1
File No. 333-207719
Acceleration Request

Requested Date: November 10, 2015
Requested Time: 4:00 P.M. Eastern Time

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Mesoblast Limited (the "**Company**") hereby requests that the above-referenced Registration Statement on Form F-1 (File No. 333-207719) (the "**Registration Statement**") be declared effective at the "Requested Date" and "Requested Time" set forth above or at such later time as the Company or its counsel may orally request via telephone call to the staff (the "**Staff**") of the Division of Corporation Finance of the Securities and Exchange Commission (the "**Commission**"). Once the Registration Statement has been declared effective, please orally confirm that event with our counsel, Wilson Sonsini Goodrich & Rosati, P.C., by calling Megan J. Baier at (212) 497-7736.

In connection with the acceleration request, the Company hereby acknowledges that:

- should the Commission or the Staff, acting pursuant to delegated authority, declare the Registration Statement effective, it does not foreclose the Commission from taking any action with respect to the Registration Statement;
- the action of the Commission or the Staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the Company from its full responsibility for the adequacy and accuracy of the disclosure in the Registration Statement; and
- the Company may not assert Staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

[Signature page follows]

* * * *

Sincerely,
Mesoblast Limited
/s/ Peter T. Howard
Peter T. Howard
Corporate Executive and General Counsel

cc: Silviu Itescu, Mesoblast Limited
Jeffrey D. Saper, Wilson Sonsini Goodrich & Rosati
Steven V. Bernard, Wilson Sonsini Goodrich & Rosati
Megan J. Baier, Wilson Sonsini Goodrich & Rosati
Thomas J. Ivey, Skadden, Arps, Slate, Meagher & Flom

J.P. MORGAN SECURITIES LLC
CREDIT SUISSE SECURITIES (USA) LLC

November 6, 2015

Securities and Exchange Commission
Division of Corporate Finance
100 F Street, N.E.
Washington, DC 20549
Attention: Johnny Gharib
Dan Greenspan
Vanessa Robertson
Lisa Vanjoske

RE: Mesoblast Limited
Registration Statement on Form S-1 (File No. 333-207719)
Acceleration Request

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended (the "Securities Act"), we, the representatives of the several underwriters (the "Representatives"), hereby join in the request of Mesoblast Limited (the "Registrant"), for the acceleration of the effective date of the above-referenced registration statement (the "Registration Statement"), relating to a public offering of 5,742,510 American depositary shares ("ADSs"), representing 28,712,550 ordinary shares of the Registrant, with each ADS representing five ordinary shares, no par value, so that the Registration Statement may be declared effective at 4:00 p.m. (Eastern Time), on November 10, 2015, or at such later time as may be orally requested.

In connection with the foregoing and pursuant to Rule 460 under the Securities Act, we hereby advise you that copies of the preliminary prospectus, dated November 2, 2015, have been distributed as follows:

	No. of Copies
Copies to anticipated underwriters	2,373
Copies to dealers	10
Copies to institutional investors	586
Copies to others	0
Total	2,969

The undersigned, as Representatives of the several underwriters, hereby represent on behalf of the underwriters that the underwriters have and will, and each underwriter and dealer has advised the undersigned that it has and will, comply with Securities and Exchange Commission Release No. 33-4968 of the Securities Act and Rule 15c2-8 under the Securities Exchange Act of 1934, as amended, in connection with the above-proposed offering.

[Signature page follows]

Very truly yours,

J.P. Morgan Securities LLC
Credit Suisse Securities (USA) LLC
As representatives of the several underwriters

J.P. MORGAN SECURITIES LLC

By: /s/ Thomas V. Rueger, Jr.

Name: Thomas V. Rueger, Jr.

Title: Managing Director

CREDIT SUISSE SECURITIES (USA) LLC

By: /s/ Conrad Rubin

Name: Conrad Rubin

Title: Director

[Signature Page to Acceleration Concurrence Letter]