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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 6-K**

**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934**

For the month of October 2023

Commission File Number 001-37626

**Mesoblast Limited**

*(Exact name of Registrant as specified in its charter)*

**Not Applicable**

*(Translation of Registrant's name into English)*

**Australia**

*(Jurisdiction of incorporation or organization)*

**Silviu Itescu  
Chief Executive Officer and Executive Director**

**Level 38  
55 Collins Street  
Melbourne 3000  
Australia**

*(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

**INFORMATION CONTAINED ON THIS REPORT ON FORM 6-K**

On October 16, 2023, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, notification of issue, conversion or payment up of equity securities (Appendix 3G) which is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

On October 16, 2023, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, notification of cessation of securities (Appendix 3H) which is attached hereto as Exhibit 99.2, and is incorporated herein by reference.

**SIGNATURES**

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

Mesoblast Limited  
/s/ Niva Sivakumar

Niva Sivakumar  
*Company Secretary*

Dated: October 18, 2023

## INDEX TO EXHIBITS

Item

[99.1](#) Appendix 3G of Mesoblast Ltd, dated October 16, 2023

[99.2](#) Appendix 3H of Mesoblast Ltd, dated October 16, 2023



### Announcement Summary

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Entity name

MESOBLAST LIMITED

Date of this announcement

Monday October 16, 2023

The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
MSBAI	OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	5,550,000	13/10/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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1.1 Name of entity

MESOBLAST LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

68109431870

1.3 ASX issuer code

MSB

1.4 The announcement is

New announcement

1.5 Date of this announcement

16/10/2023



Part 2 - Issue details

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2.1 The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

has an existing ASX security code ("existing class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

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ASX +security code and description

MSBAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

Date the +securities the subject of this notification were issued

13/10/2023

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class

Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

No

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

Refer to Item 8 in Notice of Meeting released 24 October 2022

[https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02586640-3A605268?access\\_token=83ff96335c2d45a094df02a206a39ff4](https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02586640-3A605268?access_token=83ff96335c2d45a094df02a206a39ff4)

Any other information the entity wishes to provide about the +securities the subject of this notification

#### Issue details

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Number of +securities

5,550,000

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Part 4 - +Securities on issue

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Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:

(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
MSB : ORDINARY FULLY PAID	814,204,825

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MSBAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	55,934,321
MSBAO : WARRANTS	15,027,327
MSBAP : ADS WARRANTS	1,769,669
MSBAJ : INCENTIVE RIGHTS	1,500,000
MSBAQ : ADS WARRANTS 2	455,000



Part 5 - Other Listing Rule requirements

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5.1 Were the securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

Yes

5.1a Select the number of the applicable exception in Listing Rule 7.2

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### Announcement Summary

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Entity name

MESOBLAST LIMITED

Announcement Type

New announcement

Date of this announcement

Monday October 16, 2023

Details of +securities that have ceased

ASX +security code	Security description	Number of +securities that have ceased	The +securities have ceased due to	Date of cessation
MSBAI	OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	1,195,000	Lapse of conditional right to securities because the conditions have not been, or have become incapable of being, satisfied	30/09/2023
MSBAI	OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	216,666	Lapse of conditional right to securities because the conditions have not been, or have become incapable of being, satisfied	31/07/2023

Refer to next page for full details of the announcement



Part 1 - Announcement Details

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1.1 Name of +Entity  
MESOBLAST LIMITED

We (the entity named above) provide the following information about our issued capital.

1.2 Registered Number Type	Registration Number
ABN	68109431870

1.3 ASX issuer code  
MSB

1.4 The announcement is  
 New announcement

1.5 Date of this announcement  
16/10/2023



Part 2 - Details of +equity securities or +debt securities that have ceased

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ASX +Security Code and Description

MSBAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

Unquoted +equity securities that have ceased

Number of securities that have ceased

1,195,000

Reason for cessation

Lapse of conditional right to securities because the conditions have not been, or have become incapable of being, satisfied

Date of cessation

30/9/2023

Is the entity paying any consideration for the cessation?

No

Any other information the entity wishes to notify to ASX about the cessation?

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ASX +Security Code and Description

MSBAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

Unquoted +equity securities that have ceased

Number of securities that have ceased

216,666

Reason for cessation

Lapse of conditional right to securities because the conditions have not been, or have become incapable of being, satisfied

Date of cessation

31/7/2023

Is the entity paying any consideration for the cessation?

No

Any other information the entity wishes to notify to ASX about the cessation?



### Part 3 - Issued capital following changes

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Following the cessation of the +securities the subject of this notification, the issued capital of the entity will comprise:

#### 3.1 Quoted +equity securities and +debt securities (total number of each +class of +securities quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MSB : ORDINARY FULLY PAID	814,204,825

#### 3.2 Unquoted +equity securities (total number of each +class of +equity securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MSBAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	48,972,655
MSBAO : WARRANTS	15,027,327
MSBAP : ADS WARRANTS	1,769,669
MSBAJ : INCENTIVE RIGHTS	1,500,000
MSBAQ : ADS WARRANTS 2	455,000

Note: the figures stated in the tables above are used to calculate the total market capitalisation of the entity published by ASX from time to time. The table will not include those classes of +securities that have ceased or lapsed in their entirety in ASX records before the announcement date described in Q1.5, even if the entity has advised ASX of a change to that class of +security in Part 2 of this form.

