
**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 April 2025

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 April 24, 2025, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, change of director's interest notice (Appendix 3Y) which is attached hereto as Exhibit 99.1, 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: April 24, 2025

INDEX TO EXHIBITS

Item

[99.1](#) Appendix 3Y of Mesoblast Ltd, dated April 24, 2025.

Gregory George Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	MESOBLAST LIMITED
ABN	68 109 431 870

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Gregory George
Date of last notice	13 March 2025

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	JP Morgan Nominees Australia Pty Limited (Interest in ordinary shares held in the form of American Depositary Shares ("ADS") held by custodian JP Morgan Nominees Australia Pty Limited. Interest in the ADSs held by G to the Fourth Investments, LLC)
Date of change	17 and 21 April 2025
No. of securities held prior to change	<u>Direct</u> 19,350,005 ordinary shares 200,000 warrants convertible into ADS. Each ADS represents 10 ordinary shares. <u>Indirect</u> 4,551,275 ordinary shares 6,830,602 warrants to acquire ordinary shares 22,972,084 ADS. Each ADS represents 10 ordinary shares. Grantor of put option over 50,000 ADS, each representing 10 ordinary shares
Class	See above
Number acquired	50,000 ADS, each representing 10 ordinary shares

Appendix 3Y
Change of Director's Interest Notice

Number disposed	Expiry of put option over 50,000 ADS, each representing 10 ordinary shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil for expiry of the put option US\$521,917.29 for the ADS purchased
No. of securities held after change	<u>Direct</u> 19,350,005 ordinary shares 200,000 warrants convertible into ADS. Each ADS represents 10 ordinary shares. <u>Indirect</u> 4,551,275 ordinary shares 6,830,602 warrants to acquire ordinary shares 23,022,084 ADS. Each ADS represents 10 ordinary shares.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Expiry of unexercised put option over 50,000 ADS. On market purchase by G to the Fourth Investments, LLC of 50,000 ADS.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

+ See chapter 19 for defined terms.



Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.



