
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 January 2019

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

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):

Yes No

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):

Yes No

INFORMATION CONTAINED ON THIS REPORT ON FORM 6-K

On January 7, 2019, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, application for quotation of additional securities and agreement (Appendix 3B), which is attached hereto as [Exhibit 99.1](#), and is incorporated herein by reference.

On January 7, 2019, Mesoblast Limited filed with the Australian Securities Exchange a new release announcement, which is attached hereto as [Exhibit 99.2](#), and is incorporated herein by reference.

On January 8, 2019, Mesoblast Limited submitted Change in Director's Interest Notice forms (Appendix 3Y) to the Australian Securities Exchange, copies of which are attached to this report as [Exhibit 99.3](#), and are incorporated herein by reference.

On January 8, 2019, Mesoblast Limited filed with the Australian Securities Exchange a new release announcement, which is attached hereto as [Exhibit 99.4](#), 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/ Charlie Harrison

Charlie Harrison
Company Secretary

Dated: January 11, 2019

INDEX TO EXHIBITS

Item

- 99.1 Appendix 3B of Mesoblast Ltd, dated January 7, 2019.
- 99.2 Press Release of Mesoblast Ltd, dated January 7, 2019.
- 99.3 Appendix 3Y of Mesoblast Ltd, dated January 8, 2019.
- 99.4 Press Release of Mesoblast Ltd, dated January 8, 2019.

The Manager
Company Notices Section
ASX Limited
Level 4, North Tower, Rialto Towers
525 Collins Street
MELBOURNE VIC 3000

Dear Sir/Madam

Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth)

This notice is given by Mesoblast Limited ACN 109 431 870 (Mesoblast) under section 708A(5)(e) of the Corporations Act 2001 (Cth) (Corporations Act).

Mesoblast has issued 1,209,187 ordinary shares in Mesoblast (the Shares) to Maxim Group as consideration for advisory services in connection with the completion of the strategic partnership with Tasly Pharmaceutical Group.

Mesoblast advises that:

1. the Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
2. this notice is being given under section 708A(5)(e) of the Corporations Act;
3. as at the date of this notice, Mesoblast has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to Mesoblast; and
 - (b) section 674 of the Corporations Act;
4. as at the date of this notice, there is no excluded information of the type referred to in sections 708A(7) and 708A(8) of the Corporations Act; and
5. the Company remains in active discussions with a number of potential global commercialization partners and strategic financial institutions regarding potential transactions and access to non-dilutive capital. In addition, the Company has completed patient recruitment in the events-driven Phase 3 trial of its advanced chronic heart failure product candidate, as indicated in the ASX announcement filed concurrently with this notice.

Yours sincerely



Charlie Harrison
Company Secretary
Mesoblast Limited

+ See chapter 19 for defined terms.

04/03/2013

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MESOBLAST LTD

ABN

68 109 431 870

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	Ordinary shares.
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	1,260,295 ordinary shares, 990,000 unquoted options to acquire ordinary shares.
3	Principal terms of the +securities (e.g. 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)	<p>1,260,295 ordinary shares (fully paid) as per the company's constitution.</p> <p>200,000 unquoted options to acquire ordinary shares at a price per share of A\$1.52, vesting in three equal tranches on 18 June 2019, 18 June 2020 and 18 June 2021 respectively, and expiring 17 June 2025.</p> <p>200,000 unquoted options to acquire ordinary shares at a price per share of A\$1.56, vesting in three equal tranches on 11 July 2019, 11 July 2020 and 11 July 2021 respectively, and expiring 10 July 2025.</p> <p>590,000 unquoted options to acquire ordinary shares at a price per share of A\$1.33, vesting in three equal tranches on 30 November 2019, 30 November 2020 and 30 November 2021 respectively, and expiring 29 November 2025.</p>

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date 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"> • 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 	<p>Yes for the ordinary shares.</p> <p>Shares issued on the exercise of unquoted options will rank equally with quoted shares as from their date of issue.</p>
<p>5 Issue price or consideration</p>	<p>1,209,187 ordinary shares issued (fully paid) issued for consideration of US\$1,170,000 (A\$1.33 per share).</p> <p>51,108 ordinary shares issued upon the exercise of options in accordance with the Company's Employee Share Option Plan for consideration of A\$40,854.</p> <p>Each option was issued for no issue price.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1,209,187 ordinary shares issued to Maxim Group as consideration for advisory services in connection with the completion of the strategic partnership with Tasly Pharmaceutical Group</p> <p>51,108 ordinary shares (fully paid) issued upon the exercise of options in accordance with the Company's Employee Share Option Plan.</p> <p>990,000 unquoted options to acquire ordinary shares issued pursuant to the Company's Employee Share Option Plan.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Not applicable</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Not applicable</p>

+ See chapter 19 for defined terms.

6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)

Not applicable

6f Number of +securities issued under an exception in rule 7.2

Not applicable

6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.

Not applicable

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

Not applicable

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

Not applicable

7 +Issue dates
Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.
Cross reference: item 33 of Appendix 3B.

Date Registered	Number of ordinary shares issued
15 October 2018	51,108
4 January 2019	1,209,187
Total	14,726,259

Date Registered	Number of unquoted options to acquire shares issued
31 December 2018	200,000
31 December 2018	200,000
31 December 2018	590,000
Total	990,000

8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
498,626,208	Ordinary shares

Number	+Class

+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	23,951,226 (16,666 options have been cancelled since last Appendix 3B) 1,500,000	Unquoted options Incentive rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	All ordinary shares rank equally and participate in the right to dividends equally.	

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable	
12	Is the issue renounceable or non-renounceable?	Not applicable	
13	Ratio in which the +securities will be offered	Not applicable	
14	+Class of +securities to which the offer relates	Not applicable	
15	+Record date to determine entitlements	Not applicable	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable	
17	Policy for deciding entitlements in relation to fractions	Not applicable	
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable	
19	Closing date for receipt of acceptances or renunciations	Not applicable	
20	Names of any underwriters	Not applicable	
21	Amount of any underwriting fee or commission	Not applicable	
22	Names of any brokers to the issue	Not applicable	
23	Fee or commission payable to the broker to the issue	Not applicable	

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

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

+ See chapter 19 for defined terms.

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

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought Not applicable
- 39 +Class of +securities for which quotation is sought Not applicable
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? Not applicable
- 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
- 41 Reason for request for quotation now Not applicable
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another +security, clearly identify that other +security)

+ See chapter 19 for defined terms.

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class
Not applicable	Not applicable

+ 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.
- 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 is not available now, we 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:



Date: 7 January 2019
Company secretary

Print name: Charlie Harrison

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	470,857,738
Add the following: <ul style="list-style-type: none"> •Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 •Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval •Number of partly paid +ordinary securities that became fully paid in that 12 month period <i>Note:</i> <ul style="list-style-type: none"> •Include only ordinary securities here – other classes of equity securities cannot be added •Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed •It may be useful to set out issues of securities on different dates as separate line items 	6 March 2018: 25,000 (exercise of options) 6 March 2018: 8,333 (exercise of options) 10 July 2018: 8,474,576 (ordinary shares issued to Novaquest) 20 July 2018: 50,000 (exercise of options) 28 September 2018: 212,000 (exercise of options) 12 October 2018: 14,464,259 (ordinary shares issued to Tasly) 15 October 2018: 51,108 (exercise of options)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	494,143,014

Step 2: Calculate 15% of “A”	
“B”	0.15 [Note: this value cannot be changed]

+ See chapter 19 for defined terms.

Multiply "A" by 0.15	74,121,452
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> •Under an exception in rule 7.2 •Under rule 7.1A •With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> •This applies to equity securities, unless specifically excluded – not just ordinary securities •Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed •It may be useful to set out issues of securities on different dates as separate line items 	<p>19 January 2018: 1,500,000 incentive rights 19 January 2018: 2,381,150 ordinary shares 15 May 2018: 892,857 ordinary shares 4 January 2019: 1,209,187 ordinary shares</p>
"C"	5,983,194
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
<p>"A" x 0.15 <i>Note: number must be same as shown in Step 2</i></p>	74,121,452
<p>Subtract "C" <i>Note: number must be same as shown in Step 3</i></p>	5,983,194
Total ["A" x 0.15] – "C"	68,138,258 [Note: this is the remaining placement capacity under rule 7.1]

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	Not applicable
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	Not applicable
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of -equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Not applicable
“E”	Not applicable

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	Not applicable
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	Not applicable
Total ["A" x 0.10] – "E"	Not applicable <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

PHASE 3 TRIAL OF MESOBLAST'S CELL THERAPY IN CHRONIC HEART FAILURE COMPLETES RECRUITMENT

New York, USA; and Melbourne, Australia; January 7, 2019: Mesoblast Limited (ASX:MSB; Nasdaq:MESO), world leader in development and commercialization of allogeneic (off-the-shelf) cellular medicines, today announced that it has completed patient recruitment in the events-driven Phase 3 trial of its product candidate Revascor (MPC-150-IM) for advanced chronic heart failure.

Mesoblast Chief Executive Dr Silviu Itescu stated: "Completion of recruitment in this Phase 3 trial, the largest cell therapy trial for heart failure, is a key milestone for Mesoblast and has been achieved on plan. This is a substantial step forward in our objective to bring an effective therapy to countless patients with progressive heart failure, and a tremendous commercial opportunity for Mesoblast."

The Phase 3 trial is evaluating whether Revascor reduces recurrent non-fatal heart failure-related major adverse cardiac events (HF-MACE), and prevents or delays terminal cardiac events (TCEs), defined as cardiovascular death, heart transplant or placement of an artificial device, over at least 12 months. In a previous Phase 2 trial, a single dose of Revascor prevented any TCEs or hospitalization events over three years in a similar patient cohort.

The Phase 3 trial has enrolled approximately 570 patients across 55 centers in North America. This enrollment target was guided by the observed reduction in event rate in the Phase 2 trial and reinforced by the successful outcome of a pre-specified futility analysis of the Phase 3 trial's primary endpoint performed after the first 270 patients were enrolled.

The trial's co-principal investigator, Dr Emerson Perin, Medical Director of Texas Heart Institute and Director of its Stem Cell Center, said: "We are very pleased to have completed recruitment in this important trial of a cellular therapy for advanced heart failure patients who have few alternatives. If the Phase 3 trial results confirm the earlier Phase 2 data, where we saw improvements in patient function as well as reductions in hospitalizations and deaths, this important technology will transform cardiovascular care and would provide a powerful new treatment for advanced heart failure."

There are over 8 million patients with heart failure in the United States alone, with 15-20% refractory to all existing medicines and progressing to advanced heart failure¹ (New York Heart Association Class III or IV). These patients represent a major unmet medical need due to their high rates of HF-MACE events and mortality.

Dr Itescu added: "Over the past 12 months, Mesoblast has completed recruitment in all three of its Phase 3 trials, for acute graft versus host disease, chronic low back pain, and now chronic heart failure."

About Mesoblast

Mesoblast Limited (ASX:MSB; Nasdaq:MESO) has leveraged its proprietary technology platform to establish a broad portfolio of late-stage allogeneic (off-the-shelf) product candidates with three product candidates in Phase 3 trials – acute graft versus host disease, chronic heart failure and chronic low back pain due to degenerative disc disease. Through a proprietary process, Mesoblast selects rare mesenchymal lineage precursor and stem cells from the bone marrow of healthy adults and creates master cell banks, which can be industrially expanded to produce thousands of doses from each donor that meet stringent release criteria, have lot to lot consistency, and can be used off-the-shelf without the need for tissue matching. Mesoblast has facilities in Melbourne, New York, Singapore and Texas and is listed on the Australian Securities Exchange (MSB) and on the Nasdaq (MESO). www.mesoblast.com

1. AHA's 2017 Heart Disease and Stroke Statistics Update

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Forward-Looking Statements

This announcement includes forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. Forward-looking statements should not be read as a guarantee of future performance or results, and actual results may differ from the results anticipated in these forward-looking statements, and the differences may be material and adverse. Forward-looking statements include, but are not limited to, statements about the timing, progress and results of Mesoblast's preclinical and clinical studies; Mesoblast's ability to advance product candidates into, enroll and successfully complete, clinical studies; the timing or likelihood of regulatory filings and approvals; and the pricing and reimbursement of Mesoblast's product candidates, if approved. You should read this press release together with our risk factors, in our most recently filed reports with the SEC or on our website. Uncertainties and risks that may cause Mesoblast's actual results, performance or achievements to be materially different from those which may be expressed or implied by such statements, and accordingly, you should not place undue reliance on these forward-looking statements. We do not undertake any obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

For further information, please contact:

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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	Joseph R. Swedish
Date of last notice	25 June 2018 (Initial Director's Interest Notice)

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	31 December 2018
No. of securities held prior to change	Nil
Class	Options
Number acquired	200,000 options (issued following approval by shareholders at the 2018 AGM)
Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

No. of securities held after change	200,000 options
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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>	Issue of options following approval by shareholders at the 2018 AGM
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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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
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>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

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	Shawn Cline Tomasello
Date of last notice	18 July 2018 (Initial Director's Interest Notice)

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	31 December 2018
No. of securities held prior to change	Nil
Class	Options
Number acquired	200,000 options (issued following approval by shareholders at the 2018 AGM)
Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

No. of securities held after change	200,000 options
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+ See chapter 19 for defined terms.

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>	Issue of options following approval by shareholders at the 2018 AGM
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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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
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>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

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	William Burns
Date of last notice	25 September 2017

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
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable
Date of change	31 December 2018
No. of securities held prior to change	30,330 ordinary shares 80,000 options
Class	Options
Number acquired	120,000 options (issued following approval by shareholders at the 2018 AGM)
Number disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil

No. of securities held after change	30,330 ordinary shares 200,000 options
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+ See chapter 19 for defined terms.

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>	Issue of options following approval by shareholders at the 2018 AGM
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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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
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>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

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	Brian Jamieson
Date of last notice	25 September 2017

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 (1) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	31 December 2018
No. of securities held prior to change	645,000 ordinary shares held as follows: •75,000 shares held directly; and •570,000 shares held indirectly. *Note that 75,000 shares have been moved from a direct holding to an indirect holding since the last App 3Y lodged by Mr Jamieson.
Class	Options
Number acquired	150,000 options (issued following approval by shareholders at the 2018 AGM)
Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

+ See chapter 19 for defined terms.

No. of securities held after change	150,000 options held directly; and 645,000 ordinary shares held as follows: •75,000 shares held directly; and 570,000 shares held indirectly.
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>	Issue of options following approval by shareholders at the 2018 AGM

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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
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>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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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	Donal O'Dwyer
Date of last notice	22 December 2017

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	31 December 2018
No. of securities held prior to change	1,149,142 ordinary shares held indirectly. * Note that 811,824 shares have been moved from a direct holding to an indirect holding since the last App 3Y lodged by Mr O'Dwyer.
Class	Options
Number acquired	100,000 options (issued following approval by shareholders at the 2018 AGM)
Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

+ See chapter 19 for defined terms.

No. of securities held after change	100,000 options held directly; and 1,149,142 ordinary shares held indirectly.
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>	Issue of options following approval by shareholders at the 2018 AGM

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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
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>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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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	Dr Eric Rose
Date of last notice	22 April 2013

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	31 December 2018
No. of securities held prior to change	80,000 options
Class	Options
Number acquired	120,000 options (issued following approval by shareholders at the 2018 AGM)
Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

No. of securities held after change	200,000 options
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+ See chapter 19 for defined terms.

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>	Issue of options following approval by shareholders at the 2018 AGM
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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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
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>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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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	Michael Spooner
Date of last notice	25 September 2017

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	31 December 2018
No. of securities held prior to change	1,069,000 ordinary shares held as follows: •1,060,000 ordinary shares held directly; •9,000 ordinary shares held by the Michael Spooner family trust.
Class	Options
Number acquired	100,000 options (issued following approval by shareholders at the 2018 AGM)
Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

+ See chapter 19 for defined terms.

No. of securities held after change	100,000 options held directly; and 1,069,000 ordinary shares held as follows: •1,060,000 ordinary shares held directly; •9,000 ordinary shares held by the Michael Spooner family trust.
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>	Issue of options following approval by shareholders at the 2018 AGM

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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
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>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

MESOBLAST HIGHLIGHTS 2019 KEY PRIORITIES FOR ITS LEADING CELLULAR MEDICINES PIPELINE AT BIOTECH SHOWCASE IN SAN FRANCISCO

New York, USA; January 7, 2019 and Melbourne, Australia; January 8, 2019: Mesoblast Limited (ASX:MSB; Nasdaq:MESO), world leader in the development and commercialization of cellular medicines, today reported on commercial and development plans for its lead cellular therapies to Biotech Showcase 2019 being held this week in San Francisco, CA.

Mesoblast Chief Executive Dr Silviu Itescu said: "We enter calendar 2019 building upon the successful advancement of our late-stage pipeline where we successfully completed a Phase 3 trial in steroid-refractory acute graft versus host disease (aGVHD) which has near-term commercial potential in the United States (U.S.), and another product candidate having achieved clinical outcomes in line with the U.S. Food and Drug Administration (FDA) guidance for a registrable clinical indication for market authorization, and two additional Phase 3 assets with blockbuster potential. With the momentum of these marquee therapies, we are preparing for multiple milestones and inflection points across these product candidates in the coming year."

Dr Itescu told meeting attendees that in 2019 Mesoblast plans to work diligently with the FDA to submit a rolling Biologics License Application for use of remestemcel-L in treating aGVHD in children, and will execute on the product candidate's market access and commercialization strategy.

The meeting attendees were also told that 2019 will be a pivotal year for the Company's heart failure product candidate Revascor. Mesoblast will meet with the FDA in the first half of 2019 to discuss a potential approval pathway for Revascor in patients with end-stage heart failure and a left ventricular assist device. This follows the clinically meaningful outcomes of reduction in major gastrointestinal bleeding and related hospitalizations achieved in the 159-patient U.S. National Institutes of Health-funded trial in these patients. In addition, Dr Itescu provided the key takeaways on the Phase 3 trial of Revascor for patients with advanced heart failure which has completed recruitment of approximately 570 patients.

A webcast of the presentation will be available via https://event.webcasts.com/starthere.jsp?ei=1226368&tp_key=1f4916da2 and as an archived webcast for 90 days on the Investors & Media section of the Company's website at www.mesoblast.com

About Mesoblast

Mesoblast Limited (ASX:MSB; Nasdaq:MESO) has leveraged its proprietary technology platform to establish a broad portfolio of late-stage allogeneic (off-the-shelf) product candidates with three product candidates in Phase 3 trials – acute graft versus host disease, chronic heart failure and chronic low back pain due to degenerative disc disease. Through a proprietary process, Mesoblast selects rare mesenchymal lineage precursor and stem cells from the bone marrow of healthy adults and creates master cell banks, which can be industrially expanded to produce thousands of doses from each donor that meet stringent release criteria, have lot to lot consistency, and can be used off-the-shelf without the need for tissue matching. Mesoblast has facilities in Melbourne, New York, Singapore and Texas and is listed on the Australian Securities Exchange (MSB) and on the Nasdaq (MESO). www.mesoblast.com

Forward-Looking Statements

This announcement includes forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. Forward-

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looking statements should not be read as a guarantee of future performance or results, and actual results may differ from the results anticipated in these forward-looking statements, and the differences may be material and adverse. Forward-looking statements include, but are not limited to, statements about the timing, progress and results of Mesoblast's preclinical and clinical studies; Mesoblast's ability to advance product candidates into, enroll and successfully complete, clinical studies; the timing or likelihood of regulatory filings and approvals; and the pricing and reimbursement of Mesoblast's product candidates, if approved. You should read this press release together with our risk factors, in our most recently filed reports with the SEC or on our website. Uncertainties and risks that may cause Mesoblast's actual results, performance or achievements to be materially different from those which may be expressed or implied by such statements, and accordingly, you should not place undue reliance on these forward-looking statements. We do not undertake any obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

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