
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 2018

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 19, 2018, 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.

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 25, 2018

INDEX TO EXHIBITS

Item

99.1 Appendix 3B of Mesoblast Ltd, dated January 19, 2018.

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 LIMITED (Mesoblast)

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, unquoted options to acquire ordinary shares and incentive rights.
2 Number of +securities issued or to be issued (if known) or maximum number which may be issued	2,637,062 ordinary shares, 5,960,000 unquoted options to acquire ordinary shares and 1,500,000 incentive rights.

+ See chapter 19 for defined terms.

<p>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>	<p>750,000 unquoted options to acquire ordinary shares at a price per share of A\$1.28 and expiring 23 November 2024. These options vest upon the satisfaction of certain specified corporate milestones.</p> <p>750,000 unquoted options to acquire ordinary shares at a price per share of A\$1.41, vesting in three equal tranches on 24 November 2018, 24 November 2019 and 24 November 2020 respectively, and expiring 23 November 2024.</p> <p>2,000,000 ordinary shares (unpaid) as per the company's constitution.</p> <p>381,150 ordinary shares (fully paid) as per the company's constitution.</p> <p>1,500,000 incentive rights to acquire ordinary shares at a price per share of A\$2.22 and expiring on 19 January 2021.</p> <p><i>A prospectus has been filed with ASIC in order to enable the above issues of ordinary shares, options and incentive rights and is attached to this Appendix 3B.</i></p> <p>255,912 ordinary shares (fully paid) as per the company's constitution.</p> <p>2,000,000 unquoted options to acquire ordinary shares at a price per share of A\$1.76 and expiring 12 October 2024. These options vest upon the satisfaction of certain specified corporate milestones.</p> <p>2,310,000 unquoted options to acquire ordinary shares at a price per share of A\$1.96, vesting in three equal tranches on 13 October 2018, 13 October 2019 and 13 October 2020 respectively, and expiring 12 October 2024.</p> <p>150,000 unquoted options to acquire ordinary shares at a price per share of A\$1.40 and expiring 15 September 2024. These options vest upon the satisfaction of certain specified corporate milestones.</p>
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<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 the incentive rights and unquoted options will rank equally with quoted shares as from their date of issue.</p>
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+ See chapter 19 for defined terms.

5	Issue price or consideration	<p>Each incentive right and option was issued for no issue price.</p> <p>2,000,000 ordinary shares for nil consideration.</p> <p>381,150 ordinary shares for A\$550,000.</p> <p>255,912 ordinary shares (fully paid) issued upon the exercise of options in accordance with the Company's Employee Share Option Plan for consideration of US\$82,532.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>5,960,000 unquoted options to acquire ordinary shares issued pursuant to the Company's Employee Share Option Plan, including 1,500,000 options to Jonathan R. Symonds, CBE, BA, FCA, a key strategic advisor to the Mesoblast CEO and board (see attached prospectus for more information on this issue of options).</p> <p>255,912 ordinary shares (fully paid) issued upon the exercise of options in accordance with the Company's Employee Share Option Plan.</p> <p>1,500,000 incentive rights to Kentgrove Capital, being the incentive rights which Mesoblast is required to issue in accordance with the terms of the 2016 Facility Agreement (see attached prospectus for more information on these securities and the facility).</p> <p>2,000,000 ordinary shares (Reserve Shares) to Kentgrove Capital, being the Reserve Shares which Mesoblast is required to issue to Kentgrove in accordance with the terms of the 2016 Facility Agreement (see attached prospectus for more information on these securities and the facility).</p> <p>381,150 ordinary shares to Kentgrove Capital for payment in connection with provision of facility in accordance with the terms of the 2016 Facility Agreement.</p>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
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

+ See chapter 19 for defined terms.

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.	<table border="1"> <thead> <tr> <th>Date Registered</th> <th>Number of unquoted options to acquire shares issued</th> </tr> </thead> <tbody> <tr> <td>19 Jan 2018</td> <td>4,310,000</td> </tr> <tr> <td>19 Jan 2018</td> <td>150,000</td> </tr> <tr> <td>TBC</td> <td>1,500,000</td> </tr> <tr> <td>Total</td> <td>5,960,000</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Date Registered</th> <th>Number of incentive rights issued</th> </tr> </thead> <tbody> <tr> <td>19 Jan 2018</td> <td>1,500,000</td> </tr> <tr> <td>Total</td> <td>1,500,000</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Date Registered</th> <th>Number of ordinary shares issued</th> </tr> </thead> <tbody> <tr> <td>15 Dec 2017</td> <td>255,912</td> </tr> <tr> <td>19 Jan 2018</td> <td>2,000,000</td> </tr> <tr> <td>19 Jan 2018</td> <td>381,150</td> </tr> <tr> <td>Total</td> <td>2,637,062</td> </tr> </tbody> </table>	Date Registered	Number of unquoted options to acquire shares issued	19 Jan 2018	4,310,000	19 Jan 2018	150,000	TBC	1,500,000	Total	5,960,000	Date Registered	Number of incentive rights issued	19 Jan 2018	1,500,000	Total	1,500,000	Date Registered	Number of ordinary shares issued	15 Dec 2017	255,912	19 Jan 2018	2,000,000	19 Jan 2018	381,150	Total	2,637,062
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8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>473,238,888</td> <td>Ordinary shares</td> </tr> </tbody> </table>	Number	+Class	473,238,888	Ordinary shares																						
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9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>28,131,000 (16,665 options have been cancelled since last Appendix 3B)</td> <td>Unquoted options</td> </tr> <tr> <td>1,500,000</td> <td>Incentive Rights</td> </tr> </tbody> </table>	Number	+Class	28,131,000 (16,665 options have been cancelled since last Appendix 3B)	Unquoted options	1,500,000	Incentive Rights																				
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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.																										

+ See chapter 19 for defined terms.

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
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

+ See chapter 19 for defined terms.

32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 +Issue date

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?

 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
- | |
|----------------|
| Not applicable |
|----------------|
- 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)
- | |
|----------------|
| Not applicable |
|----------------|
- 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: 19 January 2018
Company secretary

Print name: Charlie Harrison

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+ See chapter 19 for defined terms.