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 July 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 July 11, 2019, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement and 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 July 15, 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.

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: July 16, 2019

INDEX TO EXHIBITS

Item	
99.1	Appendix 3B of Mesoblast Ltd, dated July 11, 2019.
99.2	Press Release of Mesoblast Ltd, dated July 15, 2019.

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 and unquoted options to acquire ordinary shares.
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	33,334 ordinary shares, 6,425,000 unquoted options to acquire ordinary shares.

+ See chapter 19 for defined terms.

04/03/2013

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)	33,334 ordinary shares issued upon the exercise of options in accordance with the Company's Employee Share Option Plan for consideration of A$43,667. 5,970,000 unquoted options to acquire ordinary shares at a price per share of A$1.87, vesting in three equal tranches on 18 July 2019, 18 July 2020 and 18 July 2021 respectively, and expiring 17 July 2025. 300,000 unquoted options to acquire ordinary shares at a price per share of A$1.72, vesting in three equal tranches on 15 July 2019, 15 July 2020 and 15 July 2021 respectively, and expiring 14 July 2025. 150,000 unquoted options to acquire ordinary shares at a price per share of A$1.45, vesting in two equal tranches on 30 July 2019 and 31 December 2019 respectively, and expiring 18 January 2026. 5,000 unquoted options to acquire ordinary shares at a price per share of A$1.45, vesting in three equal tranches on 19 January 2020, 19 January 2021 and 19 January 2022 respectively, and expiring 18 January 2026.

+ See chapter 19 for defined terms.

4	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	Shares issued on the exercise of unquoted options will rank equally with quoted shares as from their date of issue.
5	Issue price or consideration	33,334 ordinary shares issued upon the exercise of options in accordance with the Company's Employee Share Option Plan for consideration of A$43,667. Each option was issued for no issue price.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	33,334 ordinary shares (fully paid) issued upon the exercise of options in accordance with the Company's Employee Share Option Plan. 6,425,000 unquoted options to acquire ordinary shares issued pursuant to the Company's Employee Share Option Plan.
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.

Date Registered	**Number of ordinary shares issued**
4 July 2019	33,334
Total	**33,334**

Date Registered	**Number of unquoted options to acquire shares issued**
11 July 2019	5,970,000
11 July 2019	300,000
11 July 2019	150,000
11 July 2019	5,000
Total	**6,425,000**

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

Number	+Class
498,659,542	Ordinary shares

9 Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
26,029,559 (4,313,333 options have been cancelled since last Appendix 3B)	Unquoted options
1,500,000	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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	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

+ See chapter 19 for defined terms.

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 *in full* through a broker?	Not applicable
31	How do security holders sell *part* 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? 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

+ 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: 11 July 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	482,639,654
Add the following: •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 *Note:* •*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*	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) 4 July 2019: 33,334 (exercise of options)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
"A"	497,450,355

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	74,617,553
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: •Under an exception in rule 7.2 •Under rule 7.1A •With security holder approval under rule 7.1 or rule 7.4 *Note:* •*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*	4 January 2019: 1,209,187 ordinary shares
"C"	1,209,187
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	74,617,553
Subtract "C" *Note: number must be same as shown in Step 3*	1,209,187
Total ["A" x 0.15] – "C"	73,408,366 [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" *Note: number must be same as shown in Step 1 of Part 1*	Not applicable
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
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 *Notes:* *•This applies to equity securities – not just ordinary securities* *•Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* *•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* *•It may be useful to set out issues of securities on different dates as separate line items*	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 *Note: number must be same as shown in Step 2*	Not applicable
Subtract "E" *Note: number must be same as shown in Step 3*	Not applicable
Total ["A" x 0.10] – "E"	Not applicable *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.

A Transplant Physician's Journey

Over the last three decades, Joanne Kurtzberg, MD., has established a leading Pediatric Blood and Marrow Transplant Program at Duke University Medical Center in the United States which treats children with cancer, blood disorders, immune deficiencies, hemoglobinopathies and inherited metabolic diseases.

Dr Kurtzberg is the senior investigator in Mesoblast's completed Phase 3 trial in 55 children with steroid-refractory acute graft versus host disease (aGVHD) and in the previous Expanded Access Program (EAP) in 241 children.

Dr Kurtzberg recently spoke about her experiences as a transplant physician and her experiences treating children with aGVHD.

Joanne Kurtzberg, MD
Duke University Medical Center
Jerome Harris Distinguished Professor of Pediatrics
Professor of Pathology
Director, Marcus Center for Cellular Cures
Director, Pediatric Blood and Marrow Transplant Program
Director, Carolinas Cord Blood Bank
Co-Director, Stem Cell Transplant Laboratory

What causes graft versus host disease after an allogeneic (unrelated donor) bone marrow transplant?

Graft versus host disease is the most serious complication of an allogeneic transplant and it occurs when the donor cells that have engrafted in the patient attack the patient's organs. There are various forms of graft versus host disease. The mildest form involves skin only and causes rashes
of various types but the more severe forms involve the intestines and the liver and sometimes
other organs as well, and are life-threatening.

How common is GVHD?

The incidence depends a little bit on the type of transplant the child has or type of donor that is used. But up to 50% of children who have an allogeneic transplant can develop graft versus host disease.

What's the prognosis for these children?

So the prognosis is also varied. Children who have just skin involvement have a good prognosis and that generally responds to steroids or other common therapies. But children who have visceral organ involvement, meaning

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intestinal involvement or liver involvement, have a dismal prognosis where 70% to 90% of children will die.

What's the current treatment algorithm?

The usual treatment algorithm is to use steroids systemically - if the child has systemic symptoms; so either very profound rash all over their body or diarrhoea, vomiting, liver dysfunction, fevers or blood dyscrasias (blood abnormalities). Steroids are the first line of therapy. They're generally given intravenously and within a few days you can really tell if a patient is going to respond or not.

If children under 12 do not respond to steroids, there is no proven effective therapy beyond that point but there are multiple different drugs, all of which are immunosuppressive and also have other toxicities, that are tried. Generally different centers have a different order in which they use these drugs but over the course of two or three weeks, the child could be exposed to five or six more agents.

What happens if these multiple agents don't work?

If these multiple agents don't work, generally over the next several months the child dies.

Also, these multiple agents cause other problems lowering immune systems, so many children with active GHVD die of an infection because they can't fight off any infections without a functioning immune system.

Given that GVHD is such a serious and potentially life-threatening condition, as someone who has been practising for a long time with children and dealing with families on a day to day basis with this devastating disease, how do you cope?

Gosh, that's a hard question. The most important thing that a pediatric transplanter has to do is medically care for a child but equally importantly you have to support that child's parents and family through the process.

I don't do anything special to cope, but I do make sure that in addition to caring for these kids, my team and myself are participating in research that can improve the outcome of the complications of the process.

So I'm inspired, I guess, and motivated by participating in research that I know can make a difference while I care for these children… because GVHD is such a challenge.

If you can picture it, you have a child who has a life-threatening disorder. You do the transplant and it's successful, meaning it engrafts. So there is tremendous hope that that child will be okay, and then a week or months later, they get this devastating, again life-threatening, disease that may sabotage the success of the original procedure. So it's traumatic, it's scary. It produces a lot of discomfort in the child because of the symptoms but also just worry in the medical team and in the parents that a child who looked like they'll make it but won't. So it's a very high anxiety situation.

Where could remestemcel-L fit into this treatment algorithm?

Remestemcel-L initially was tested on an expanded access protocol in 241 children who had steroid-refractory GVHD and also in general had received other agents and failed. It was given to these children over a one to two month treatment course and was shown to have a very significant effect in calming down the GVHD in nearly 70% or so of those children, and of the children who responded, their survival was dramatically improved at six months post treatment.

After that, because of those very encouraging results and because of the need to bring it to the clinic and get FDA approval, an open-label Phase 3 study was conducted in 55 children testing remestemcel-L as a first line agent after a child failed steroids. So on this Phase 3 trial, children would be given steroids and if they didn't respond within three to seven days, they were eligible to receive remestemcel-L and they couldn't receive other agents while they were treated with remestemcel-L.

On that trial, essentially the observations of the first study were replicated – 69% of the children achieved complete response or partial response at 28 days and again that greatly improved survival both at 100 days and six months post treatment.

As a pediatric transplanter who cares for children with graft versus host disease, it's one of the most promising agents that I've seen in my entire career targeted for children with steroid-refractory GVHD.

In addition, in the children I have treated with remestemcel-L, it was very well tolerated, it didn't have any appreciable side effects and it didn't appear to cross-react with other drugs that these children have to take as supportive care after their transplant.

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I also didn't see any evidence that it attacked the kidneys or affected the kidneys, or significantly suppressed the immune system.

So, in my experience, it was well tolerated without overlapping side effects and helped improve the GVHD of these kids.

Mesoblast recently initiated the rolling Biologics License Application to the FDA. What's your reaction to this news?

It makes me feel good. I'm really happy that Mesoblast submitted the first module of their BLA.

I hope that this results in approval.

Based on my experience with children refractory to steroid treatment, if approved, remestemcel-L could meet a critical need for children under 12, given that there is no other approved therapy today available for this group of patients.

The views, thoughts, and opinions expressed in the interview above are solely those of Dr Kurtzberg expressed freely in an interview for which she was not compensated. These views are not necessarily shared by Dr Kurtzberg's employer, institution, or any other group or individual. Results described may vary among patients.

Following the recent initiation of the rolling Biologics License Application (BLA) with the United States Food and Drug Administration (FDA), Mesoblast expects to complete its submission for remestemcel-L in children with steroid-refractory acute graft versus host disease (aGVHD) in the second half of 2019.

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