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

**Form 6-K**

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

For the month of May 2024

Commission File Number 001-37626

**Mesoblast Limited**

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

**Not Applicable**

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

**Australia**

*(Jurisdiction of incorporation or organization)*

**Silviu Itescu**

**Chief Executive Officer and Executive Director**

**Level 38**

**55 Collins Street**

**Melbourne 3000**

**Australia**

*(Address of principal executive offices)*

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F  Form 40-F

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

On May 3, 2024, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, change of directors' interest notices (Appendix 3Y) – director share purchase notification - which is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

**SIGNATURES**

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

Mesoblast Limited  
/s/ Niva Sivakumar

Niva Sivakumar  
*Company Secretary*

Dated: May 3, 2024

**INDEX TO EXHIBITS**

Item

99.1 Appendix 3Y of Mesoblast Ltd, dated May 3, 2024

**Appendix 3Y**  
**Change of Director's Interest Notice**

*Rule 3.19A.2*

## Appendix 3Y

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>Mesoblast Limited</b>
<b>ABN</b>	<b>68 109 431 870</b>

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.

<b>Name of Director</b>	<b>Dr Eric Rose</b>
<b>Date of last notice</b>	<b>15 January 2024</b>

#### 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.

<b>Direct or indirect interest</b>	Indirect interest
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Interest in ordinary shares held in the form of American Depositary Shares ("ADSs") held by custodian JP Morgan Nominees Australia Pty Limited. Direct interest in the ADSs.
<b>Date of change</b>	30 April 2024
<b>No. of securities held prior to change</b>	4,330,765 options  *Please note, Dr Rose will be issued 5,039,814 ordinary shares subject to shareholder approval at the 2024 Annual General Meeting
<b>Class</b>	American Depositary Shares. Each ADS represents 10 ordinary shares.
<b>Number acquired</b>	21,428 ADS
<b>Number disposed</b>	Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	US\$142,318.35 (US\$6.6417 per ADS)

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held after change</b>	4,330,765 options 21,428 ADS  *Please note, Dr Rose will be issued 5,039,814 ordinary shares subject to shareholder approval at the 2024 Annual General Meeting
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market share purchase on the Nasdaq

**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.

<b>Detail of contract</b>	Not applicable
<b>Nature of interest</b>	Not applicable
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	Not applicable
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
<b>Interest acquired</b>	Not applicable
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
<b>Interest after change</b>	Not applicable

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable

+ See chapter 19 for defined terms.



**Appendix 3Y**  
**Change of Director's Interest Notice**

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If prior written clearance was provided, on what date was this provided?	Not applicable
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+ See chapter 19 for defined terms.





