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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 November 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 November 12, 2024, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, notification of issue, conversion or payment up of equity securities (Appendix 3G) 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: November 14, 2024

## INDEX TO EXHIBITS

Item

[99.1](#) Appendix 3G of Mesoblast Ltd, dated November 12, 2024.



Announcement Summary

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Entity name

MESOBLAST LIMITED

Date of this announcement

Tuesday November 12, 2024

The +securities the subject of this notification are:

+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	WARRANTS 2	2,000,000	11/11/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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1.1 Name of entity

MESOBLAST LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

Registration number

ABN

68109431870

1.3 ASX issuer code

MSB

1.4 The announcement is

New announcement

1.5 Date of this announcement

12/11/2024



Part 2 - Issue details

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2.1 The +securities the subject of this notification are:  
+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX

Previous Appendix 3B details:

Announcement Date and Time	Announcement Title	Selected Appendix 3B to submit quotation request
30-Sep-2024 10:10	New - Proposed issue of securities - MSB	<input type="text" value="A placement or other type of issue"/>

2.3a.2 Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?  
No



Part 3A - number and type of +securities the subject of this notification (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

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Placement Details

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ASX +security code and description  
new unquoted class of security

Date the +securities the subject of this notification were issued  
11/11/2024

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

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Number of +securities  
2,000,000

Were the +securities issued for a cash consideration?  
No

Please describe the consideration being provided for the +securities

In connection with the availability of the up to US\$50 million convertible note facility, which the Company can use at its option following FDA approval, announced by the Company on 30 September 2024

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Part 3C - number and type of +securities the subject of this notification (new class)

ASX +security code	+Security description
<input type="text" value="New class - code to be confirmed"/>	<input type="text" value="WARRANTS 2"/>
+Security type	ISIN code
Options	
Date the +securities the subject of this notification were issued	
11/11/2024	
Will all the +securities issued in this class rank equally in all respects from their issue date?	
Yes	
Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	
No	
Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.	
<input type="text" value="https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02878335-3A655077"/>	

Options Details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 1.32000000	11/11/2028

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

MSB : ORDINARY FULLY PAID

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities

2,000,000



Part 4 - +Securities on issue

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Following the issue, conversion or payment up of the +securities the subject of this notification, the +securities of the entity will comprise:

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (Total number of each +class of +securities issued and quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MSB : ORDINARY FULLY PAID	1,141,784,114

4.2 Unquoted +securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MSBAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	72,106,208
MSBAO : WARRANTS	15,027,327
MSBAP : ADS WARRANTS	884,838
MSBAQ : ADS WARRANTS 2	227,502
New class - code to be confirmed : WARRANTS 2	2,000,000

