

---

**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 2022**

**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 November 15, 2022, Mesoblast Limited filed with the Australian Securities Exchange a new release announcement 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 16, 2022

---

**INDEX TO EXHIBITS**

Item

99.1 Press release of Mesoblast Ltd, dated November 15, 2022.

### CHANGE TO PROPOSED AMENDMENT TO THE CONSTITUTION REGARDING VIRTUAL MEETINGS

**Melbourne, Australia; November 15 and New York, USA; November 14, 2022:** Mesoblast Limited refers to its Notice of Annual General Meeting and Explanatory Memorandum dated 24 October 2022. In light of having received notice of reservations by some proxy advisers about the proposed change to clause 37.1 of the Constitution to permit the Company to hold wholly virtual meetings, the Board has determined to remove from the amendments proposed to the constitution in Item 9 of the Notice of Meeting any capacity of the Company to hold a wholly virtual general meeting of shareholders.

All other proposed amendments to the Constitution will remain and be put to shareholders for approval at the 2022 AGM. The Board has made this determination as it considers the other proposed amendments to the constitution, which have not been the subject of any reported concern, too important to delay.

A revised copy of the constitution with the remaining marked up changes is available on the Company's website, <https://mesoblast.com/agm2022>.

The removal from the proposed amendments to the constitution of the permission of the Company to hold a wholly virtual general meeting of shareholders will not affect the validity of proxy forms, or any proxy votes, already submitted in respect of the resolution in Item 9 of the Notice of Meeting or the remaining items set out in the Notice. Shareholders may withdraw or re-lodge any proxies previously lodged, should they wish to do so. You should telephone the Company's Share Registry, Link Market Services, on +61 1300 554 474 if you would like to be sent an additional proxy form.

#### About Mesoblast

Mesoblast is a world leader in developing allogeneic (off-the-shelf) cellular medicines for the treatment of severe and life-threatening inflammatory conditions. The Company has leveraged its proprietary mesenchymal lineage cell therapy technology platform to establish a broad portfolio of late-stage product candidates which respond to severe inflammation by releasing anti-inflammatory factors that counter and modulate multiple effector arms of the immune system, resulting in significant reduction of the damaging inflammatory process.

Mesoblast has a strong and extensive global intellectual property portfolio with protection extending through to at least 2041 in all major markets. The Company's proprietary manufacturing processes yield industrial-scale, cryopreserved, off-the-shelf, cellular medicines. These cell therapies, with defined pharmaceutical release criteria, are planned to be readily available to patients worldwide.

Mesoblast is developing product candidates for distinct indications based on its remestemcel-L and rexlemestrocel-L allogeneic stromal cell technology platforms. Remestemcel-L is being developed for inflammatory diseases in children and adults including steroid refractory acute graft versus host disease, biologic-resistant inflammatory bowel disease, and acute respiratory distress syndrome. Rexlemestrocel-L is in development for advanced chronic heart failure and chronic low back pain. Two products have been commercialized in Japan and Europe by Mesoblast's licensees, and the Company has established commercial partnerships in Europe and China for certain Phase 3 assets.

Mesoblast has locations in Australia, the United States and Singapore and is listed on the Australian Securities Exchange (MSB) and on the Nasdaq (MESO). For more information, please see [www.mesoblast.com](http://www.mesoblast.com), LinkedIn: Mesoblast Limited and Twitter: @Mesoblast

Release authorized by the Chief Executive.

Mesoblast Limited  
 ABN 68 109 431 870  
[www.mesoblast.com](http://www.mesoblast.com)

Corporate Headquarters  
 Level 38  
 55 Collins Street  
 Melbourne 3000  
 Victoria Australia  
 T +61 3 9639 6036  
 F +61 3 9639 6030

United States Operations  
 505 Fifth Avenue  
 Third Floor  
 New York, NY 10017  
 USA  
 T +1 212 880 2060  
 F +1 212 880 2061

Asia  
 21 Biopolis Road  
 #01-22 Nucleos (South Tower)  
 SINGAPORE 138567  
 T +65 6570 0635  
 F +65 6570 0176

For more information, please contact:

**Corporate Communications / Investors**

Paul Hughes  
T: +61 3 9639 6036  
E: [investors@mesoblast.com](mailto:investors@mesoblast.com)

**Media**

BlueDot Media  
Steve Dabkowski  
T: +61 419 880 486  
E: [steve@bluedot.net.au](mailto:steve@bluedot.net.au)

Rubenstein  
Tali Mackay  
E: [tmackay@rubenstein.com](mailto:tmackay@rubenstein.com)

