
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 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 April 30, 2018, Mesoblast Limited filed with the Australian Securities Exchange a quarterly report for entities admitted on the basis of commitments (Appendix 4C) for the quarter ended March 31, 2018, which is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

On May 1, 2018, 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: May 04, 2018

INDEX TO EXHIBITS

Item

- 99.1 Appendix 4C of Mesoblast Ltd, dated April 30, 2018
- 99.2 Press release of Mesoblast Ltd, dated May 1, 2018.

Appendix 4C

Quarterly report for entities subject to Listing Rule 4.7B

Introduced 31/03/00 Amended 30/09/01, 24/10/05, 17/12/10, 01/09/16

Name of entity**Mesoblast Limited**

ABN

68 109 431 870

Quarter ended ("current quarter")

31 March 2018**Consolidated statement of cash flows**

	Current quarter US\$ '000	Year to date (9 months) US\$ '000
1 Cash flows from operating activities		
1.1 Receipts from customers	1,448	8,653
1.2 Payments for:		
(a) research and development	(13,545)	(40,819)
- includes the costs of the three Tier 1 Phase 3 programs in advanced chronic heart failure, chronic low back pain and acute graft vs host disease.		
(b) manufacturing commercialisation	(847)	(2,170)
(c) advertising and marketing	—	—
(d) leased assets	—	—
(e) staff costs	(2,538)	(8,668)
(f) other expenses from ordinary activities	(3,537)	(9,484)
(g) other:		
- intellectual property portfolio expenses	(658)	(2,577)
1.3 Dividends received (see note 3)	—	—
1.4 Interest received	74	266
1.5 Interest and other costs of finance paid	—	—
1.6 Income taxes paid	—	(25)
1.7 Government grants and tax incentives	—	—
1.8 Other (provide details if material)	—	—
1.9 Net cash from / (used in) operating activities	(19,603)	(54,824)

	Current quarter US\$ '000	Year to date (9 months) US\$ '000
2 Cash flows from investing activities		
2.1 Payment to acquire:		
(a) property, plant and equipment	(37)	(174)
(b) businesses (see item 10)	—	—
(c) investments	—	—
(d) intellectual property	—	—
(e) other non-current assets	—	—
2.2 Proceeds from disposal of:		
(a) property, plant and equipment	—	—
(b) businesses (see item 10)	—	—
(c) investments	—	—
(d) intellectual property	—	—
(e) other non-current assets	—	—
2.3 Cash flows from loans to other entities	—	—
2.4 Dividends received (see note 3)	—	—
2.5 Other (provide details if material)	—	—
(a) Payments for contingent consideration	—	(543)
2.6 Net cash from / (used in) investing activities	(37)	(717)
	Current quarter US\$ '000	Year to date (9 months) US\$ '000
3 Cash flows related to financing activities		
3.1 Proceeds from issues of shares	34	40,566
3.2 Proceeds from issue of convertible notes	—	—
3.3 Proceeds from exercise of share options	—	—
3.4 Transaction costs related to issues of shares, convertible notes or options	(1)	(2,604)
3.5 Proceeds from borrowings	31,704	31,704
3.6 Repayment of borrowings	—	—
3.7 Transaction costs related to loans and borrowings	(40)	(40)
3.8 Dividends paid	—	—
3.9 Other (provide details if material)	—	—
3.10 Net cash from / (used in) financing activities	31,697	69,626
	Current quarter US\$ '000	Year to date (9 months) US\$ '000
4 Net increase / (decrease) in cash and cash equivalents for the period		
4.1 Cash and cash equivalents at beginning of quarter/year to date	47,386	45,761
4.2 Net cash from / (used in) operating activities (item 1.9 above)	(19,603)	(54,824)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	(37)	(717)
4.4 Net cash from / (used in) financing activities (item 3.10 above)	31,697	69,626
4.5 Effect of movement in exchange rates on cash held	96	(307)
4.6 Cash and cash equivalents at end of quarter	59,539	59,539

+ See chapter 19 for defined terms.

	Current quarter US\$ '000	Previous quarter US\$ '000
5 Reconciliation of cash and cash equivalents		
at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts		
5.1 Bank balances	58,980	31,442 [^]
5.2 Call deposits	99	15,476 [^]
5.3 Bank overdrafts	—	—
5.4 Other (Term deposits)	460	468
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	59,539	47,386

[^]Amounts of \$23,531 were previously reported within call deposits and have been reclassified to bank balances.

	Current quarter US\$ '000
6 Payments to directors of the entity and their associates	
6.1 Aggregate amount of payments to these parties included in item 1.2	403
6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	—
6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2	
<i>Payment to directors (for the current quarter) = 403k</i>	

	Current quarter US\$ '000
7 Payments to related entities of the entity and their associates	
7.1 Aggregate amount of payments to these parties included in item 1.2	—
7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	—
7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2	
<i>not applicable</i>	

	Total facility amount at quarter end US\$ '000	Amount drawn at quarter end US\$ '000
8 Financing facilities available		
Add notes as necessary for an understanding of the position		
8.1 Loan facilities	75,000*	35,000
8.2 Credit standby arrangements	—	—
8.3 Other (please specify)	—	—
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		
<i>*On March 6, 2018, Mesoblast entered into a Loan and Security Agreement with Hercules Capital, Inc. for a US\$75.0 million secured four-year credit facility. Mesoblast drew the first tranche of US\$35.0 million on closing. An additional US\$15.0 million may be drawn on or before Q4 CY2018, and a further US\$25.0 million may be drawn on or before Q3 CY2019, in each case as certain milestones are met.</i>		
<i>At closing date, the interest rate was 9.45%. On March 22, 2018, in line with the increase in the U.S. prime rate, the interest rate on the loan increased to 9.70%.</i>		

+ See chapter 19 for defined terms.

		US\$ '000
9	Estimated cash outflows for next quarter	
9.1	Research and development	(13,851)
9.2	Manufacturing commercialisation	(2,581)
9.3	Advertising and marketing	—
9.4	Leased assets	—
9.5	Staff costs	(2,299)
9.6	Other expenses from ordinary activities	(2,939)
9.7	Other (provide details if material):	
	(a) Intellectual property portfolio expenses	(796)
	(b) Interest expenses	(817)
9.8	Total estimated cash outflows	(23,283)*

* Mesoblast cash and cash equivalents will be augmented by its royalty income earned on sales of TEMCELL® HS Inj. in Japan; as well as interest income receipts and it is expected R&D tax incentive income will be received from the Australian Government.

Mesoblast is in advanced negotiations with selected pharmaceutical companies with respect to potential partnering of certain Tier 1 product candidates. If Mesoblast enters into a binding transaction in the next quarter, it expects that one effect of the transaction is that its cash reserves are likely to increase. Mesoblast does not make any representation or give any assurance that such a binding transaction will be concluded.

In March 2018, Mesoblast established a four year loan facility with Hercules Capital for up to US\$75 million over the next four years with US\$35.0 million drawn at closing. An additional US\$15.0 million may be drawn on or before Q4 CY2018, and a further US\$25.0 million may be drawn on or before Q3 CY2019, in each case as certain milestones are met. Refer to 8.4 for further details.

Mesoblast established an equity facility in 2016 with Kentgrove Capital for up to A\$120 million/US\$90 million over the next 15 months to be used at its discretion to provide additional funds as required.

		Acquisitions US\$ '000	Disposals US\$ '000
10	Acquisitions and disposals of business entities (items 2.1(b) and 2.2(b) above)		
10.1	Name of entity	—	—
10.2	Place of incorporation or registration	—	—
10.3	Consideration for acquisition or disposal	—	—
10.4	Total net assets	—	—
10.5	Nature of business	—	—

+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here: /s/ Charlie Harrison
(Company Secretary)

Date: 30 April 2018

Print name: Charlie Harrison

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

+ See chapter 19 for defined terms.

MESOBLAST CELL THERAPIES FEATURED AT VATICAN INTERNATIONAL HEALTHCARE CONFERENCE

New York, USA; and Melbourne, Australia; May 1, 2018: Mesoblast's proprietary allogeneic cell technology platform was featured at the Unite to Cure Fourth International Vatican Conference on global healthcare initiatives held in Vatican City from April 26-28, 2018.

Sponsored by Vatican's Pontifical Council for Culture, this international conference is held every two years and gathers the world's leading scientists and physicians, patients, ethicists and leaders of faith, government officials and philanthropists to engage in powerful conversations about the latest scientific breakthroughs and hope for the future.

In an address to the Conference delegates, His Holiness Pope Francis stated that in recent years, advances in cellular research and in the field of regenerative medicine have opened new horizons in the areas of tissue repair and experimental therapies; a significant chapter in scientific and human progress. For the full speech, please see (https://w2.vatican.va/content/francesco/en/speeches/2018/april/documents/papa-francesco_20180428_conferenza-pcc.html)

In a moderated discussion on the link between damaging inflammation and chronic diseases, conference attendees were told that Mesoblast's cell technology is being evaluated as a potential treatment for various severe and life-threatening inflammatory conditions.

Mesoblast Chief Executive Dr Silviu Itescu explained how the Company's technology platform is based on mesenchymal lineage precursor and stem cells which are believed to maintain tissue health by sensing damaging inflammation and secreting mediators that both modulate immune responses and promote tissue repair.

Dr Itescu presented the latest results from trials of Mesoblast's Phase 3 product candidates which target severe and life-threatening conditions where inflammation is core to the disease process. These include trials evaluating Mesoblast products in acute graft versus host disease, advanced and end-stage heart failure, and chronic low back pain due to degenerative disc disease.

Due to the serious nature of these conditions, Mesoblast is pursuing accelerated review and approval pathways for several of its product candidates based on receiving fast-track and Regenerative Medicine Advanced Therapy (RMAT) designations from the United States Food and Drug Administration (FDA).

About Mesoblast

Mesoblast Limited (Nasdaq:MESO; ASX:MSB) is a global leader in developing innovative cell-based medicines. Through a proprietary process, Mesoblast selects highly purified mesenchymal lineage precursor and stem cells from the bone marrow of healthy adults, and creates master cell banks which can be industrially expanded to produce thousands of doses from each donor that meet stringent release criteria, have lot to lot consistency, and can be used off the shelf without the need for tissue matching.

The Company has leveraged its proprietary technology platform to establish a broad portfolio of late-stage product candidates. Mesoblast's allogeneic, 'off-the-shelf' cell product candidates are being evaluated in their ability to target advanced stages of diseases with high, unmet medical needs including cardiovascular conditions, orthopedic disorders, immunologic and inflammatory disorders and oncologic/hematologic conditions.

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Forward-Looking Statements

This announcement includes forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. Forward-looking statements should not be read as a guarantee of future performance or results, and actual results may differ from the results anticipated in these forward-looking statements, and the differences may be material and adverse. Forward-looking statements include, but are not limited to, statements about the timing, progress and results of Mesoblast's preclinical and clinical studies; Mesoblast's ability to advance product candidates into, enroll and successfully complete, clinical studies; the timing or likelihood of regulatory filings and approvals; and the pricing and reimbursement of Mesoblast's product candidates, if approved. You should read this press release together with our risk factors, in our most recently filed reports with the SEC or on our website. Uncertainties and risks that may cause Mesoblast's actual results, performance or achievements to be materially different from those which may be expressed or implied by such statements, and accordingly, you should not place undue reliance on these forward-looking statements. We do not undertake any obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

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