
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 January 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 January 31, 2019, 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 December 31, 2018, 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/ Charlie Harrison

Charlie Harrison
Company Secretary

Dated: February 04, 2019

INDEX TO EXHIBITS

Item

99.1 Appendix 4C of Mesoblast Ltd, dated January 31, 2019

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 December 2018**Consolidated statement of cash flows**

	Current quarter US\$ '000	Year to date (6 months) US\$ '000
1 Cash flows from operating activities		
1.1 Receipts from customers	26,915	28,510
1.2 Payments for:		
(a) research and development	(14,179)	(26,818)
- 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	(2,951)	(6,843)
(c) advertising and marketing	—	—
(d) leased assets	—	—
(e) staff costs	(3,462)	(5,589)
(f) other expenses from ordinary activities	(3,067)	(5,914)
(g) other:		
- intellectual property portfolio expenses	(488)	(1,022)
1.3 Dividends received (see note 3)	—	—
1.4 Interest received	157	293
1.5 Interest and other costs of finance paid	(896)	(1,783)
1.6 Income taxes paid	—	(3)
1.7 Government grants and tax incentives	—	1,654
1.8 Other provide details if material)	—	—
1.9 Net cash from / (used in) operating activities	2,029	(17,515)

	Current quarter US\$ '000	Year to date (6 months) US\$ '000
2 Cash flows from investing activities		
2.1 Payment to acquire:		
(a) property, plant and equipment	(73)	(112)
(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	—	—
2.6 Net cash from / (used in) investing activities	(73)	(112)
	Current quarter US\$ '000	Year to date (6 months) US\$ '000
3 Cash flows related to financing activities		
3.1 Proceeds from issues of shares	20,000	30,000
3.2 Proceeds from issue of convertible notes	—	—
3.3 Proceeds from exercise of share options	210	258
3.4 Transaction costs related to issues of shares, convertible notes or options	(250)	(608)
3.5 Proceeds from borrowings	—	28,950
3.6 Repayment of borrowings	—	—
3.7 Transaction costs related to loans and borrowings	(11)	(1,545)
3.8 Dividends paid	—	—
3.9 Other (provide details if material)	—	—
3.10 Net cash from / (used in) financing activities	19,949	57,055
	Current quarter US\$ '000	Year to date (6 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	55,143	37,763
4.2 Net cash from / (used in) operating activities (item 1.9 above)	2,029	(17,515)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	(73)	(112)
4.4 Net cash from / (used in) financing activities (item 3.10 above)	19,949	57,055
4.5 Effect of movement in exchange rates on cash held	(26)	(169)
4.6 Cash and cash equivalents at end of quarter	77,022*	77,022*

* Additionally US\$15.0 million in gross cash proceeds were received from Hercules Capital on January 11, 2019 pursuant to a Loan and Security Agreement entered into on March 6, 2018.

+ 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	76,598	54,611
5.2 Call deposits	—	99
5.3 Bank overdrafts	—	—
5.4 Other (Term deposits)	424	433
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	77,022*	55,143

* Additionally US\$15.0 million in gross cash proceeds were received from Hercules Capital on January 11, 2019 pursuant to a Loan and Security Agreement entered into on March 6, 2018.

	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	390
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) = \$390,000</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>	

+ See chapter 19 for defined terms.

	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	115,000*	65,000*
8.2	—	—
8.3	—	—
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.	
	*Loan facility with Hercules Capital, Inc.	
	On March 6, 2018, Mesoblast entered into a Loan and Security Agreement with Hercules Capital, Inc. (“Hercules Capital”) 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 was drawn during Q1 CY2019, and a further US\$25.0 million may be drawn on or before Q4 CY2019, as certain milestones are met.	
	On December 20, 2018, in line with the increase in the U.S. prime rate, the interest rate on the loan increased to 10.45%.	
	*Loan facility with NovaQuest Capital Management, L.L.C.	
	On June 29, 2018, Mesoblast entered into a Loan and Security Agreement with NovaQuest Capital Management, L.L.C. (“NovaQuest”) for a non-dilutive US\$40.0 million secured eight-year term loan. Mesoblast drew the first tranche of US\$30.0 million of the loan on closing. An additional US\$10.0 million from the loan will be drawn on marketing approval of remestemcel-L by the United States Food and Drug Administration (FDA).	
	Prior to maturity in July 2026, the loan is only repayable from net sales of remestemcel-L (MSC-100-IV) in the treatment of pediatric patients who have failed to respond to steroid treatment for acute Graft versus Host Disease (aGvHD), in the United States and other geographies excluding Asia. Interest on the loan will accrue at a rate of 15% per annum with the interest only period lasting 4 years. Interest payments will be deferred until after the first commercial sale. The financing is subordinated to the senior creditor, Hercules Capital.	

	US\$ '000
9	Estimated cash outflows for next quarter
9.1	(12,704)
9.2	(3,075)
9.3	—
9.4	—
9.5	(1,889)
9.6	(3,268)
9.7	Other (provide details if material):
	(a) Intellectual property portfolio expenses
	(768)
	(b) Interest expenses
	(1,180)
9.8	Total estimated cash outflows
	(22,884)*

- * In the next quarter, Mesoblast’s cash and cash equivalents will be augmented by the following cash receipts:
- US\$15.0 million drawn down from the Loan and Security Agreement with Hercules;
 - royalty receipts earned on sales of TEMCELL® HS Inj. 1 in Japan; and
 - interest income receipts.

+ See chapter 19 for defined terms.

The company remains in advanced negotiations with a number of potential commercial partners regarding potential transactions and access to non-dilutive capital. Mesoblast does not make any representation or give any assurance that such a partnering transaction will be concluded.

Up to an additional US\$35.0 million is available to Mesoblast subject to achievement of certain milestones, under the financing arrangements with Hercules Capital, Inc and NovaQuest. Refer to 8.4 for further details.

Mesoblast established an equity facility in 2016 with Kentgrove Capital for up to A\$120.0 million/US\$90.0 million over the next 6 months to be used at its discretion to provide additional funds as required.

1 TEMCELL HS. Inj. is a registered trademark of JCR Pharmaceuticals Co. Ltd.

	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	—	—

Compliance statement

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

Sign here: /s/ Charlie Harrison Date: 31 January 2019
(Company Secretary)

Print name: Charlie Harrison

Notes

- 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.
- 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.
- 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.