

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

<p><b>CIK (Filer ID Number)</b>  <a href="#">0001345099</a></p> <p><b>Name of Issuer</b>                  MESOBLAST LTD</p> <p><b>Jurisdiction of Incorporation/Organization</b>                  AUSTRALIA</p> <p><b>Year of Incorporation/Organization</b>                  X Over Five Years Ago                  Within Last Five Years (Specify Year)                  Yet to Be Formed</p>	<p><b>Previous Names</b> X None</p>	<p><b>Entity Type</b></p> <p>X Corporation                  Limited Partnership                  Limited Liability Company                  General Partnership                  Business Trust                  Other (Specify)</p>
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2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
MESOBLAST LTD			
<b>Street Address 1</b>		<b>Street Address 2</b>	
LEVEL 38		55 COLLINS STREET	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
MELBOURNE, VICTORIA	AUSTRALIA	3000	613 9639 6036

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Itescu	Silviu	
<b>Street Address 1</b>	<b>Street Address 2</b>	
Level 38	55 Collins Street	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Melbourne	AUSTRALIA	3000
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Chief Executive Officer

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Swedish	Joseph	
<b>Street Address 1</b>	<b>Street Address 2</b>	
Level 38	55 Collins Street	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Melbourne	AUSTRALIA	3000
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
O'Dwyer	Donal	
Street Address 1	Street Address 2	
Level 38	55 Collins Street	
City	State/Province/Country	ZIP/PostalCode
Melbourne	AUSTRALIA	3000
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Spooner	Michael	
Street Address 1	Street Address 2	
Level 38	55 Collins Street	
City	State/Province/Country	ZIP/PostalCode
Melbourne	AUSTRALIA	3000
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Rose	Eric	
Street Address 1	Street Address 2	
Level 38	55 Collins Street	
City	State/Province/Country	ZIP/PostalCode
Melbourne	AUSTRALIA	3000
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Tomasello	Shawn	Cline
Street Address 1	Street Address 2	
Level 38	55 Collins Street	
City	State/Province/Country	ZIP/PostalCode
Melbourne	AUSTRALIA	3000
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Howard	Peter	
Street Address 1	Street Address 2	
Level 38	55 Collins Street	
City	State/Province/Country	ZIP/PostalCode
Melbourne	AUSTRALIA	3000
<b>Relationship:</b>	X Executive Officer	Director Promoter

Clarification of Response (if Necessary):

Corporate Executive & Group General Counsel

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Last Name	First Name	Middle Name
Muntner	Josh	
Street Address 1	Street Address 2	

Level 38  
**City** Melbourne **State/Province/Country** AUSTRALIA **ZIP/PostalCode** 3000  
**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Financial Officer

**Last Name** Harrison **First Name** Charlie **Middle Name**  
**Street Address 1** Level 38 **Street Address 2** 55 Collins Street  
**City** Melbourne **State/Province/Country** AUSTRALIA **ZIP/PostalCode** 3000  
**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Company Secretary

**Last Name** Sivakumar **First Name** Niva **Middle Name**  
**Street Address 1** Level 38 **Street Address 2** 55 Collins Street  
**City** Melbourne **State/Province/Country** AUSTRALIA **ZIP/PostalCode** 3000  
**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Joint Company Secretary

**Last Name** Burns **First Name** William **Middle Name**  
**Street Address 1** Level 38 **Street Address 2** 55 Collins Street  
**City** Melbourne **State/Province/Country** AUSTRALIA **ZIP/PostalCode** 3000  
**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	X Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
	REITS & Finance	Other Travel

Business Services

Residential

Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2020-05-12 First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Bell Potter Securities (US) LLC	289328	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None
X None	None	

Street Address 1

Street Address 2

444 Madison Ave	Floor 39	
City	State/Province/Country	ZIP/Postal Code
New York City	NEW YORK	10022
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States Foreign/non-US	

MASSACHUSETTS
NEW YORK

13. Offering and Sales Amounts

Total Offering Amount	\$6,498,939 USD	or	Indefinite
Total Amount Sold	\$6,498,939 USD		
Total Remaining to be Sold	\$0 USD	or	Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$259,957 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
MESOBLAST LTD	/s/ Niva Sivakumar	Niva Sivakumar	Joint Company Secretary	2020-05-26

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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