

---

**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 September 2017**

**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 September 15, 2017, 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.

On September 18, 2017, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, application for quotation of additional securities and agreement (Appendix 3B), 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: September 19, 2017

---

## INDEX TO EXHIBITS

Item

- 99.1 Press release of Mesoblast Ltd, dated September 15, 2017.
- 99.2 Appendix 3B of Mesoblast Ltd, dated September 18, 2017.

**Not for release or distribution in the United States**

**MESOBLAST SUCCESSFULLY COMPLETES A\$50.7 MILLION ENTITLEMENT OFFER**

**New York, USA; and Melbourne, Australia; September 15, 2017:** Mesoblast Limited (ASX: MSB; Nasdaq: MESO) today announced it had successfully completed the fully underwritten 1 for 12 pro-rata accelerated non-renounceable entitlement offer raising approximately A\$50.7 million (Entitlement Offer). After adjusting for total net proceeds from the Entitlement Offer, Mesoblast had cash reserves of US\$84.0 million on a pro-forma basis as of June 30, 2017. The proceeds from the Entitlement Offer and existing cash reserves will ensure Mesoblast is fully funded to complete/advance its near term objectives.

Mesoblast Chief Executive Dr Silviu Itescu said: "We appreciate the strong support from both our institutional and retail shareholders. Mesoblast's strengthened cash reserves will provide strategic flexibility in line with upcoming important clinical trial readouts."

**Retail Entitlement Offer**

The retail component of the Entitlement Offer (Retail Entitlement Offer) under which eligible retail shareholders were able to take up their pro rata entitlement and apply for additional new shares closed on Tuesday, 12 September 2017.

The Retail Entitlement Offer was fully underwritten by Bell Potter Securities Limited, and there was strong take up by eligible retail shareholders, including applications for additional new shares under the top up facility.

New shares to be issued in relation to the final acceptance under the Retail Entitlement Offer (including additional new shares) are expected to be allotted on Monday, 18 September, 2017 and commence trading on a normal settlement basis on Tuesday, 19 September, 2017. Holding statements are expected to be dispatched on Tuesday, 19 September, 2017.

**About Mesoblast**

Mesoblast Limited (ASX:MSB; Nasdaq:MESO) is a global leader in developing innovative cell-based medicines. The Company has leveraged its proprietary technology platform, which is based on specialized cells known as mesenchymal lineage adult stem cells, to establish a broad portfolio of late-stage product candidates. Mesoblast's allogeneic, 'off-the-shelf' cell product candidates target advanced stages of diseases with high, unmet medical needs including cardiovascular conditions, orthopedic disorders, immunologic and inflammatory disorders and oncologic/hematologic conditions.

**Not for Release or Distribution in the United States**

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. In particular, this announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

**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**  
 20 Biopolis Way  
 #05-01 Centros  
 Biopreneur 3  
 SINGAPORE 138668

T +65 6570 0635  
 F +65 6570 0176

### Forward Looking Statements

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative thereof or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. None of Mesoblast or any of its subsidiaries, advisors or affiliates (or any of their respective officers, employees or agents) makes any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

*For further information, please contact:*

CORPORATE COMMUNICATIONS

Julie Meldrum

T: +61 3 9639 6036

E: [julie.meldrum@mesoblast.com](mailto:julie.meldrum@mesoblast.com)

INVESTOR RELATIONS

Schond Greenway

T: +1 212 880 2060

E: [schond.greenway@mesoblast.com](mailto:schond.greenway@mesoblast.com)

**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**

20 Biopolis Way  
#05-01 Centros  
Biopreneur 3  
SINGAPORE 138668

T +65 6570 0635  
F +65 6570 0176

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MESOBLAST LIMITED (**Mesoblast**)

ABN

68 109 431 870

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully paid ordinary shares ( <b>Shares</b> )
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Under the pro-rata accelerated non-renounceable entitlement offer ( <b>Entitlement Offer</b> ) announced on 25 August 2017, Mesoblast issued new Shares ( <b>New Shares</b> ) as follows: •26,628,131 New Shares under the institutional component of the Entitlement Offer on 4 September 2017; and •9,563,851 New Shares under the retail component of the Entitlement Offer on 18 September 2017.
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	The New Shares were issued on the same terms as existing Shares on issue.
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?  If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes. The New Shares rank equally in all respects with existing Shares from the date of issue.

+ See chapter 19 for defined terms.

5	Issue price or consideration	A\$1.40 per New Share				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The purpose of the issue of New Shares is described in the Investor Presentation lodged with ASX on 25 August 2017.				
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No				
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable				
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable				
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable				
6f	Number of +securities issued under an exception in rule 7.2	Not applicable				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable				
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	Mesoblast issued New Shares •under the institutional component of the Entitlement Offer on 4 September 2017; and •under the retail component of the Entitlement Offer on 18 September 2017.				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>470,442,925</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	470,442,925	Fully paid ordinary shares
Number	+Class					
470,442,925	Fully paid ordinary shares					
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>22,200,246</td> <td>Unquoted options</td> </tr> </tbody> </table>	Number	+Class	22,200,246	Unquoted options
Number	+Class					
22,200,246	Unquoted options					

+ See chapter 19 for defined terms.



10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same dividend entitlements as existing Shares on issue.
<b>Part 2 - Pro rata issue</b>		
11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 New Share for every 12 existing Shares held as at the Record Date for the Entitlement Offer.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	7.00 pm (Melbourne time), 29 August 2017
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise on the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the next whole number of New Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	For the institutional component of the Entitlement Offer, all countries other than Australia, New Zealand, China, France, Hong Kong, Japan, Norway, Singapore, Switzerland, Taiwan, Luxembourg and the United Kingdom.  For the retail component of the Entitlement Offer, all countries other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	For the institutional component of the Entitlement Offer: 28 August 2017. For the retail component of the Entitlement Offer: 12 September 2017.
20	Names of any underwriters	Bell Potter Securities Limited
21	Amount of any underwriting fee or commission	In relation to the: •institutional component of the Entitlement Offer, an underwriting fee of 4.0%; and •retail component of the Entitlement Offer, an underwriting fee of 4.0%.
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or product disclosure statement was produced. However, an Entitlement Offer Booklet and a personalised Entitlement and Acceptance Form was sent to eligible retail shareholders on 1 September 2017.

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Mesoblast issued New Shares: •under the institutional component of the Entitlement Offer on 4 September 2017; and •under the retail component of the Entitlement Offer on 18 September 2017.

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of +securities  
(tick one)
- (a)  +Securities described in Part 1
- (b)  All other +securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

## Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

## Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought 

Not applicable
----------------
- 39 +Class of +securities for which quotation is sought 

Not applicable
----------------
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?  
  
 If the additional +securities do not rank equally, please state:  
 • the date from which they do  
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- |                |
|----------------|
| Not applicable |
|----------------|
- 41 Reason for request for quotation now  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another +security, clearly identify that other +security)
- |                |
|----------------|
| Not applicable |
|----------------|
- 42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)
- | Number         | +Class         |
|----------------|----------------|
| Not applicable | Not applicable |

+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:   
Date: 18 September 2017  
Company secretary

Print name: Charlie Harrison

== == == == ==

---

+ See chapter 19 for defined terms.