

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**Mesoblast Limited**

(Name of Issuer)

**Ordinary Shares**

(Title of Class of Securities)

**590717104**

(CUSIP Number)

**See Item 2(b) below**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

24 August 2023

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Gregory George**

- 
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)   
(b)

- 
3. SEC USE ONLY

- 
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

- 
5. SOLE VOTING POWER

NUMBER OF  
SHARES

29,049,805

- 
6. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH

44,147,597

- 
7. SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

29,049,805

- 
8. SHARED DISPOSITIVE POWER

44,147,597

- 
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,197,402

- 
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions)

- 
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.99%

- 
12. TYPE OF REPORTING PERSON (see instructions)

IN

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- 
1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**James George**

- 
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

- 
3. SEC USE ONLY

- 
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

- 
5. SOLE VOTING POWER

0

NUMBER OF  
SHARES

- 
6. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH

2,500,000

- 
7. SOLE DISPOSITIVE POWER

REPORTING

0

PERSON WITH

- 
8. SHARED DISPOSITIVE POWER

2,500,000

- 
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,000

- 
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

- 
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.31%

- 
12. TYPE OF REPORTING PERSON (see instructions)

IN

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Grant George**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES

6. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH

2,355,000

7. SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

0

8. SHARED DISPOSITIVE POWER

2,355,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,355,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.29%

12. TYPE OF REPORTING PERSON (see instructions)

IN

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**G to the Fourth Investments, LLC**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES

6. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH

39,242,597

7. SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

0

8. SHARED DISPOSITIVE POWER

39,242,597

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,242,597

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.82%

12. TYPE OF REPORTING PERSON (see instructions)

OO

**Item 1.**

- (a) Name of Issuer

Mesoblast Limited

- (b) Address of Issuer's Principal Executive Offices

Level 38, 55 Collins Street, Melbourne 3000, Australia

**Item 2.**

- (a) Name of Person Filing

Gregory George, James George, Grant George and G to the Fourth Investments, LLC (the "Reporting Persons")

- (b) Address of the Principal Office or, if none, residence:

The principal business office of the Reporting Persons is:

**Gregory George**

371 Channelside Walkway  
PH 1702, Tampa  
Florida, 33602

**G to the Fourth Investments, LLC**

831 Laca Street  
Dayton  
Nevada, 89403

**James George**

371 Channelside Walkway  
PH 1702, Tampa  
Florida, 33602

**Grant George**

371 Channelside Walkway  
PH 1702, Tampa  
Florida, 33602

- (c) Citizenship

Gregory George, James George and Grant George are U.S. citizens.  
G to the Fourth Investments, LLC, is organized in Nevada

- (d) Title of Class of Securities

Ordinary Shares / American Depositary Receipts

- (e) CUSIP Number

590717104

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**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

**Item 4. Ownership.**

The ownership information below represents beneficial ownership of ordinary shares as represented by American Depositary Receipts by the Reporting Persons as of August 24, 2023, based upon 814,204,825 ordinary shares of the issuer outstanding as of August 24, 2023.

Gregory George is the sole beneficial owner of 29,049,805 ordinary shares, which include 6,830,602 ordinary shares underlying warrants and 22,205,910 ordinary shares held in the form of American Depositary Receipts (“ADRs”).

Gregory George is a member of G to the Fourth Investments, LLC and has discretionary authority to vote and dispose of 39,242,597 ordinary shares held by G to the Fourth Investments, LLC. Gregory George may be deemed to be the beneficial owner of these shares.

Gregory George has discretionary authority to vote and dispose of 2,500,000 ordinary shares held in the form of ADRs by his son James George. Gregory George may be deemed to be the beneficial owner of these shares.

Gregory George has discretionary authority to vote and dispose of 2,405,000 ordinary shares held in the form of ADRs by his son Grant George. Gregory George may be deemed to be the beneficial owner of these shares.

**Gregory George**

- a) Amount beneficially owned: **73,197,402**
  - b) Percent of class: **8.99%**
  - c) Number of shares as to which the person has:
    - i. Sole power to vote or to direct the vote: **29,049,805**
    - ii. Shared power to vote or to direct the vote: **44,147,597**
    - iii. Sole power to dispose or to direct the disposition of: **29,049,805**
    - iv. Shared power to dispose or to direct the disposition of: **44,147,597**
-

**James George**

- a) Amount beneficially owned: **2,500,000**
- b) Percent of class: **0.31%**
- c) Number of shares as to which the person has:
  - i. Sole power to vote or to direct the vote: **0**
  - ii. Shared power to vote or to direct the vote: **2,500,000**
  - iii. Sole power to dispose or to direct the disposition of: **0**
  - iv. Shared power to dispose or to direct the disposition of: **2,500,000**

**Grant George**

- a) Amount beneficially owned: **2,355,000**
- b) Percent of class: **0.29%**
- c) Number of shares as to which the person has:
  - i. Sole power to vote or to direct the vote: **0**
  - ii. Shared power to vote or to direct the vote: **2,355,000**
  - iii. Sole power to dispose or to direct the disposition of: **0**
  - iv. Shared power to dispose or to direct the disposition of: **2,355,000**

**G to the Fourth Investments, LLC**

- a) Amount beneficially owned: **32,284,567**
  - b) Percent of class: **4.82%**
  - c) Number of shares as to which the person has:
    - i. Sole power to vote or to direct the vote: **0**
    - ii. Shared power to vote or to direct the vote: **39,242,597**
    - iii. Sole power to dispose or to direct the disposition of: **0**
    - iv. Shared power to dispose or to direct the disposition of: **39,242,597**
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**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

(a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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