

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-1
REGISTRATION STATEMENT
Under
The Securities Act of 1933

MESOBLAST LIMITED
(Exact name of Registrant as specified in its charter)

Australia
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

Silviu Itescu
Chief Executive Officer and Executive Director
Level 38
55 Collins Street
Melbourne 3000
Australia

Telephone: +61 (3) 9639-6036
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Mesoblast Inc.
505 5th Ave,
New York, NY 10017
(212) 880-2060

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jeffrey D. Saper, Esq.
Steven V. Bernard, Esq.
Megan J. Baier, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304

Peter T. Howard
General Counsel and
Corporate Executive
Level 38
55 Collins Street
Melbourne 3000
Australia

Ian Davis
John Steven
Minter Ellison
Level 23, Rialto Towers
525 Collins Street
Melbourne 3000
Australia

Thomas J. Ivey, Esq.
Mark J. Leemen, Esq.
Skadden, Arps, Slate, Meagher
& Flom LLP
525 University Avenue
#1400
Palo Alto, CA 94301

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-207719

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered(1)	Amount to be Registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price(2)	Amount of registration fee(2)
Ordinary shares, no par value	9,988,365	US\$1.60	US\$15,981,384	US\$1,610

(1) Represents only the additional number of ordinary shares being registered. Does not include the securities that the registrant previously registered on the registration statement on Form F-1, as amended (File No. 333-207719).

(2) Estimated pursuant to Rule 457(a) under the Securities Act of 1933, as amended. Registrant previously registered 33,019,430 ordinary shares on Registration Statement on Form F-1 (File No. 333-207719), which was declared effective by the Securities and Exchange Commission on November 12, 2015. In accordance with Rule 462(b) of under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of US\$15,981,384 are hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Mesoblast Limited, a corporation incorporated under the laws of Australia (“Registrant”) is filing this registration statement with the Securities and Exchange Commission (“Commission”). This registration statement relates to the public offering of securities contemplated by the registration statement on Form F-1 originally filed on November 2, 2015, as amended (File No. 333-207719) (“Prior Registration Statement”), and which the Commission declared effective on November 12, 2015.

The Registrant is filing this registration statement for the sole purpose of increasing the aggregate number of American depositary shares (“ADSs”) offered by the Registrant by 1,997,673 ADSs. Each ADS represents five ordinary shares. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in New York, New York on this 12th day of November, 2015.

MESOBLAST LIMITED

By: /s/ Silviu Itescu

Name: Silviu Itescu

Title: Executive Director and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Brian Jamieson	Chairman of the Board of Directors	November 12, 2015
<u>/s/ Silviu Itescu</u> Dr. Silviu Itescu	Executive Director and Chief Executive Officer (Principal Executive Officer)	November 12, 2015
<u>*</u> Paul Hodgkinson	Chief Financial Officer (Principal Financial and Accounting Officer)	November 12, 2015
<u>*</u> William Burns	Director	November 12, 2015
<u>*</u> Donal O'Dwyer	Director	November 12, 2015
<u>*</u> Eric Rose	Director	November 12, 2015
<u>*</u> Ben-Zion Weiner	Director	November 12, 2015
<u>*</u> Michael Spooner	Director	November 12, 2015

*By: /s/ Silviu Itescu
Attorney-in-Fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the United States of Mesoblast Limited, has signed this registration statement or amendment thereto in New York, New York on November 12, 2015.

By: /s/ Michael Schuster
Name: Michael Schuster
Title: New Product and Technology Evaluation, Investor
Relations

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Minter Ellison.
23.1	Consent of PricewaterhouseCoopers, Independent Registered Public Accounting Firm.
23.2	Consent of Minter Ellison (included in Exhibit 5.1).
24.1*	Power of Attorney (filed as Exhibit 24.1 to the Registrant's Registration Statement on Form F-1, as amended (File No. 333-207719), originally filed with the Securities and Exchange Commission on November 2, 2014 and incorporated by reference herein).

* Previously filed

MinterEllison

13 November 2015

The Directors
Mesoblast Limited
55 Collins Street
Melbourne Vic 3000

Dear Sirs

Mesoblast Limited Registration Statement on Form F-1

1. Background

- 1.1 We have acted as Australian legal counsel to Mesoblast Limited (**Company**), a company incorporated under the laws of the Commonwealth of Australia, in connection with its public filing of a registration statement on Form F-1 as amended to the date of this letter (**Registration Statement**) under the U.S. Securities Act of 1933, as amended (**Securities Act**) with the U.S. Securities and Exchange Commission (**Commission**).
- 1.2 The Registration Statement relates to the public offering by the Company, as set out in the prospectus forming part of the Registration Statement (**Prospectus**) of American Depositary Shares (**ADS**) representing fully paid ordinary shares without par value in the Company (**Shares**) to be issued and sold by the Company.
- 1.3 We understand that the ADS are to be sold to the Underwriters for resale to the public in the United States as described in the Registration Statement and pursuant to an underwriting agreement, to be entered into between the Company and the underwriters (**Underwriting Agreement**).
- 1.4 The Registration Statement, including the Prospectus, is referred to in this letter collectively (and unless the context requires otherwise) as the **Documents**.

Level 23 Rialto Towers 525 Collins Street Melbourne
GPO Box 769 Melbourne VIC 3001 Australia DX 204 Melbourne
T +61 3 8608 2000 F +61 3 8608 1000 minterellison.com

2. Documents examined and searches conducted and relied on by us

2.1 For the purposes of this opinion, we have examined and relied on copies of the following documents:

- (a) the Registration Statement, in the form received by us via email on 12 November 2015 at 8:00 am (AEDT);
- (b) a draft of the Prospectus forming part of that Registration Statement;
- (c) a certificate dated 2 November 2015 signed by or on behalf of the directors of the Company (**Directors**) certifying the accuracy and completeness of the constitution of the Company, and draft minutes of meetings of the Directors held on 29 October 2015 and 30 October 2015, and a certificate signed by or on behalf of the Directors certifying the accuracy and completeness of draft minutes of a meeting of the Directors held on 13 November 2015;
- (d) the documents referred to in the certificates;
- (e) a search of the electronically available public register of the Company available on the on-line database of the Australian Securities and Investments Commission on 9.38 am on 30 October 2015; and
- (f) a search of the Company on the publicly available electronic Insolvency Notices register on 9.38 am on 30 October 2015.

3. Assumptions in providing this letter

For the purposes of this opinion, we have assumed:

- (a) the genuineness of all signatures;
- (b) the authenticity and completeness of all documents submitted to us as originals;
- (c) all documents submitted to us as copies conform with the originals, and all copy documents are complete and up to date;
- (d) all relevant original documents continue in full force and effect and all signatures, seals, dates, duty stamps and markings appearing on all documents and copy documents submitted to us are genuine;
- (e) any documents which purport to be governed by the law of any jurisdiction other than the laws of the Commonwealth of Australia are legal, valid and binding obligations of all parties to those documents and none of the execution, delivery or performance of any document by any party to the document violates or contravenes or is rendered invalid, not binding or unenforceable under any applicable law under any jurisdiction other than the laws of the Commonwealth of Australia; and
- (f) all public records and searches which we have examined are accurate and the information disclosed by the searches conducted by us is true and complete and such information has not since been altered and the searches did not fail to disclose any information which had been delivered for registration, lodgement or filing against the Company's records but which did not appear on the public records at the date of our search.

4. Limitations and qualifications

- 4.1 This opinion, which is governed by and to be interpreted in accordance with, the laws of the State of Victoria, Australia, is given only with respect to the laws of that State and of the Commonwealth of Australia that are in effect on the date of this opinion. We have not investigated and do not express any view about, any law other than that of Australia.
- 4.2 We have relied on the assumptions contained in section 129 of the Corporations Act with respect to the Company.
- 4.3 We express no view on any matter requiring skill or expertise of a non-legal nature, such as financial, statistical, accounting, commercial or actuarial matters.
- 4.4 This opinion is limited to the matters stated in this letter, and no opinion is implied or may be inferred beyond the matters expressly stated.

5. Opinion

5.1 Based on and subject to the above, in our opinion:

- (a) the Company is duly incorporated and validly existing under the laws of Australia and in 'good standing' (as the term 'good standing' is not defined under the laws of the Commonwealth of Australia, we have assumed that the expression means that there are no current orders for the winding up of the Company, no appointment of a liquidator of the Company, no appointment of a receiver to all or a substantial part of its assets and no notice of its proposed deregistration); and
- (b) on issue of the Shares against payment for the Shares offered under the Documents, the Shares will be validly issued, fully paid and 'non-assessable' (for the purposes of this opinion, the term 'non-assessable' when used to describe the liability of a person as the registered holder of shares is not a concept known under the laws of the Commonwealth of Australia, so we have assumed those words to mean that holders of such Shares, having fully paid all amounts due on the issue of such Shares, are under no personal liability under the Corporations Act to contribute to the assets and liabilities of the Company on a winding up of the Company in their capacity solely as holders of such Shares).

5.2 This opinion is deemed to be given as at the date of the effectiveness of the Registration Statement and will speak as at that date and we do not undertake any obligation to advise you of any changes (including but not limited to any subsequently enacted, published or reported laws, regulations or binding authority) that may occur or come to our attention after the date of this letter which may affect our opinion.

6. Consent

We consent to the use of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated under that Act.

Yours faithfully
/s/ **MinterEllison**

Contact: Bart Oude-Vrielink T: +61 3 8608 2942
F: +61 3 8608 1151 bart.oude-vrielink@minterellison.com
Partner: Bart Oude-Vrielink T: +61 3 8608 2942
OUR REF: BFO 1070678

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated September 21, 2015 relating to the consolidated financial statements of Mesoblast Limited, which appears in Amendment No. 1 to the Registration Statement on Form F-1 (No. 333-207719). We also consent to the reference to us under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form F-1 (No. 333-207719).

/s/ PricewaterhouseCoopers
Melbourne, Australia
November 12, 2015