
**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 November 2015

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 November 23, 2015, Mesoblast Limited submitted the Change in Director's Interest Notice form to the Australian Securities Exchange, a copy of which is attached to this report as Exhibit 99.1.

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/ Peter T. Howard

Peter T. Howard
General Counsel and Corporate Executive

Dated: November 25, 2015

INDEX TO EXHIBITS

Item

99.1 Change of Director's Interest Notice

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity Mesoblast Limited

ABN 68 109 431 870

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director

Donal O'Dwyer

Date of last notice

13 July 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest

Indirect

Nature of indirect interest

(including registered holder)

Registered holder Dundrum Investments Pty Ltd as trustee for O'Dwyer Family Trust

Note: Provide details of the circumstances giving rise to the relevant interest.

Date of change

19 November 2015

No. of securities held prior to change

511,824 Options held as follows:

- 255,912 options held directly; and
- 255,912 options held indirectly.

592,903 Ordinary Shares held as follows:

- 300,000 shares held directly; and
- 292,903 shares held indirectly.

Class

Ordinary Shares

Number acquired

26,915

Number disposed

N/A

Value/Consideration

A\$49,999.65

Note: If consideration is non-cash, provide details and estimated valuation

+ See chapter 19 for defined terms.

No. of securities held after change

511,824 Options held as follows:

- 255,912 options held directly; and
- 255,912 options held indirectly.

619,818 Ordinary Shares held as follows:

- 300,000 shares held directly; and
- 319,818 shares held indirectly.

Nature of change

Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back

On-market share purchase

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract

N/A

Nature of interest

N/A

**Name of registered holder
(if issued securities)**

N/A

Date of change

N/A

No. and class of securities to which interest related prior to change

N/A

Note: Details are only required for a contract in relation to which the interest has changed

Interest acquired

N/A

Interest disposed

N/A

Value/Consideration

N/A

Note: If consideration is non-cash, provide details and an estimated valuation

Interest after change

N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?

No

If so, was prior written clearance provided to allow the trade to proceed during this period?

N/A

+ See chapter 19 for defined terms.

If prior written clearance was provided, on what date was this provided? N/A

+ See chapter 19 for defined terms.

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