
**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 25, 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 25, 2017, Mesoblast Limited submitted Change in Director's Interest Notice forms to the Australian Securities Exchange, copies of which are attached to this report as Exhibit 99.2.

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 28, 2017

INDEX TO EXHIBITS

Item

- 99.1 Press release of Mesoblast Ltd, dated September 25, 2017.
- 99.2 Change of Director's Interest Notice, Brian Jamieson, William Burns, Donal O'Dwyer, Michael Spooner.

MESOBLAST PRESENTS CORPORATE UPDATES AT GLOBAL HEALTHCARE CONFERENCES

New York, USA; and Melbourne, Australia; September 25, 2017: Mesoblast Limited (ASX:MSB; Nasdaq: MESO) today announced that the company will this week present corporate updates at the annual Cantor Fitzgerald Global Healthcare Conference and the Ladenburg Thalmann Healthcare Conference, both being held in New York City, New York.

The Company presentations will focus on the Phase 3 clinical trials of its lead product candidates in acute graft versus host disease (aGVHD), chronic low back pain due to disc degeneration (CLBP), and chronic heart failure (CHF), and on potential regulatory strategies to achieve accelerated approval pathways for these product candidates based on the serious and life-threatening nature of the diseases and the cumulative clinical results obtained to date using the Company's proprietary mesenchymal lineage cell technology platforms.

The Company has significant upcoming milestones in regard to these Phase 3 assets, has strengthened its financial position post the recently completed institutional and retail entitlement offers, and continues to be in active discussions with several potential strategic partners, including Mallinckrodt Pharmaceuticals plc.

Mesoblast's lead product candidate for treatment of steroid-refractory acute aGVHD is **MSC-100-IV**, and this product candidate has been granted a Fast Track designation by the United States Food and Drug Administration (FDA). MSC-100-IV has been used extensively under an Expanded Access Program with very encouraging results on both overall response and survival. The open-label Phase 3 trial in up to 60 children successfully met a pre-specified interim futility analysis of the primary endpoint in November 2016, and the trial is expected to have top-line data readout in 2H CY17.

Mesoblast's lead product candidate for treatment of chronic low back pain due to disc degeneration is **MPC-06-ID**. The 360-patient Phase 3 trial is aiming to confirm the durable reduction in pain and improvement in function seen in the prior 100-patient Phase 2 trial, and is comparing a single intra-disc injection of MPC-06-ID or placebo (2:1 randomization). Additional objectives of the trial are to evaluate the potential of an intra-disc injection of MPC-06-ID to prevent or reduce the use of opioids in these patients, a major focus of the 21st Century Cures Act given the opioid epidemic. The Phase 3 trial is expected to complete enrollment in Q4 CY17.

Mesoblast's lead product candidate for chronic heart failure is **MPC-150-IM**, currently being evaluated in two complementary Phase 2b/3 trials for the treatment of patients with either end-stage or advanced heart failure. In these trials, the same product dose and formulation is delivered by either direct epicardial injection surgically or by catheter-based endomyocardial injection.

In patients with end-stage heart failure, 1-year mortality approaches 50% on maximal medical therapy alone. In the 159-patient Phase 2b trial, MPC-150-IM or placebo (2:1 randomized) is injected directly into the epicardium of damaged heart muscle, with a primary objective to strengthen the heart muscle sufficiently that it can temporarily support the circulation without assistance from a left ventricular assist device (LVAD). The primary end-point will be measured at 6 months, with top-line results expected in Q1 CY2018.

In the Phase 3 trial of up to 600 patients with moderate to severe heart failure, MPC-150-IM or placebo (1:1 randomized) is injected by catheter into the endomyocardium. In April 2017, the pre-specified interim futility analysis of the trial's efficacy endpoint of reducing recurrent hospitalizations was successful in the first 270 patients, and over 400 patients have been randomized to date. Enrollment is expected to complete in 2H CY18 and the results from this Phase 3 trial in advanced heart failure will be used to complement the results from the Phase 2b trial in end-stage heart failure.

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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.

Forward-Looking Statements

This announcement includes forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. Forward-looking statements should not be read as a guarantee of future performance or results, and actual results may differ from the results anticipated in these forward-looking statements, and the differences may be material and adverse. Forward-looking statements include, but are not limited to, statements about: the initiation, timing, progress and results of Mesoblast's preclinical and clinical studies, and Mesoblast's research and development programs; Mesoblast's ability to advance product candidates into, enroll and successfully complete, clinical studies, including multi-national clinical trials; Mesoblast's ability to advance its manufacturing capabilities; the timing or likelihood of regulatory filings and approvals, manufacturing activities and product marketing activities, if any; the commercialization of Mesoblast's product candidates, if approved; regulatory or public perceptions and market acceptance surrounding the use of stem-cell based therapies; the potential for Mesoblast's product candidates, if any are approved, to be withdrawn from the market due to patient adverse events or deaths; the potential benefits of strategic collaboration agreements and Mesoblast's ability to enter into and maintain established strategic collaborations; Mesoblast's ability to establish and maintain intellectual property on its product candidates and Mesoblast's ability to successfully defend these in cases of alleged infringement; the scope of protection Mesoblast is able to establish and maintain for intellectual property rights covering its product candidates and technology; estimates of Mesoblast's expenses, future revenues, capital requirements and its needs for additional financing; Mesoblast's financial performance; developments relating to Mesoblast's competitors and industry; and the pricing and reimbursement of Mesoblast's product candidates, if approved. You should read this press release together with our risk factors, in our most recently filed reports with the SEC or on our website. Uncertainties and risks that may cause Mesoblast's actual results, performance or achievements to be materially different from those which may be expressed or implied by such statements, and accordingly, you should not place undue reliance on these forward-looking statements. We do not undertake any obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

For further information, please contact:

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25 September 2017

Mesoblast Limited - Director participation in recent entitlement offer

Attached are Change of Director's Interest Notices for those directors who were eligible to participate in Mesoblast's recently completed accelerated entitlement offer.

A Change of Director's Interest Notice for Silviu Itescu, who participated in the accelerated institutional component of the entitlement offer, was released to the market on 6 September 2017.

Yours faithfully

Charlie Harrison
Company Secretary

Mesoblast Limited
ABN 68 109 431 870

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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	Brian Jamieson
Date of last notice	27 November 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Held by trustee for Jamieson Pension Fund
Date of change	18 September 2017
No. of securities held prior to change	625,000 ordinary shares held as follows: <ul style="list-style-type: none">• 150,000 shares held directly; and• 475,000 shares held indirectly. *Note that 185,000 shares have been moved from a direct holding to an indirect holding since the last Appendix 3Y lodged by Mr Jamieson.
Class	Ordinary Shares
Number acquired	20,000 ordinary shares
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$28,000

+ See chapter 19 for defined terms.

No. of securities held after change	645,000 ordinary shares held as follows: •150,000 shares held directly; and •495,000 shares held indirectly.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Participation in entitlement offer announced on 25 August 2017.

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
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
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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	William Burns
Date of last notice	30 November 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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable
Date of change	18 September 2017
No. of securities held prior to change	28,000 ordinary shares 80,000 options
Class	Ordinary Shares
Number acquired	2,330
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$3,262

+ See chapter 19 for defined terms.

No. of securities held after change	30,330 ordinary shares 80,000 options
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Participation in entitlement offer announced on 25 August 2017.

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
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
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Appendix 3Y

Change of Director's Interest Notice

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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	2 May 2017

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered holder Dundrum Investments Pty Ltd as trustee for O'Dwyer Family Trust
Date of change	18 September 2017
No. of securities held prior to change	255,912 options held as follows: <ul style="list-style-type: none">• 255,912 options held directly; and• Nil options held indirectly. 875,730 Ordinary Shares held as follows: <ul style="list-style-type: none">• 555,912 shares held directly; and• 319,818 shares held indirectly.
Class	Ordinary Shares
Number acquired	17,500
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$24,500

+ See chapter 19 for defined terms.

No. of securities held after change	255,912 options held as follows: <ul style="list-style-type: none"> • 255,912 options held directly; and • Nil options held indirectly. 893,230 ordinary shares held as follows: <ul style="list-style-type: none"> • 555,912 shares held directly; and • 337,318 shares held indirectly.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Participation in entitlement offer announced on 25 August 2017.

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
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
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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	Michael Spooner
Date of last notice	4 July 2011

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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-
Date of change	18 September 2017
No. of securities held prior to change	1,059,000 ordinary shares held as follows: <ul style="list-style-type: none">• 1,050,000 ordinary shares held directly; and• 9,000 ordinary shares held by Michael Spooner family trust.
Class	Ordinary Shares
Number acquired	10,000 ordinary shares
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$14,000

+ See chapter 19 for defined terms.

No. of securities held after change	1,069,000 ordinary shares held as follows: <ul style="list-style-type: none"> • 1,060,000 ordinary shares held directly; and • 9,000 ordinary shares held by Michael Spooner family trust
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Participation in entitlement offer announced on 25 August 2017.

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
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
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