
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 January 2026

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

INFORMATION CONTAINED ON THIS REPORT ON FORM 6-K

On January 13, 2026, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, notification of issue, conversion or payment up of unquoted equity securities (Appendix 3G) which is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

On January 13, 2026, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, application for quotation of securities (Appendix 2A) which is attached hereto as Exhibit 99.2, and is incorporated herein by reference.

On January 13, 2026, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, change of director's interest notice (Appendix 3Y) which is attached hereto as Exhibit 99.3, 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/ Niva Sivakumar

Niva Sivakumar
Company Secretary

Dated: January 14, 2026

INDEX TO EXHIBITS

Item

- [99.1](#) Appendix 3G of Mesoblast Ltd, dated January 13, 2026.
- [99.2](#) Appendix 2A of Mesoblast Ltd, dated January 13, 2026.
- [99.3](#) Appendix 3Y of Mesoblast Ltd, dated January 13, 2026.



Announcement Summary

Entity name

MESOBLAST LIMITED

Date of this announcement

Tuesday January 13, 2026

The +securities the subject of this notification are:

Unquoted options that have been exercised or other unquoted +convertible securities that have been converted

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
MSB	ORDINARY FULLY PAID	6,856,460	09/01/2026

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

MESOBLAST LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

Registration number

ABN

68109431870

1.3 ASX issuer code

MSB

1.4 The announcement is

New announcement

1.5 Date of this announcement

13/1/2026



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

Unquoted options that have been exercised or other unquoted +convertible securities that have been converted

2.2b The +securities being issued, transferred or re-classified as a result of the options being exercised or other +convertible securities being converted are:

securities that have already been quoted on ASX ("existing class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

The right of the holder of the options or other +convertible securities to receive the +underlying securities is being satisfied by:

A transfer of existing +securities

The underlying securities being received by the holder are:

Already quoted by ASX

Existing +securities converting into an existing class

FROM (Existing Class)

ASX +Security code and description

MSBAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

TO (Existing Class)

ASX +Security code and description

MSB : ORDINARY FULLY PAID

Please state the number of options that were exercised or other +convertible securities that were converted

6,856,460

The first date the options were exercised or other +convertible securities were converted

1/10/2025

The last date the options were exercised or other +convertible securities were converted

9/1/2026

Is this all of the options or other +convertible securities on issue of that type?

No

Were the options being exercised or other +convertible securities being converted issued under an +employee incentive scheme?

Yes

Are any of the options being exercised or other +convertible securities being converted held by +key management personnel (KMP) or an +associate?

Yes

Provide details of the KMP or +associates who are exercising options or converting +convertible securities.

Name of KMP	Name of registered holder	Number of +securities
Eric Rose	Eric Rose	1,280,651

Date the +securities the subject of this notification were issued/transferred

9/1/2026

Any other information the entity wishes to provide about the +securities the subject of this notification

Exercise by non-KMP of existing options issued in 2018, 2019, 2021, 2022, 2023 and 2024. Exercise of KMP of options issued in 2024 which were required to be exercised by 13 March 2026.



Issue details

Number of +securities

6,856,460



Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this notification, the +securities of the entity will comprise:

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (Total number of each +class of +securities issued and quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MSB : ORDINARY FULLY PAID	1,282,967,187

4.2 Unquoted +securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MSBAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	81,262,569
MSBAA : WARRANTS 2	2,000,000
MSBAO : WARRANTS	15,027,327
MSBAP : ADS WARRANTS	884,838
MSBAB : WARRANTS 3	2,000,000



Announcement Summary

Entity name

MESOBLAST LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday January 13, 2026

The +securities to be quoted are:

+Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer

Total number of +securities to be quoted

ASX +security code	Security description	Number of +securities to be quoted	Issue date
MSB	ORDINARY FULLY PAID	7,335,000	19/12/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

MESOBLAST LIMITED

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ABN

Registration number

68109431870

1.3 ASX issuer code

MSB

1.4 The announcement is

New announcement

1.5 Date of this announcement

13/1/2026



Part 2 - Type of Issue

2.1 The +securities to be quoted are:

+Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer

2.2 The +class of +securities to be quoted is:

Additional +securities in a class that is already quoted on ASX ("existing class")



Part 3B - number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an

Appendix 3B

Additional +securities to be quoted in an existing class issued under an +employee incentive scheme

FROM (Existing Class)

ASX +security code and description

No security currently exists

FROM (Existing Class)

+Security description

Not applicable

TO (Existing Class)

ASX +security code and description

MSB : ORDINARY FULLY PAID

Please state the number of +securities issued under the +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer

7,335,000

Please provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

Refer to Item 9 in Notice of Meeting released 27 October 2025

<https://announcements.asx.com.au/asxpdf/20251027/pdf/06r26qhbfg417f.pdf>

Are any of these +securities being issued to +key management personnel (KMP) or an +associate

No

Issue date

19/12/2025

Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Issue details

Number of +securities to be quoted

7,335,000

Are the +securities being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Shares issued to employee share plan trustee for exercise of previously granted options under Company's employee share option plan where such options have been granted and met all vesting conditions

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

0.000000

Any other information the entity wishes to provide about the +securities to be quoted

Shares issued to employee share plan trustee for option exercises and reduction in total option numbers as notified on a contemporaneously lodged "Appendix 3G - Notification regarding unquoted securities", and Appendix 3Gs lodged on 14 October 2025 and 28 October 2025



Part 4 - Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
MSB : ORDINARY FULLY PAID	1,290,302,187

4.2 Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MSBAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	88,119,029
MSBAA : WARRANTS 2	2,000,000
MSBAO : WARRANTS	15,027,327
MSBAP : ADS WARRANTS	884,838
MSBAB : WARRANTS 3	2,000,000



Part 5 - Other Listing Rule requirements

5.1 Are the securities being issued under an exception in Listing Rule 7.2 and therefore the issue does not need any security holder approval under Listing Rule 7.1?
Yes

5.1a Select the number of the applicable exception in Listing Rule 7.2

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Appendix 3Y
Change of Director's Interest Notice

Rule 3.19A.2

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	Dr Eric Rose
Date of last notice	14 October 2025

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>	Eric Rose
Date of change	6 January to 9 January 2026
No. of securities held prior to change	6,107,293 ordinary shares (including 71,472 ADS) 6,874,102 options
Class	Ordinary Shares
Number acquired	1,280,651 ordinary shares acquired
Number disposed	638,670 ordinary shares sold on-market to fund the exercise price and directors tax liability for options which were required to be exercised by 13 March 2026 (to avoid expiry)

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<p>Exercise price of A\$12,807 for the options which were approved by shareholders at the 2024 AGM</p> <p>A\$1,894,152 was received for the ordinary shares sold on-market with these proceeds used entirely to fund the exercise price and directors tax liability for options which were required to be exercised by 13 March 2026 (to avoid expiry)</p>
<p>No. of securities held after change</p>	<p>6,749,274 ordinary shares (including 71,472 ADS)</p> <p>5,593,451 options</p>
<p>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></p>	<p>Exercise of options and on-market share trade to fund exercise price and directors tax liability for options</p>

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.

<p>Detail of contract</p>	<p>Not applicable</p>
<p>Nature of interest</p>	<p>Not applicable</p>
<p>Name of registered holder (if issued securities)</p>	<p>Not applicable</p>
<p>Date of change</p>	<p>Not applicable</p>
<p>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></p>	<p>Not applicable</p>
<p>Interest acquired</p>	<p>Not applicable</p>
<p>Interest disposed</p>	<p>Not applicable</p>
<p>Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small></p>	<p>Not applicable</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest after change	Not applicable
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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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

⁺ See chapter 19 for defined terms.

