
FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2014

Commission File Number: 001-33178

MELCO CROWN ENTERTAINMENT LIMITED

36th Floor, The Centrium

60 Wyndham Street

Central

Hong Kong

(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):

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):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- N/A

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[Exhibit 99.1](#)

SIGNATURE

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 authorized.

MELCO CROWN ENTERTAINMENT LIMITED

By: /s/ Geoffrey Davis
Name: Geoffrey Davis, CFA
Title: Chief Financial Officer

Date: March 31, 2014

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------------|--|
| Exhibit 99.1 | Grant of share options and restricted shares |

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Melco Crown Entertainment
新濠博亞娛樂

Melco Crown Entertainment Limited

新濠博亞娛樂有限公司

(Incorporated in the Cayman Islands with Limited Liability)
(SEHK Stock Code: 6883)

GRANT OF SHARE OPTIONS AND RESTRICTED SHARES

The Board announces that on March 28, 2014, the Company has granted (i) share options to subscribe for a total of 1,286,700 Shares; and (ii) restricted shares in respect of a total of 729,855 Shares, pursuant to the 2011 Share Incentive Plan.

The board of directors (the “**Board**”) of Melco Crown Entertainment Limited (the “**Company**”) announces that on March 28, 2014, the Company has granted to certain employees (i) share options (the “**Share Options**”) to subscribe for a total of 1,286,700 ordinary shares of US\$0.01 each of the Company (the “**Shares**”) and (ii) restricted shares in respect of a total of 729,855 Shares pursuant to the 2011 share incentive plan adopted on October 6, 2011 (the “**2011 Share Incentive Plan**”). Details of the grants are as follows.

(i) Share Options

| | |
|--|---|
| Date of grant | March 28, 2014 |
| Exercise price | US\$12.98 per Share |
| Number of underlying Shares involved | 1,286,700 |
| Closing price of the Shares on the date of grant | US\$12.4867 per Share |
| Validity period of the Share Options | The Share Options are valid for a period of 10 years from the date of grant |

The Share Options were granted with the following vesting dates:

| Number of Share Options | Vesting date | |
|--------------------------------|---------------------|----------------|
| 21,624 (Note) | March 28, 2016 | March 28, 2017 |
| 1,265,076 | March 28, 2017 | |

Note: Two-third and one-third of 21,624 Share Options are to be vested on March 28, 2016 and March 28, 2017 respectively.

Among the Share Options granted above, Share Options to subscribe for 320,343 Shares were granted, with the approval of the compensation committee of the Company which comprises independent non-executive directors of the Company, to the following director of the Company and details are as follows:

| <u>Name</u> | <u>Position</u> | <u>Number of underlying Shares involved</u> |
|---------------------------|---|---|
| Mr. Ho, Lawrence Yau Lung | Co-chairman, chief executive officer and executive director | 320,343 |

(ii) Restricted Shares

| | |
|---------------------------|-----------------|
| Date of grant | March 28, 2014 |
| Number of Shares involved | 729,855 |
| Vesting Period | Maximum 3 years |

Among the restricted share granted above, restricted share in respect of 246,652 Shares were granted, with the approval of the compensation committee of the Company which comprises independent non-executive directors of the Company, to the following directors of the Company and details are as follows:

| <u>Name</u> | <u>Position</u> | <u>Number of restricted shares</u> | <u>Number of underlying Shares involved</u> | <u>Vesting date</u> | | |
|---------------------------------|---|------------------------------------|---|-----------------------|-----------------------|-----------------------|
| | | | | <u>March 28, 2015</u> | <u>March 28, 2016</u> | <u>March 28, 2017</u> |
| Ho, Lawrence Yau Lung | Co-chairman, chief executive officer and executive director | 160,171 | 160,171 | 0 | 0 | 160,171 |
| Packer, James Douglas | Non-executive director (Co-chairman) | 9,609 | 9,609 | 3,201 | 3,204 | 3,204 |
| Chung, Clarence Yuk Man | Non-executive director | 9,609 | 9,609 | 3,201 | 3,204 | 3,204 |
| Tsui, Yiu Wa Alec | Independent non-executive director | 9,609 | 9,609 | 3,201 | 3,204 | 3,204 |
| Wang, John Peter Ben | Non-executive director | 9,609 | 9,609 | 3,201 | 3,204 | 3,204 |
| Mactier, Robert Wason | Independent non-executive director | 9,609 | 9,609 | 3,201 | 3,204 | 3,204 |
| Wu, Thomas Jefferson | Independent non-executive director | 9,609 | 9,609 | 3,201 | 3,204 | 3,204 |
| MacKenzie, James Andrew Charles | Independent non-executive director | 9,609 | 9,609 | 3,201 | 3,204 | 3,204 |
| Craigie, Rowen Bruce | Non-executive director | 9,609 | 9,609 | 3,201 | 3,204 | 3,204 |
| Nisbet, William Todd | Non-executive director | 9,609 | 9,609 | 3,201 | 3,204 | 3,204 |

The grant of restricted shares as disclosed in this announcement does not constitute non-exempt connected transactions nor notifiable transactions under Chapter 14A or Chapter 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

By Order of the Board of
Melco Crown Entertainment Limited
Ho, Lawrence Yau Lung
Co-Chairman and Chief Executive Officer

Macau, March 31, 2014

As at the date of this announcement, the Board comprises one executive Director, namely Mr. Ho, Lawrence Yau Lung (Co-Chairman and Chief Executive Officer); five non-executive Directors, namely Mr. Packer, James Douglas (Co-Chairman), Mr. Wang, John Peter Ben, Mr. Chung, Clarence Yuk Man, Mr. Nisbet, William Todd, and Mr. Craigie, Rowen Bruce; and four independent non-executive Directors, namely Mr. MacKenzie, James Andrew Charles, Mr. Wu, Thomas Jefferson, Mr. Tsui, Yiu Wa Alec, and Mr. Mactier, Robert Wason.