
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

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

For the month of August 2012

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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Form 6-K
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[Exhibit 99.1 – Condensed Consolidated Financial Statements and Reconciliation](#)

Explanatory Note

This 6-K serves to provide holders of MCE Finance Limited's US\$600,000,000 10.25% senior notes due 2018 (the "Senior Notes") with MCE Finance Limited's unaudited condensed financial statements, on a consolidated basis, in respect of the second fiscal quarter of the fiscal year ending 2012, pursuant to the terms of the indenture, dated May 17, 2010, in connection with the offering of the Senior Notes. MCE Finance Limited is a wholly-owned subsidiary of Melco Crown Entertainment Limited.

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: August 29, 2012

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For the Six Months Ended June 30, 2012

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MCE Finance Limited
Condensed Consolidated Balance Sheets
(In thousands of U.S. dollars)

	June 30, 2012 <u>(Unaudited)</u>	December 31, 2011 <u>(Audited)</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,252,826	\$ 1,014,033
Accounts receivable, net	311,101	306,500
Amounts due from affiliated companies	231,787	211,989
Inventories	15,545	15,258
Prepaid expenses and other current assets	28,758	15,070
Total current assets	<u>1,840,017</u>	<u>1,562,850</u>
PROPERTY AND EQUIPMENT, NET	2,411,958	2,481,571
GAMING SUBCONCESSION, NET	570,886	599,505
INTANGIBLE ASSETS, NET	4,220	4,220
GOODWILL	81,915	81,915
LONG-TERM PREPAYMENT, DEPOSITS AND OTHER ASSETS	71,743	71,742
DEFERRED FINANCING COSTS	33,121	37,579
LAND USE RIGHTS, NET	401,246	408,630
TOTAL	<u>\$ 5,415,106</u>	<u>\$ 5,248,012</u>
LIABILITIES AND SHAREHOLDER'S EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 9,631	\$ 12,023
Accrued expenses and other current liabilities	559,828	527,164
Amount due to shareholder	17,389	16,649
Amounts due to affiliated companies	9,478	47,844
Total current liabilities	<u>596,326</u>	<u>603,680</u>
LONG-TERM DEBT	1,608,285	1,607,895
OTHER LONG-TERM LIABILITIES	5,250	4,986
DEFERRED TAX LIABILITIES	16,595	16,900
LAND USE RIGHT PAYABLE	—	8,281
ADVANCE FROM SHAREHOLDER	943,245	988,052
SHAREHOLDER'S EQUITY		
Ordinary shares	—	—
Additional paid-in capital	2,261,725	2,261,725
Accumulated other comprehensive income	2,635	2,635
Accumulated losses	(18,955)	(246,142)
Total shareholder's equity	<u>2,245,405</u>	<u>2,018,218</u>
TOTAL	<u>\$ 5,415,106</u>	<u>\$ 5,248,012</u>

MCE Finance Limited
Condensed Consolidated Statements of Operations (Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
OPERATING REVENUES				
Casino	\$ 905,962	\$ 921,488	\$ 1,896,834	\$ 1,692,361
Rooms	28,264	25,670	58,054	49,832
Food and beverage	15,999	14,955	33,415	30,308
Entertainment, retail and others	23,142	23,809	53,850	47,269
Gross revenues	973,367	985,922	2,042,153	1,819,770
Less: promotional allowances	(32,344)	(23,883)	(64,213)	(45,219)
Net revenues	<u>941,023</u>	<u>962,039</u>	<u>1,977,940</u>	<u>1,774,551</u>
OPERATING COSTS AND EXPENSES				
Casino	(658,384)	(662,594)	(1,361,314)	(1,273,763)
Rooms	(3,456)	(4,439)	(7,586)	(9,024)
Food and beverage	(6,597)	(7,536)	(14,749)	(16,543)
Entertainment, retail and others	(16,416)	(16,124)	(30,764)	(29,158)
General and administrative	(53,120)	(55,310)	(117,735)	(109,448)
Pre-opening costs	(1,620)	(682)	(2,147)	(1,285)
Amortization of gaming subconcession	(14,310)	(14,310)	(28,619)	(28,619)
Amortization of land use rights	(4,913)	(4,882)	(9,826)	(9,763)
Depreciation and amortization	(65,115)	(63,909)	(131,446)	(127,231)
Property charges and others	(447)	—	(3,616)	(25)
Total operating costs and expenses	<u>(824,378)</u>	<u>(829,786)</u>	<u>(1,707,802)</u>	<u>(1,604,859)</u>
OPERATING INCOME	<u>116,645</u>	<u>132,253</u>	<u>270,138</u>	<u>169,692</u>
NON-OPERATING EXPENSES				
Interest expenses, net	(20,027)	(25,113)	(40,164)	(51,651)
Other finance costs	(2,566)	(3,954)	(5,116)	(8,110)
Reclassification of accumulated losses of interest rate swap agreements from accumulated other comprehensive income	—	(4,310)	—	(4,310)
Change in fair value of interest rate swap agreements	—	—	363	—
Foreign exchange (loss) gain, net	(418)	(99)	1,660	293
Loss on extinguishment of debt	—	(25,193)	—	(25,193)
Total non-operating expenses	<u>(23,011)</u>	<u>(58,669)</u>	<u>(43,257)</u>	<u>(88,971)</u>
INCOME BEFORE INCOME TAX	93,634	73,584	226,881	80,721
INCOME TAX CREDIT	196	382	306	577
NET INCOME	<u>\$ 93,830</u>	<u>\$ 73,966</u>	<u>\$ 227,187</u>	<u>\$ 81,298</u>

MCE Finance Limited
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012 ⁽¹⁾	2011 ⁽¹⁾⁽²⁾	2012 ⁽¹⁾	2011 ⁽¹⁾⁽²⁾
CASH FLOWS FROM OPERATING ACTIVITIES				
Net cash provided by operating activities	\$ 100,386	\$ 150,611	\$ 345,604	\$ 307,842
CASH FLOWS FROM INVESTING ACTIVITIES				
Advance to shareholder	—	(56,140)	(50,000)	(56,140)
Acquisition of property and equipment	(25,949)	(8,499)	(48,123)	(22,835)
Payment for land use right	—	—	(7,882)	(7,582)
Deposits for acquisition of property and equipment	(1,644)	(887)	(5,226)	(1,893)
Payment for entertainment production costs	(1,170)	—	(1,180)	—
Proceeds from sale of property and equipment	4	—	83	113
Changes in restricted cash	—	132,999	—	154,787
Net cash (used in) provided by investing activities	(28,759)	67,473	(112,328)	66,450
CASH FLOWS FROM FINANCING ACTIVITIES				
Payment of deferred financing costs	(239)	(27,139)	(257)	(27,305)
Advance from (repayment to) shareholder	2,487	(7,543)	5,034	(5,940)
Amount due to shareholder	640	89	740	335
Principal payments on long-term debt	—	(81,458)	—	(117,076)
Net cash provided by (used in) financing activities	2,888	(116,051)	5,517	(149,986)
NET INCREASE IN CASH AND CASH EQUIVALENTS	74,515	102,033	238,793	224,306
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,178,311	533,040	1,014,033	410,767
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>\$1,252,826</u>	<u>\$ 635,073</u>	<u>\$1,252,826</u>	<u>\$ 635,073</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOWS				
Cash paid for interest (net of capitalized interest)	\$ (36,199)	\$ (41,819)	\$ (42,435)	\$ (53,536)
NON-CASH INVESTING ACTIVITIES				
Construction costs and property and equipment funded through accrued expenses and other current liabilities	\$ 929	\$ 1,469	\$ 12,420	\$ 1,777
Land use right cost funded through accrued expenses and other current liabilities	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,442</u>	<u>\$ —</u>

- (1) The presentation of the condensed consolidated statements of cash flows has been amended pursuant to the requirements for interim reporting within the accounting principles generally accepted in the United States of America.
- (2) The condensed consolidated financial statements for 2011 reflect certain reclassifications, which have no effect on previously reported net income, to conform to the current period presentation.

MCE Finance Limited — Restricted Subsidiaries Group
Condensed Consolidated Balance Sheets (Unaudited)
(In thousands of U.S. dollars)

	June 30, 2012	December 31, 2011
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$1,252,826	\$ 1,014,033
Accounts receivable, net	311,101	306,500
Amounts due from affiliated companies	231,787	211,989
Amounts due from unconsolidated subsidiaries	2	2
Inventories	15,545	15,258
Prepaid expenses and other current assets	28,758	15,070
Total current assets	<u>1,840,019</u>	<u>1,562,852</u>
PROPERTY AND EQUIPMENT, NET	2,411,958	2,481,571
GAMING SUBCONCESSION, NET	570,886	599,505
INTANGIBLE ASSETS, NET	4,220	4,220
GOODWILL	81,915	81,915
LONG-TERM PREPAYMENT, DEPOSITS AND OTHER ASSETS	71,743	71,742
INVESTMENT IN UNCONSOLIDATED SUBSIDIARIES	106,146	56,146
DEFERRED FINANCING COSTS	33,121	37,579
LAND USE RIGHTS, NET	401,246	408,630
TOTAL	<u>\$5,521,254</u>	<u>\$ 5,304,160</u>
LIABILITIES AND SHAREHOLDER'S EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 9,631	\$ 12,023
Accrued expenses and other current liabilities	559,828	527,164
Amount due to shareholder	17,383	16,643
Amounts due to affiliated companies	9,478	47,844
Total current liabilities	<u>596,320</u>	<u>603,674</u>
LONG-TERM DEBT	1,608,285	1,607,895
OTHER LONG-TERM LIABILITIES	5,250	4,986
DEFERRED TAX LIABILITIES	16,595	16,900
LAND USE RIGHT PAYABLE	—	8,281
ADVANCE FROM SHAREHOLDER	1,049,385	1,044,192
SHAREHOLDER'S EQUITY		
Ordinary shares	—	—
Additional paid-in capital	2,261,725	2,261,725
Accumulated other comprehensive income	2,635	2,635
Accumulated losses	(18,941)	(246,128)
Total shareholder's equity	<u>2,245,419</u>	<u>2,018,232</u>
TOTAL	<u>\$5,521,254</u>	<u>\$ 5,304,160</u>

MCE Finance Limited — Restricted Subsidiaries Group
Condensed Consolidated Statements of Operations (Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
OPERATING REVENUES				
Casino	\$ 905,962	\$ 921,488	\$ 1,896,834	\$ 1,692,361
Rooms	28,264	25,670	58,054	49,832
Food and beverage	15,999	14,955	33,415	30,308
Entertainment, retail and others	23,142	23,809	53,850	47,269
Gross revenues	973,367	985,922	2,042,153	1,819,770
Less: promotional allowances	(32,344)	(23,883)	(64,213)	(45,219)
Net revenues	<u>941,023</u>	<u>962,039</u>	<u>1,977,940</u>	<u>1,774,551</u>
OPERATING COSTS AND EXPENSES				
Casino	(658,384)	(662,594)	(1,361,314)	(1,273,763)
Rooms	(3,456)	(4,439)	(7,586)	(9,024)
Food and beverage	(6,597)	(7,536)	(14,749)	(16,543)
Entertainment, retail and others	(16,416)	(16,124)	(30,764)	(29,158)
General and administrative	(53,121)	(55,310)	(117,736)	(109,448)
Pre-opening costs	(1,620)	(682)	(2,147)	(1,285)
Amortization of gaming subconcession	(14,310)	(14,310)	(28,619)	(28,619)
Amortization of land use rights	(4,913)	(4,882)	(9,826)	(9,763)
Depreciation and amortization	(65,115)	(63,909)	(131,446)	(127,231)
Property charges and others	(447)	—	(3,616)	(25)
Total operating costs and expenses	<u>(824,379)</u>	<u>(829,786)</u>	<u>(1,707,803)</u>	<u>(1,604,859)</u>
OPERATING INCOME	<u>116,644</u>	<u>132,253</u>	<u>270,137</u>	<u>169,692</u>
NON-OPERATING EXPENSES				
Interest expenses, net	(20,027)	(25,113)	(40,164)	(51,651)
Other finance costs	(2,566)	(3,954)	(5,116)	(8,110)
Reclassification of accumulated losses of interest rate swap agreements from accumulated other comprehensive income	—	(4,310)	—	(4,310)
Change in fair value of interest rate swap agreements	—	—	363	—
Foreign exchange (loss) gain, net	(418)	(99)	1,660	293
Loss on extinguishment of debt	—	(25,193)	—	(25,193)
Total non-operating expenses	<u>(23,011)</u>	<u>(58,669)</u>	<u>(43,257)</u>	<u>(88,971)</u>
INCOME BEFORE INCOME TAX	93,633	73,584	226,880	80,721
INCOME TAX CREDIT	196	382	306	577
NET INCOME	<u>\$ 93,829</u>	<u>\$ 73,966</u>	<u>\$ 227,186</u>	<u>\$ 81,298</u>

MCE Finance Limited — Restricted Subsidiaries Group
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012 ⁽¹⁾	2011 ⁽¹⁾⁽²⁾	2012 ⁽¹⁾	2011 ⁽¹⁾⁽²⁾
CASH FLOWS FROM OPERATING ACTIVITIES				
Net cash provided by operating activities	\$ 100,385	\$ 150,613	\$ 345,603	\$ 307,844
CASH FLOWS FROM INVESTING ACTIVITIES				
Advance to unconsolidated subsidiary	—	(56,140)	(50,000)	(56,140)
Acquisition of property and equipment	(25,949)	(8,499)	(48,123)	(22,835)
Payment for land use right	—	—	(7,882)	(7,582)
Deposits for acquisition of property and equipment	(1,644)	(887)	(5,226)	(1,893)
Payment for entertainment production costs	(1,170)	—	(1,180)	—
Proceeds from sale of property and equipment	4	—	83	113
Changes in restricted cash	—	132,999	—	154,787
Net cash (used in) provided by investing activities	(28,759)	67,473	(112,328)	66,450
CASH FLOWS FROM FINANCING ACTIVITIES				
Payment of deferred financing costs	(239)	(27,139)	(257)	(27,305)
Advance from (repayment to) shareholder	2,487	(7,543)	5,034	(5,940)
Amount due to shareholder	641	87	741	333
Principal payments on long-term debt	—	(81,458)	—	(117,076)
Net cash provided by (used in) financing activities	2,889	(116,053)	5,518	(149,988)
NET INCREASE IN CASH AND CASH EQUIVALENTS	74,515	102,033	238,793	224,306
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,178,311	533,040	1,014,033	410,767
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>\$1,252,826</u>	<u>\$ 635,073</u>	<u>\$1,252,826</u>	<u>\$ 635,073</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOWS				
Cash paid for interest (net of capitalized interest)	\$ (36,199)	\$ (41,819)	\$ (42,435)	\$ (53,536)
NON-CASH INVESTING ACTIVITIES				
Construction costs and property and equipment funded through accrued expenses and other current liabilities	\$ 929	\$ 1,469	\$ 12,420	\$ 1,777
Land use right cost funded through accrued expenses and other current liabilities	\$ —	\$ —	\$ 2,442	\$ —

- (1) The presentation of the condensed consolidated statements of cash flows has been amended pursuant to the requirements for interim reporting within the accounting principles generally accepted in the United States of America.
- (2) The condensed consolidated financial statements for 2011 reflect certain reclassifications, which have no effect on previously reported net income, to conform to the current period presentation.

MCE Finance Limited
Unaudited Reconciliation of Financial Condition and Results of Operations
of MCE Finance Limited — Restricted Subsidiaries Group to MCE Finance Limited
For the Six Months Ended June 30, 2012
(In thousands of U.S. dollars)

	Consolidated Total for MCE Finance Limited — Restricted Subsidiaries Group	Unrestricted Subsidiaries		Elimination	Consolidated Total for MCE Finance Limited
		Melco Crown (Macau Peninsula) Hotel Limited	Melco Crown (Macau Peninsula) Developments Limited		
Condensed Consolidated Balance Sheets (Unaudited)					
As of June 30, 2012					
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	\$ 1,252,826	\$	\$	\$	\$ 1,252,826
Accounts receivable, net	311,101				311,101
Amounts due from affiliated companies	231,787				231,787
Amounts due from (to) group companies	—	(1)	(1)	2	—
Amounts due from unconsolidated subsidiaries	2			(2)	—
Inventories	15,545				15,545
Prepaid expenses and other current assets	28,758				28,758
Total current assets	<u>1,840,019</u>	<u>(1)</u>	<u>(1)</u>	<u>—</u>	<u>1,840,017</u>
PROPERTY AND EQUIPMENT, NET	2,411,958				2,411,958
GAMING SUBCONCESSION, NET	570,886				570,886
INTANGIBLE ASSETS, NET	4,220				4,220
GOODWILL	81,915				81,915
LONG-TERM PREPAYMENT, DEPOSITS AND OTHER ASSETS	71,743				71,743
INVESTMENT IN UNCONSOLIDATED SUBSIDIARIES	106,146			(106,146)	—
DEFERRED FINANCING COSTS	33,121				33,121
LAND USE RIGHTS, NET	401,246				401,246
TOTAL	<u>\$ 5,521,254</u>	<u>\$ (1)</u>	<u>\$ (1)</u>	<u>\$(106,146)</u>	<u>\$ 5,415,106</u>
LIABILITIES AND SHAREHOLDER'S EQUITY					
CURRENT LIABILITIES					
Accounts payable	\$ 9,631	\$	\$	\$	\$ 9,631
Accrued expenses and other current liabilities	559,828				559,828
Amount due to shareholder	17,383	3	3		17,389
Amounts due to affiliated companies	9,478				9,478
Total current liabilities	<u>596,320</u>	<u>3</u>	<u>3</u>	<u>—</u>	<u>596,326</u>
LONG-TERM DEBT	1,608,285				1,608,285
OTHER LONG-TERM LIABILITIES	5,250				5,250
ADVANCE FROM (TO) GROUP COMPANIES	—		106,140	(106,140)	—
DEFERRED TAX LIABILITIES	16,595				16,595
ADVANCE FROM SHAREHOLDER	1,049,385		(106,140)		943,245
SHAREHOLDER'S EQUITY					
Ordinary shares	—	3	3	(6)	—
Additional paid-in capital	2,261,725				2,261,725
Accumulated other comprehensive income	2,635				2,635
Accumulated losses	(18,941)	(7)	(7)		(18,955)
Total shareholder's equity	<u>2,245,419</u>	<u>(4)</u>	<u>(4)</u>	<u>(6)</u>	<u>2,245,405</u>
TOTAL	<u>\$ 5,521,254</u>	<u>\$ (1)</u>	<u>\$ (1)</u>	<u>\$(106,146)</u>	<u>\$ 5,415,106</u>

MCE Finance Limited
Unaudited Reconciliation of Financial Condition and Results of Operations
of MCE Finance Limited — Restricted Subsidiaries Group to MCE Finance Limited
For the Six Months Ended June 30, 2012
(In thousands of U.S. dollars)

	Consolidated Total for MCE Finance Limited — Restricted Subsidiaries Group	Unrestricted Subsidiaries			Elimination	Consolidated Total for MCE Finance Limited
		MPEL (Delaware) LLC	Melco Crown (Macau Peninsula) Hotel Limited	Melco Crown (Macau Peninsula) Developments Limited		
Condensed Consolidated Statements of Operations						
(Unaudited)						
For the Six Months Ended June 30, 2012						
OPERATING REVENUES						
Casino	\$ 1,896,834	\$	\$	\$	\$	\$ 1,896,834
Rooms	58,054					58,054
Food and beverage	33,415					33,415
Entertainment, retail and others	53,850					53,850
Gross revenues	2,042,153	—	—	—	—	2,042,153
Less: promotional allowances	(64,213)					(64,213)
Net revenues	1,977,940	—	—	—	—	1,977,940
OPERATING COSTS AND EXPENSES						
Casino	(1,361,314)					(1,361,314)
Rooms	(7,586)					(7,586)
Food and beverage	(14,749)					(14,749)
Entertainment, retail and others	(30,764)					(30,764)
General and administrative	(117,736)	1				(117,735)
Pre-opening costs	(2,147)					(2,147)
Amortization of gaming subconcession	(28,619)					(28,619)
Amortization of land use rights	(9,826)					(9,826)
Depreciation and amortization	(131,446)					(131,446)
Property charges and others	(3,616)					(3,616)
Total operating costs and expenses	(1,707,803)	1	—	—	—	(1,707,802)
OPERATING INCOME	270,137	1	—	—	—	270,138
NON-OPERATING EXPENSES						
Interest expenses, net	(40,164)					(40,164)
Other finance costs	(5,116)					(5,116)
Change in fair value of interest rate swap agreements	363					363
Foreign exchange gain, net	1,660					1,660
Total non-operating expenses	(43,257)	—	—	—	—	(43,257)
INCOME BEFORE INCOME TAX	226,880	1	—	—	—	226,881
INCOME TAX CREDIT	306					306
NET INCOME	\$ 227,186	\$ 1	\$ —	\$ —	\$ —	\$ 227,187