

**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 June 2014

Commission File Number: 001-33178

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**MELCO CROWN ENTERTAINMENT LIMITED**

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**36<sup>th</sup> Floor, The Centrium  
60 Wyndham Street  
Central  
Hong Kong**  
(Address of principal executive offices)

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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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[Signature](#)  
[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

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Date: June 3, 2014

**EXHIBIT INDEX**

Exhibit  
No.    Description

99.1    Grant of share options and restricted shares by a subsidiary

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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 BY A SUBSIDIARY

The Board announces that on May 30, 2014, MCP has granted (i) share options to subscribe for a total of 4,861,003 MCP Shares; and (ii) restricted shares in respect of a total of 4,738,684 MCP Shares, pursuant to the MCP Share Incentive Plan.

The board of directors (the “**Board**”) of Melco Crown Entertainment Limited (the “**Company**”) announces that on May 30, 2014, Melco Crown (Philippines) Resorts Corporation (“**MCP**”), a company formed under the laws of the Philippines whose shares are listed on the Philippine Stock Exchange and a subsidiary of the Company, has granted to certain employees and directors of the Company and MCP and other eligible participants under the share incentive plan of MCP (the “**MCP Share Incentive Plan**”) (i) share options (the “**MCP Share Options**”) to subscribe for a total of 4,861,003 common shares with a par value of \*PHP1.00 each of MCP (the “**MCP Shares**”) and (ii) restricted shares (the “**MCP Restricted Shares**”) in respect of a total of 4,738,684 MCP Shares, pursuant to the MCP Share Incentive Plan.

The total number of underlying MCP Shares involved in this grant of the MCP Share Options and MCP Restricted Shares is 9,599,687 MCP Shares. As of the date of grant, MCP has obtained the formal written approval from the Securities and Exchange Commission of the Philippines (“**SEC**”) to exempt from registration the issuance of up to 13,585,772 MCP Shares upon exercise of MCP Share Options and/or grant of MCP Restricted Shares pursuant to the MCP Share Incentive Plan.

\* PHP means Philippines peso, the lawful currency of the Republic of the Philippines

Details of the grants are as follows.

**(i) MCP Share Options**

|  |   |
|--|---|
| Date of grant  | May 30, 2014  |
| Exercise price                                       | PHP13.256 per MCP Share   |
| Number of underlying MCP Shares involved             | 4,861,003   |
| Closing price of the MCP Shares on the date of grant | PHP13.00 per MCP Share  |
| Validity period of the MCP Share Options             | The MCP Share Options are valid for a period of 10 years from the date of grant |

The MCP Share Options were granted with the following vesting dates:

| Number of<br>MCP Share Options | Vesting date |              |              |
|--------------------------------|--------------|--------------|--------------|
|                                | May 30, 2015 | May 30, 2016 | May 30, 2017 |
| 4,861,003(Notes)               |              |              |              |

Notes: 4,861,003 MCP Shares Options are to be vested equally in 3 years on the relevant vesting dates.

**(ii) MCP Restricted Shares**

|                               |  |
|-------------------------------|--|
| Date of grant                 | May 30, 2014   |
| Number of MCP Shares involved | 4,738,684  |
| Vesting period                | To be vested equally in 3 years from the date of grant |

Among the MCP Restricted Shares granted above, 1,886,981 MCP Restricted Shares were granted, with the approval of the compensation committee of MCP and 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:

| Name                               | Position                           | Number of MCP Restricted Shares | Number of underlying MCP Shares involved | Vesting date |              |              |
|------------------------------------|------------------------------------|---------------------------------|--|--------------|--------------|--------------|
|                                    |                                    |                                 |  | May 30, 2015 | May 30, 2016 | May 30, 2017 |
| Mr. Clarence Yuk Man Chung         | Non-executive director             | 673,922                         | 673,922                                  | 224,640      | 224,640      | 224,642      |
| Mr. William Todd Nisbet            | Non-executive director             | 404,353                         | 404,353                                  | 134,784      | 134,784      | 134,785      |
| Mr. James Andrew Charles MacKenzie | Independent non-executive director | 404,353                         | 404,353                                  | 134,784      | 134,784      | 134,785      |
| Mr. Alec Yiu Wa Tsui               | Independent non-executive director | 404,353                         | 404,353                                  | 134,784      | 134,784      | 134,785      |

The grant of MCP Restricted Shares as disclosed in this announcement does not constitute non-exempt connected transactions or 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**  
**Stephanie Cheung**  
*Company Secretary*

Macau, June 3, 2014

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