

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Melco PBL Entertainment (Macau) Limited**

(Exact name of registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**7011**  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

Penthouse, 38th Floor, The Centrium  
60 Wyndham Street  
Central  
Hong Kong  
(852) 3151-3777

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CT Corporation System  
111 Eighth Avenue  
New York, New York 10011  
(212) 664-1666

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

John A. Otoshi, Esq.  
Latham & Watkins LLP  
41<sup>st</sup> Floor, One Exchange Square  
8 Connaught Place, Central  
Hong Kong  
(852) 2522-7886

Jonathan B. Stone, Esq.  
Skadden, Arps, Slate, Meagher & Flom  
42<sup>nd</sup> Floor, Edinburgh Tower, The Landmark  
15 Queen's Road Central  
Hong Kong  
(852) 3740-4703

**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-139088

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earliest effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered <sup>(1)(2)</sup>	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, par value \$0.01 per ordinary share	\$219,565,192(3)	\$23,494(4)

- (1) American depositary shares issuable upon deposit of the ordinary shares registered hereby were previously registered under a separate registration statement on Form F-6 (Registration No. 333-139159). Each American depositary share represents three ordinary shares.
- (2) Includes (i) ordinary shares initially offered and sold outside the United States or distributed outside the United States pursuant to the distribution of ordinary shares in kind by Melco International Development Limited to certain of its shareholders as described in the Registrant's registration statement on Form F-1 (Registration No. 333-139088) (the "Prior Registration Statement"), that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this Registration Statement and the date the shares are first bona fide offered to the public and (ii) ordinary shares that may be purchased by the underwriters pursuant to an over-allotment option. These ordinary shares are not being registered for the purposes of sales outside of the United States.
- (3) Calculated in accordance with Rule 457(o) to account for the increase above the maximum aggregate offering price of \$1,100,792,308 previously registered pursuant to the Prior Registration Statement.
- (4) \$23,494 is paid pursuant to this Registration Statement. In connection with the Prior Registration Statement, the Registrant paid \$117,785.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (Registration No. 333-139088) filed by Melco PBL Entertainment (Macau) Limited with the Securities and Exchange Commission (the "Commission") on December 1, 2006, as amended on December 11, 2006, which was declared effective by the Commission on December 18, 2006, are incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, on December 18, 2006.

**MELCO PBL ENTERTAINMENT (MACAU) LIMITED**

By: /s/ Lawrence Ho  
Name: Lawrence Ho  
Title: Co-Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated and on December 18, 2006.

<u>Signature</u>	<u>Title</u>
<u>/s/ Lawrence (Yau Lung) Ho</u> Name: Lawrence (Yau Lung) Ho	Co-Chairman/Chief Executive Officer (principal executive officer)
<u>/s/ *</u> Name: James D. Packer	Co-Chairman
<u>/s/ *</u> Name: Simon Dewhurst	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ *</u> Name: John Wang	Director
<u>/s/ *</u> Name: Clarence (Yuk Man) Chung	Director
<u>/s/ *</u> Name: John H. Alexander	Director
<u>/s/ *</u> Name: Rowen B. Craigie	Director
<u>Name: Thomas Jefferson Wu</u>	Director
<u>Name: Alec Tsui</u>	Director
<u>Name: David E. Elmslie</u>	Director

**Signature**

**Title**

**Name: Robert Mactier**

Director

/s/ \*

Authorized U.S. Representative

**Name: Donald J. Puglisi**

**Title: Managing Director/Puglisi & Associates**

\* By /s/ Lawrence (Yau Lung) Ho

Lawrence (Yau Lung) Ho  
Attorney-in-Fact

**MELCO PBL ENTERTAINMENT (MACAU) LIMITED**

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description of Document</u></b>
5.1	Opinion of Walkers regarding the validity of the ordinary shares being registered
23.1	Consent of Deloitte Touche Tohmatsu, Independent Registered Public Accounting Firm
23.2	Consent of Walkers (included in Exhibit 5.1)
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Melco PBL Entertainment (Macau) Limited (Reg No. 333-139088)) initially filed with the Securities and Exchange Commission on December 1, 2006

[Letterhead of Walkers]

18 December 2006

Our Ref: LY/P0540-H01003

Melco PBL Entertainment (Macau) Limited  
The Penthouse  
38th Floor  
The Centrium  
60 Wyndham Street  
Central  
Hong Kong

Dear Sirs

**MELCO PBL ENTERTAINMENT (MACAU) LIMITED**

We have acted as Cayman Islands legal advisers to Melco PBL Entertainment (Macau) Limited (the “**Company**”) in connection with the Company’s registration statement on Form F-1 (the “**Registration Statement**”), filed with the Securities and Exchange Commission pursuant to rule 462(b) under the U.S. Securities Act of 1933 on 18 December 2006 relating to the offering by the Company of American Depositary Shares (the “**Public Offering**”). We are furnishing this opinion as exhibit 5.1 to the Registration Statement.

For the purposes of giving this opinion, we have examined the following documents:

1. the Certificate of Incorporation dated 17 December 2004, the Certificate of Incorporation on Change of Name dated 9 August 2006, the Memorandum and Articles of Association as registered on 17 December 2004, the Amended and Restated Memorandum and Articles of Association as registered on 26 January 2005, the Amended and Restated Memorandum of Association as adopted by special resolution on 1 December 2006, the Amended and Restated Articles of Association as conditionally adopted by special resolution on 1 December 2006, the minute book, the Register of Members, Register of Directors and the Register of Mortgages and Charges of the Company, copies of which have been provided to us by its registered office in the Cayman Islands on 30 November 2006;
2. a Certificate of Good Standing dated 29 November 2006 issued by the Registrar of Companies;

3. a copy of executed written resolutions of the directors of the Company dated 28 November 2006 and a copy of executed written resolutions of the shareholders of the Company dated 1 December 2006; and
4. the Registration Statement.

We are Attorneys-at-Law in the Cayman Islands and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion.

We are of the opinion that under, and subject to, the laws of the Cayman Islands:

1. The Company has been duly incorporated as an exempted company with limited liability for unlimited duration and is validly existing under the laws of the Cayman Islands.
2. The authorised share capital of the Company is US\$15,000,000 divided into 1,500,000,000 ordinary shares of par value US\$0.01 each (each a “**Share**”).
3. The issue and allotment of all the Shares pursuant to the Public Offering has been duly authorised. When allotted, issued and paid for as contemplated in the Registration Statement and when appropriate entries have been made in the register of members of the Company, the Shares will be legally issued and allotted, fully paid and non-assessable (meaning that no further sums are payable to the Company with respect to the holding of such Shares).

We hereby consent to the use of this opinion in, and the filing hereof, as an exhibit to the Registration Statement and to the reference to our firm under the headings “Taxation”, “Enforceability of Civil Liabilities”, “Legal Matters”, “Management” and elsewhere in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

We have assumed that:

1. The originals of all documents examined in connection with this opinion are authentic, all signatures, initials and seals are genuine, all such documents purporting to be sealed have been so sealed and all copies are complete and conform to their originals.
2. There is no contractual or other provision (other than as may arise by virtue of the laws of the Cayman Islands) binding on the Company or on any other party prohibiting it from enter into and performing its obligations as contemplated in the Public Offering.

3. The Certificate of Incorporation dated 17 December 2004, the Certificate of Incorporation on Change of Name dated 9 August 2006, the Memorandum and Articles of Association as registered on 17 December 2004, the Amended and Restated Memorandum and Articles of Association as registered on 26 January 2005, the Amended and Restated Memorandum of Association as adopted by special resolution on 1 December 2006, the Amended and Restated Articles of Association as conditionally adopted by special resolution on 1 December 2006, the minute book, the Register of Members, Register of Directors and the Register of Mortgages and Charges of the Company, copies of which have been provided to us by its registered office in the Cayman Islands on 30 November 2006 are true and correct copies of the originals of the same and are complete and accurate and constitute a complete and accurate record of the business transacted by the Company and all matters required by law and the Memorandum and Articles of Association of the Company to be recorded therein are so recorded.

To maintain the Company in good standing under the laws of the Cayman Islands, annual filing fees must be paid and returns made to the Registrar of Companies.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

Yours faithfully

/s/ Walkers

**WALKERS**



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use in the Registration Statement of Melco PBL Entertainment (Macau) Limited on Form F-1 (No. 333-139088) of our report dated July 21, 2006 (November 14, 2006 as to Note 18 and December 1, 2006 as to Note 19) relating to the consolidated financial statements of Melco PBL Entertainment (Macau) Limited, incorporated by reference in this Registration Statement. We also consent to the reference made to us under the heading "Experts" in this Registration Statement.

/s/

**Deloitte Touche Tohmatsu**  
Hong Kong  
December 18, 2006