
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 December 2016

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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[Signature](#)

[Exhibit 99.1 Press Release on Closing of Offer of ADS](#)

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/ Stephanie Cheung

Name: Stephanie Cheung

Title: Chief Legal Officer and Company Secretary

Date: December 20, 2016

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release on Closing of Offer of ADS



FOR IMMEDIATE RELEASE

**MELCO CROWN ENTERTAINMENT ANNOUNCES
CLOSING OF OFFER OF ORDINARY SHARES BY CROWN AND RESALE OF AMERICAN DEPOSITARY SHARES BY UNDERWRITERS
PURSUANT TO SECONDARY SALE AND SWAP TRANSACTIONS**

Macau, Tuesday, December 20, 2016 – Melco Crown Entertainment Limited (Nasdaq: MPEL) (“**Melco Crown Entertainment**” or the “**Company**” or “**we**”), a developer, owner and operator of casino gaming and entertainment casino resort facilities in Asia, today announced the closing of the underwritten, secondary public offering of its American depository shares (“**ADSs**”). One of the Company’s shareholders, Crown Asia Investments Pty Ltd (“**CAI**”), a wholly-owned subsidiary of Crown Resorts Limited (“**Crown**”), sold 40,925,499 ordinary shares of the Company to the underwriters named below for their resale in the form of 13,641,833 ADSs, each representing three ordinary shares, in the public offering (such offering, the “**Crown Public Offering**”).

In addition, the Company has been advised that affiliates of each of the underwriters (the “**Dealers**”) borrowed 27,331,933 ADSs from Melco Leisure and Entertainment Group Limited (“**Melco Leisure**”), a wholly-owned subsidiary of Melco International Development Limited (“**Melco**”), for the resale of such ADSs by the underwriters in the same underwritten offering (the “**Swap Underwritten Offering**”). As previously announced, the Company was advised that CAI had entered into cash-settled swap transactions relating to a fixed number of the Company’s ordinary shares with the Dealers (the “**Swap Transactions**,” and together with the Crown Public Offering and the Swap Underwritten Offering, the “**Transactions**”) and that the borrowing of ADSs and the Swap Underwritten Offering were made in connection with hedging the Dealers’ exposure under the Swap Transactions.

The Company will not receive any proceeds from the Transactions nor will the Company issue any new ordinary shares in connection with the Transactions.

Melco Crown Entertainment Limited 新濠博亞娛樂有限公司
Incorporated in the Cayman Islands with limited liability
於開曼群島註冊成立的有限公司



Melco Crown Entertainment
新濠博亞娛樂

Deutsche Bank Securities, UBS Investment Bank and Morgan Stanley acted as the underwriters for the Crown Public Offering and the Swap Underwritten Offering.

Each of the Crown Public Offering and the Swap Underwritten Offering was made pursuant to an effective shelf registration statement and only by means of a prospectus supplement and the accompanying prospectus, copies of which may be obtained by sending a request to: Deutsche Bank Securities Inc., Attention: Prospectus Department, 60 Wall Street, New York, NY 10005, via telephone at 800-503-4611 or via e-mail: prospectus.cpdg@db.com; UBS Securities LLC, Attention: Prospectus Department, 1285 Avenue of the Americas, New York, New York 10019, or by calling (888) 827-7275; or Morgan Stanley & Co. LLC, 180 Varick Street, 2nd Floor, New York, New York 10014 Attention: Prospectus Department (telephone: 866-718-1649 (toll free) or 917-606-8474) or by e-mailing prospectus@morganstanley.com.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any of the securities, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such jurisdiction.

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Safe Harbor Statement

This press release contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. The Company may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (the “SEC”), in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement.



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These factors include, but are not limited to, (i) growth of the gaming market and visitation in Macau and the Philippines, (ii) capital and credit market volatility, (iii) local and global economic conditions, (iv) our anticipated growth strategies, (v) gaming authority and other governmental approvals and regulations, and (vi) our future business development, results of operations and financial condition. In some cases, forward-looking statements can be identified by words or phrases such as “may”, “will”, “expect”, “anticipate”, “target”, “aim”, “estimate”, “intend”, “plan”, “believe”, “potential”, “continue”, “is/are likely to” or other similar expressions. Further information regarding these and other risks, uncertainties or factors is included in the Company’s filings with the SEC. All information provided in this press release is as of the date of this press release, and the Company undertakes no duty to update such information, except as required under applicable law.

About Melco Crown Entertainment Limited

Melco Crown Entertainment, with its American depository shares listed on the NASDAQ Global Select Market (NASDAQ: MPEL), is a developer, owner and operator of casino gaming and entertainment casino resort facilities in Asia. Melco Crown Entertainment currently operates Altira Macau, a casino hotel located at Taipa, Macau and City of Dreams, an integrated urban casino resort located in Cotai, Macau. Melco Crown Entertainment’s business also includes the Mocha Clubs, consisting of non-casino based operations of electronic gaming machines in Macau. The Company also majority owns and operates Studio City, a cinematically-themed integrated entertainment, retail and gaming resort in Cotai, Macau. In the Philippines, Melco Crown (Philippines) Resorts Corporation’s subsidiary, MCE Leisure (Philippines) Corporation, currently operates and manages City of Dreams Manila, a casino, hotel, retail and entertainment integrated resort in the Entertainment City complex in Manila.

Melco Crown Entertainment is strongly supported by its single largest shareholder, Melco International Development Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited and is substantially owned and led by Mr. Lawrence Ho, who is the Chairman, Executive Director and Chief Executive Officer of Melco Crown Entertainment.



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