
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 Melco's Agreement to Acquire Shares from Crown

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 15, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release on Melco's Agreement to Acquire Shares from Crown



Melco Crown Entertainment
新濠博亞娛樂

FOR IMMEDIATE RELEASE

**MELCO CROWN ENTERTAINMENT ANNOUNCES
MELCO'S AGREEMENT TO ACQUIRE SHARES FROM CROWN**

Macau, Thursday, December 15, 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 that its major shareholder, Melco Leisure & Entertainment Group Limited (“**Melco Leisure**”), a wholly owned subsidiary of Melco International Development Limited (“**Melco**”), has entered into a privately negotiated agreement to acquire 198,000,000 ordinary shares of the Company, or 13.42% of the current shares outstanding, from Crown Asia Investments Pty. Ltd. (“**CAI**”), a wholly owned subsidiary of Crown Resorts Limited (“**Crown**,” and the acquisition, the “**Melco Acquisition**”). The aggregate purchase price is approximately US\$1.2 billion, subject to upward adjustments for interest thereon if closing occurs after March 1, 2017. Melco Leisure will pay a deposit of US\$100 million that is refundable only if the sale and purchase agreement is terminated prior to closing due to Crown’s default. The closing of the sale is conditional upon the receipt of Macau regulatory approval, Melco’s financing arrangements and other customary closing conditions. Subject to definitive agreement, Melco has secured a written commitment from a bank to provide the necessary financing for the purchase. Any such financing may require a pledge of the Company’s ordinary shares or American depositary shares held by Melco Leisure as collateral. Upon closing of the sale, Melco’s shareholding in the Company will increase from 37.89% currently to 51.31%.

In conjunction with this sale, Melco and Crown amended, with effect from the payment of the deposit, their shareholders’ deed relating to the Company to provide for an increase in the nominees of Melco on the Company’s board of directors from three to four, a decrease in the nominees of Crown from two to one, and the number of independent directors remaining at four. The amended shareholders’ deed also provides that the Company’s right to use “Crown” in its corporate name will terminate six months after the closing of the private sale.

Melco Crown Entertainment Limited **新濠博亞娛樂有限公司**

Incorporated in the Cayman Islands with limited liability

於英屬處女群島註冊成立的有限公司



Melco Crown Entertainment
新濠博亞娛樂

Mr. James Packer, a Crown nominee director and our Deputy Chairman, will resign from the Company with effect from December 15, 2016 after payment of the deposit by Melco Leisure. The Company expects to appoint in due course a director nominated by Melco to fill the board vacancy in accordance with its corporate governance policies.

The Company will not receive any proceeds from the Melco Acquisition.

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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. 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.



Melco Crown Entertainment
新濠博亞娛樂

About Melco Crown Entertainment Limited

Melco Crown Entertainment, with its American depositary 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 (www.altiramacau.com), a casino hotel located at Taipa, Macau and City of Dreams (www.cityofdreamsmacau.com), an integrated urban casino resort located in Cotai, Macau. Melco Crown Entertainment's business also includes the Mocha Clubs (www.mochaclubs.com), which comprise the largest non-casino based operations of electronic gaming machines in Macau. The Company also majority owns and operates Studio City (www.studiocity-macau.com), 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 (www.cityofdreams.com.ph), a casino, hotel, retail and entertainment integrated resort in the Entertainment City complex in Manila. For more information about Melco Crown Entertainment, please visit www.melco-crown.com.

Melco Crown Entertainment is strongly supported by its single largest shareholder, Melco. Melco is a listed company 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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