
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 April 2014

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

MELCO CROWN ENTERTAINMENT LIMITED
Form 6-K
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Signature

Exhibit 20.1	<u>Depository's Notice of Annual General Meeting of the Registrant</u>
Exhibit 20.2	<u>Registrant's Notice of Annual General Meeting</u>
Exhibit 20.3	<u>Voting Card</u>

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: April 15, 2014

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
20.1	Depository's Notice of Annual General Meeting of the Registrant
20.2	Registrant's Notice of Annual General Meeting
20.3	Voting Card

Deutsche Bank Trust Company Americas
Trust & Securities Services
Global Equity Services

April 9, 2014

DEPOSITARY RECEIPTS

Depositary's Notice of Annual General Meeting of Shareholders of Melco Crown Entertainment Limited (the "Company"):

Issuer: Melco Crown Entertainment Limited / Cusip 585464100

Country: Incorporated in the Cayman Islands

Meeting Details: Annual General Meeting of Shareholders of the Company on 21 May 2014 – 4:00 p.m. (HK Time) at Salon III, Level 2, Grand Hyatt Macau, City of Dreams, Estrada do Istmo, Cotai, Macau.

Meeting Agenda: The Company's Notice of Meeting including the Agenda is attached

Voting Deadline: On or before 12 May 2014 at 3:00 p.m. (New York City Time)

ADR Record Date: 4 April 2014

Ordinary Shares: ADR ratio 3 ordinary shares: 1 ADR

Holders of American Depositary Receipts ("ADRs") representing ordinary shares, par value US\$0.01 per share (the "Deposited Securities") of the Company are hereby notified of the Company's Annual General Meeting of shareholders. A copy of the Notice of Meeting from the Company, which includes the agenda for such meeting, is attached.

Holders of record of ADRs as of the close of business on the ADR Record Date (the "Holders") will be entitled, subject to any applicable law, the deposit agreement entered into on 22 December 2006 between the Company, Deutsche Bank Trust Company Americas as depositary (the "Depositary") and the Holders and beneficial owners of American Depositary Shares ("ADSs") (the "Deposit Agreement"), the Company's Memorandum and Articles of Association and the provisions of or governing the Deposited Securities, to instruct the Depositary as to the exercise of voting rights, if any, pertaining to the Deposited Securities represented by their respective ADRs. Voting instructions may be given only in respect of a number of ADSs representing an integral number of ordinary shares or other Deposited Securities. Upon the timely receipt of written instructions of a Holder of ADRs on the ADR Record Date of voting instructions in the manner specified by the Depositary, the Depositary shall endeavor, insofar as practicable and permitted under applicable law, the provisions of the Deposit Agreement, the Company's Memorandum and Articles of Association and the provisions of or governing the Deposited Securities, to vote or cause the Custodian to vote the ordinary shares and/or other Deposited Securities (in person or by proxy) represented by ADSs evidenced by such ADR in accordance with such voting instructions. Neither the Depositary nor the Custodian (as defined in the Deposit Agreement) shall, under any circumstances exercise any discretion as to voting, and neither the Depositary nor the Custodian shall vote, or attempt to exercise the right to vote, or in any way make use of for purposes of establishing a quorum or otherwise, the ordinary shares or other Deposited Securities represented by ADRs except pursuant to and in accordance with such written instructions from the Holders. Notwithstanding the above, save for applicable provisions of the law of the Cayman Islands, and in accordance with the terms of Section 5.3 of the Deposit Agreement, the Depositary shall not be liable for any failure to carry out any instructions to vote any of the Deposited Securities or for the manner in which such vote is cast or the effect of any such vote.

Deutsche Bank - Depositary Receipts

MELCO CROWN ENTERTAINMENT LIMITED

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 21, 2014**

Dear Shareholders,

You are cordially invited to attend the Annual General Meeting of Shareholders of Melco Crown Entertainment Limited (the “**Company**”), which will be held at Salon III, Level 2, Grand Hyatt Macau, City of Dreams, Estrada do Istmo, Cotai, Macau on Wednesday, May 21, 2014 at 4:00 p.m. (Hong Kong time). The meeting is being held for the following purposes:

1. To ratify the annual report on Form 20-F filed with the U.S. Securities and Exchange Commission, and to receive and adopt the audited consolidated financial statements and the directors’ and auditors’ reports, for the year ended December 31, 2013.
2. To re-elect each of the following directors:
 - (a) Mr. Clarence Yuk Man Chung as a non-executive director of the Company;
 - (b) Mr. William Todd Nisbet as a non-executive director of the Company;
 - (c) Mr. James Andrew Charles MacKenzie as an independent non-executive director of the Company; and
 - (d) Mr. Thomas Jefferson Wu as an independent non-executive director of the Company.
3. To authorize the board of directors to fix the remuneration of the directors of the Company.
4. To ratify the appointment of and re-appoint the independent auditors of the Company, Deloitte Touche Tohmatsu, and to authorize the board of directors to fix their remuneration.
5. To grant a general and unconditional mandate to the board of directors to issue new shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.
6. To grant a general and unconditional mandate to the board of directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.
7. To extend the general mandate granted to the board of directors to issue new shares of the Company by the aggregate nominal amount of shares repurchased by the Company, provided that such amount shall not exceed 10% of the issued share capital of the Company as at the date of passing this resolution.

Only shareholders of record in the books of the Company at the close of business on 4 April 2014 will be entitled to vote at the meeting or any adjournment that may take place.

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her/its place. A proxy need not be a shareholder of the Company. A form of proxy is enclosed.

Shareholders are requested to complete, date, sign and return the enclosed proxy form to reach the Company as promptly as possible but not later than 48 hours prior to the Annual General Meeting or adjourned meeting at which the proxy is to be used. The giving of such proxy will not affect your right to vote in person should you decide to attend the Annual General Meeting or adjourned meeting.

Please note that copies of the annual reports of the Company are available for shareholders. Should you want to obtain a copy, you can (1) send your request for a physical copy by e-mail to ir@melco-crown.com; (2) notify the Company of your e-mail address by sending your request to Investor Relations, Melco Crown Entertainment Limited, 36th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong and a soft copy will be sent to your e-mail address provided; (3) you may also view the annual report and the Annual General Meeting related materials at the Company’s website at www.melco-crown.com.

By Order of the Board of Directors,

/s/ Stephanie Cheung

Stephanie Cheung
Company Secretary



Annual General Meeting of Shareholders

(Name of ADR holder)

(Number of ADRs held)

Resolutions presented for consideration by the Annual General Meeting of Shareholders of Melco Crown Entertainment Limited (the “Company”) on May 21, 2014.

ORDINARY RESOLUTIONS	For	Against
1) To ratify the annual report on Form 20-F filed with the U.S. Securities and Exchange Commission, and to receive and adopt the audited consolidated financial statements and the directors’ and auditors’ reports, for the year ended December 31, 2013.		
2) To re-elect each of the following directors:		
(a) Mr. Clarence Yuk Man Chung as a non-executive director of the Company;		
(b) Mr. William Todd Nisbet as a non-executive director of the Company;		
(c) Mr. James Andrew Charles MacKenzie as an independent non-executive director of the Company;		
(d) Mr. Thomas Jefferson Wu as an independent non-executive director of the Company.		
3) To authorize the board of directors to fix the remuneration of the directors of the Company.		
4) To ratify the appointment of and re-appoint the independent auditors of the Company, Deloitte Touche Tohmatsu, and to authorize the board of directors to fix their remuneration.		
5) To grant a general and unconditional mandate to the board of directors to issue new shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
6) To grant a general and unconditional mandate to the board of directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
7) To extend the general mandate granted to the board of directors to issue new shares of the Company by the aggregate nominal amount of shares repurchased by the Company, provided that such amount shall not exceed 10% of the issued share capital of the Company as at the date of passing this resolution.		

(Signature)