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# FORM 6-K

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## 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 May 2016

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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**Form 6-K**  
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Exhibit 20.2 [Registrant's Notice of Extraordinary General Meeting](#)

Exhibit 20.3 [Voting Card](#)

## **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: May 18, 2016

## EXHIBIT INDEX

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

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

May 18, 2016

## **DEPOSITARY RECEIPTS**

### ***Depositary's Notice of Extraordinary 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: **Extraordinary General Meeting of Shareholders of the Company on June 17, 2016 – 10:00 a.m. (Hong Kong Time) at Board Room, 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong**

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

Voting Deadline: **On or before June 13, 2016 at 3:00 p.m. (New York City Time)**

ADR Record Date: **May 20, 2016**

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 Extraordinary 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, as amended from time to time, 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 (as defined in the Deposit Agreement) 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 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  
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)*

### NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 17, 2016

Dear Shareholders,

You are cordially invited to attend the Extraordinary General Meeting of Shareholders (the “**Extraordinary General Meeting**”) of Melco Crown Entertainment Limited 新濠博亞娛樂有限公司 (the “**Company**”), which will be held at Board Room, 38<sup>th</sup> Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Friday, June 17, 2016 at 10:00 a.m. (Hong Kong time). The meeting is being held to consider and, if thought fit, pass the following resolutions as special resolutions:

“**THAT** the adoption of the new amended and restated memorandum and articles of association of the Company (the “**New M&A**”), in the form of the document produced to the Extraordinary General Meeting and marked “A” and initialed by the chairman of the Extraordinary General Meeting for the purpose of identification, be hereby approved and adopted as the new amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company; and **THAT** any one Director or the Company Secretary of the Company, acting singly, be hereby authorized to do all acts and things and to sign, execute and deliver all documents as he/she may deem necessary, expedient or appropriate to give effect to or otherwise in connection with the adoption of the New M&A. ”

The major proposed amendments as reflected in the New M&A are summarised as follows:

1. Article 71 shall be amended to provide for a single Chairman (rather than Co-Chairmen) to preside as chairman at every general meeting of the Company, and providing that in the absence of the Chairman or where the Chairman is unwilling to act as chairman for that meeting, the Deputy Chairman shall preside as chairman of that meeting (if present and willing);
2. Article 73 shall be amended to provide that if neither the Chairman nor the Deputy Chairman is present at the relevant general meeting of the Company, the attending shareholders or their representatives may choose one of their number to preside as chairman of that meeting;
3. Article 91(1) shall be amended to provide that the Company shall have up to nine Directors, reduced from ten Directors;
4. Article 91(5) shall be amended to provide for a single Chairman of the Board of Directors, elected and appointed by, for a period to be decided by, the majority of the Board of Directors. The Article shall in addition provide that the Chairman shall preside as chairman at every meeting of the Board of Directors unless he is not present, in which case the Deputy Chairman shall preside as chairman of that meeting; and if neither the Chairman nor the Deputy Chairman is present, the attending Directors may choose one of their number to preside as chairman of that meeting;
5. A new Article 91(6) shall be added, which will provide for the role of Deputy Chairman of the Board of Directors, which role shall be elected and appointed by, for a period to be decided by, the majority of the Board of Directors. The Article shall in addition provide that if the Chairman is not present, the Deputy Chairman shall preside as chairman at every meeting of the Board of Directors; and if neither the Chairman nor the Deputy Chairman is present at the relevant Board meeting, the attending Directors may choose one of their number to preside as chairman of that meeting;
6. Articles 93 and 94 relating to the appointment of an alternate director and director proxy respectively, shall be amended to provide that the appointment of an alternate or proxy by a director who is unable to attend any meeting of the Directors is subject to the prior approval of the Board of Directors in the case of alternate appointment, or the Chairman or the Board of Directors for proxy appointment, and requires prior written notice to the Company. Any such alternate may also be removed by the Board of Directors; and
7. In addition, the Articles shall be renumbered as necessary to take the above amendments into account, and certain minor typographical changes and corrections shall be made.

Only shareholders of record in the books of the Company at the close of business on May 20, 2016 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 Extraordinary 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 Extraordinary General Meeting or adjourned meeting.

If Typhoon Signal No. 8 or above, is in effect any time after 12:00 noon on the date of the above meeting, the meeting will be postponed. The Company will post an announcement on its website ([www.melco-crown.com](http://www.melco-crown.com)) to notify shareholders of the date, time and place of the rescheduled meeting.

Shareholders or their proxies are responsible for their own expenses for attending the meeting, including, but not limited to, transportation and accommodation expenses.

Dated this May 18, 2016

By Order of the Board of Directors,

/s/ Stephanie Cheung

Stephanie Cheung  
Company Secretary



**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)*

*Extraordinary General Meeting of Shareholders*

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*(Name of ADR holder)*

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*(Number of ADRs held)*

**Resolutions presented for consideration by the Extraordinary General Meeting of Shareholders of Melco Crown Entertainment Limited (the “Company”) on June 17, 2016.**

| <b>Special Resolutions</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>For</b> | <b>Against</b> | <b>Abstained</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----------------|------------------|
| To adopt the new amended and restated memorandum and articles of association of the Company (the “ <b>New M&amp;A</b> ”), in the form of the document produced to the Extraordinary General Meeting and marked “A” and initialed by the chairman of the Extraordinary General Meeting for the purpose of identification, be hereby approved and adopted as the new amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company; and THAT any one Director or the Company Secretary of the Company, acting singly, be hereby authorized to do all acts and things and to sign, execute and deliver all documents as he/she may deem necessary, expedient or appropriate to give effect to or otherwise in connection with the adoption of the New M&A. |            |                |                  |

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*(Signature)*