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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 September 2022

Commission File Number: 001-33178

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**MELCO RESORTS & ENTERTAINMENT LIMITED**

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71 Robinson Road  
#04-03  
Singapore (068895)  
and  
38<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):

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**MELCO RESORTS & ENTERTAINMENT LIMITED**  
**Form 6-K**  
**TABLE OF CONTENTS**

[Signature](#)

4

[Exhibit 99.1](#)

## Explanatory Note

Melco Resorts & Entertainment Limited's parent company, Melco International Development Limited, a company whose shares are listed on The Stock Exchange of Hong Kong Limited, issued an announcement entitled "Connected Transaction – Grant of Restricted Shares to a Connected Person by a Listed Subsidiary – Melco Resorts & Entertainment Limited" dated September 7, 2022, a copy of which is appended to this Form 6-K.

### Safe Harbor Statement

This report contains forward-looking statements. These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. Melco Resorts & Entertainment Limited (the "Company") may also make 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) the global COVID-19 outbreak, caused by a novel strain of the coronavirus, and the continued impact of its consequences on our business, our industry and the global economy, (ii) risks associated with the newly adopted gaming law in Macau and its implementation by the Macau government and our ability to obtain a new concession under the public tender being conducted by the Macau government and the terms and conditions of a new concession, if we are granted one, (iii) growth of the gaming market and visitations in Macau, the Philippines and the Republic of Cyprus, (iv) capital and credit market volatility, (v) local and global economic conditions, (vi) our anticipated growth strategies, (vii) gaming authority and other governmental approvals and regulations, and (viii) 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 report is as of the date of this report, and the Company undertakes no duty to update such information, except as required under applicable law.

**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 RESORTS & ENTERTAINMENT  
LIMITED**

By: /s/ Stephanie Cheung

Name: Stephanie Cheung

Title: Chief Legal Officer and Company Secretary

Date: September 7, 2022

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Melco International Development Limited Announcement

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Melco International Development Limited**  
*(Incorporated in Hong Kong with limited liability)*  
Website : [www.melco-group.com](http://www.melco-group.com)  
(Stock Code : 200)

**CONNECTED TRANSACTION**  
**GRANT OF RESTRICTED SHARES TO A CONNECTED PERSON**  
**BY A LISTED SUBSIDIARY –**  
**MELCO RESORTS & ENTERTAINMENT LIMITED**

The Board announces that on 6 September 2022 (US Eastern Standard Time), Melco Resorts granted Restricted Shares in respect of 992,064 ADSs (equivalent to 2,976,192 Melco Resorts Shares) to Mr. Winkler under the Melco Resorts Share Incentive Plan.
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**Grant of Restricted Shares to Mr. Winkler by Melco Resorts**

The Board announces that on 6 September 2022 (US Eastern Standard Time), Melco Resorts granted Restricted Shares in respect of 992,064 ADSs (equivalent to 2,976,192 Melco Resorts Shares) to Mr. Winkler under the Melco Resorts Share Incentive Plan.

Pursuant to the Melco Resorts Share Incentive Plan, the Restricted Shares, when issued and fully paid, shall rank pari passu among themselves and with those shares in issue, and will vest to Mr. Winkler on the Vesting Dates. The Restricted Shares granted are not transferable and may not be sold, pledged or otherwise transferred until vested.

The Restricted Shares granted represent approximately 0.22% of Melco Resorts' issued shares as at the date of this announcement, and vested and will be vested to Mr. Winkler in three tranches, as to 330,688 ADSs (equivalent to 992,064 Melco Resorts Shares) on 6 September 2022, 330,688 ADSs (equivalent to 992,064 Melco Resorts Shares) on 15 February 2023 and 330,688 ADSs (equivalent to 992,064 Melco Resorts Shares) on 15 May 2023, respectively.

Based on the closing price of US\$5.04 per ADS as quoted on the Nasdaq Global Select Market on 6 September 2022, the market value of the Restricted Shares granted to Mr. Winkler is approximately US\$5,000,000 (equivalent to approximately HK\$39,000,000).

The number of Restricted Shares granted to Mr. Winkler is determined with reference to his duties and responsibilities as the President of Melco Resorts.

### **Reasons for and Benefits of the Grant**

The grant of Restricted Shares to Mr. Winkler is an equity grant for his new employment arrangement with Melco Resorts, while he continues with his roles as the President and Managing Director of the Company with no further remuneration from the Company for performing those roles. The purpose of the aforesaid grant of Restricted Shares to Mr. Winkler is for incentivizing and motivating him to strive for the future development of the Melco Resorts Group and its businesses.

The Directors (including the independent non-executive Directors) consider that the terms of the grant of Restricted Shares by Melco Resorts to Mr. Winkler are fair and reasonable, that the grant is on normal commercial terms or better (as far as the Company is concerned) and in the ordinary and usual course of business of the Group, and that the grant is in the interests of the Company and its shareholders as a whole.

The Company confirms that Mr. Winkler, who has a material interest in the aforesaid grant of Restricted Shares to him, abstained from voting on the resolution in relation to such grant. None of the other Directors has a material interest, or otherwise is required to abstain from voting on, the Board resolution in relation to such grant.

### **Information about Melco Resorts and the Company**

The Company, through its subsidiaries, is principally engaged in leisure, gaming and entertainment, and other investments.

Melco Resorts is a developer, owner and operator of integrated resort facilities in Asia and Europe. The ADSs of Melco Resorts are listed on the Nasdaq Global Select Market in the US. As at the date of this announcement, Melco Resorts is a subsidiary of the Company.

Melco Resorts will continue to be a subsidiary of the Company following the aforesaid grant of Restricted Shares to Mr. Winkler.

For the financial year ended 31 December 2021, Melco Resorts' audited loss before taxation was approximately US\$953,579,000 (equivalent to approximately HK\$7,437,916,200) and Melco Resorts' audited loss after taxation was approximately US\$956,464,000 (equivalent to approximately HK\$7,460,419,200).

For the financial year ended 31 December 2020, Melco Resorts' audited loss before taxation was approximately US\$1,457,527,000 (equivalent to approximately HK\$11,368,710,600) and Melco Resorts' audited loss after taxation was approximately US\$1,454,614,000 (equivalent to approximately HK\$11,345,989,200).

As at 31 December 2021, Melco Resorts' audited net asset value was approximately US\$819,885,000 (equivalent to approximately HK\$6,395,103,000).

The Group measures the cost of Restricted Shares to Mr. Winkler based on the grant date fair value and will recognize such cost over the vesting period.

### **Implications under the Listing Rules**

Mr. Winkler is the President and Managing Director of the Company. He is also the President of Melco Resorts. As such, Mr. Winkler is a connected person of the Company, and the grant of Restricted Shares to Mr. Winkler constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Based on the closing price of US\$5.04 per ADS as quoted on the Nasdaq Global Select Market on 6 September 2022 and the number of Restricted Shares granted to Mr. Winkler, one or more applicable percentage ratios is 0.1% or more but each of the applicable percentage ratios is less than 5%. Accordingly, the aforementioned grant of Restricted Shares to Mr. Winkler is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## Definitions

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“ADSs”	American depositary shares of Melco Resorts
“Board”	the board of Directors
“Company”	Melco International Development Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Melco Resorts”	Melco Resorts & Entertainment Limited, a company incorporated in the Cayman Islands with limited liability and a subsidiary of the Company, with its ADSs listed on the Nasdaq Global Select Market in the US
“Melco Resorts Group”	Melco Resorts and its subsidiaries
“Melco Resorts Shares”	shares of Melco Resorts, three of which are equivalent to one ADS
“Melco Resorts Share Incentive Plan”	a share incentive plan adopted by Melco Resorts effective from 6 December 2021
“Mr. Winkler”	Mr. Winkler, President and Managing Director of the Company



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“Restricted Shares”	restricted Melco Resorts Shares awarded under Melco Resorts Share Incentive Plan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US”	The United States of America
“US\$”	United States dollars, the lawful currency of the US
“Vesting Dates”	6 September 2022, 15 February 2023 and 15 May 2023
“%”	per cent.

By Order of the Board of  
**Melco International Development Limited**  
**Leung Hoi Wai, Vincent**  
*Company Secretary*

Hong Kong, 7 September 2022

*Unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = HK\$7.80. Percentages and figures expressed have been rounded.*

*As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Ho, Lawrence Yau Lung (Chairman and Chief Executive Officer), Mr. Evan Andrew Winkler (President and Managing Director) and Mr. Chung Yuk Man, Clarence; one Non-executive Director, namely Mr. Ng Ching Wo; and three Independent Non-executive Directors, namely Mr. John William Crawford, Mr. Tsui Che Yin, Frank and Ms. Karuna Evelyne Shinsho.*