

---

---

# 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 2010

Commission File Number: 001-33178

---

# MELCO CROWN ENTERTAINMENT LIMITED

---

36<sup>th</sup> 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

---

---



FOR IMMEDIATE RELEASE

**MCE Finance Limited, a Wholly-Owned Subsidiary of Melco Crown Entertainment Limited, Announces Expiration of its Offer to Exchange Notes**

**New York, December 22, 2010** — MCE Finance Limited (“MCE Finance”), a wholly-owned subsidiary of Melco Crown Entertainment Limited (Nasdaq:MPEL), a developer and owner of casino gaming and entertainment resort facilities focused on the Macau market, announced today that its offer to exchange any and all of the outstanding unregistered US\$600,000,000 10.25% Senior Notes due 2018 (the “Initial Notes”) for US\$600,000,000 10.25% Senior Notes due 2018 that have been registered under the Securities Act of 1933, as amended (the “Exchange Notes”), expired at 5:00 p.m., New York City time, on December 21, 2010.

MCE Finance has been advised that tenders with respect to 99.96% of the US\$600,000,000 aggregate principal amount of the Initial Notes were received prior to the expiration of the exchange offer. MCE Finance expects to complete the exchange offer and issue the Exchange Notes in exchange for the Initial Notes on or about December 27, 2010, subject to certain customary conditions.

*This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities either in the United States or any other jurisdiction, 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 and qualification under the securities laws of any such jurisdiction.*

**Safe Harbor Statement**

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. 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. Melco Crown Entertainment Limited (the “Company”) may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission, 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. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: growth of the gaming market and visitation in Macau; increased competition and other planned casino hotel and resort projects in Macau and elsewhere in Asia; the completion of infrastructure projects in Macau; government regulation of the casino industry; our ability to raise additional financing; the formal grant of occupancy permits for areas of City of Dreams undergoing construction and/or development; our anticipated growth strategies; and our future business development, results of operations and financial condition. Further information regarding these and other risks is included in our Annual Report on Form 20-F filed on March 31, 2010 and other documents filed with the Securities and Exchange Commission. The Company does not undertake any obligation to update any forward-looking statement, except as required under applicable law. All information provided in this press release is as of the date of this 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 Limited (the “Company”), is a developer, owner and through a Macau subsidiary which holds a gaming sub-concession, an operator of casino gaming and entertainment

---

casino resort facilities. The Company currently operates Altira Macau ([www.altiramacau.com](http://www.altiramacau.com)) (formerly Crown Macau), a casino hotel located at Taipa, Macau and City of Dreams ([www.cityofdreamsmacau.com](http://www.cityofdreamsmacau.com)), an integrated urban casino resort located in Cotai, Macau. The Company's business also includes the Mocha Clubs ([www.mochaclubs.com](http://www.mochaclubs.com)), which feature a total of approximately 1,600 gaming machines in eight locations and comprise the largest non-casino based operations of electronic gaming machines in Macau. For more information about the Company, please visit [www.melco-crown.com](http://www.melco-crown.com).

The Company has strong support from both of its major shareholders, Melco International Development Limited ("Melco") and Crown Limited ("Crown"). Melco is a listed company on the Hong Kong Stock Exchange and is substantially owned and led by Mr. Lawrence Ho, who is Co-Chairman, a Director and the CEO of the Company. Crown is a top-50 company listed on the Australian Stock Exchange and led by Executive Chairman Mr. James Packer, who is also Co-Chairman and a Director of the Company.

**Investment Community please contact:**

**Geoffrey Davis, CFA**  
**Deputy CFO and Treasurer**  
**Tel: +1 212 671 1936**  
**Email: [geoffreydavis@melco-crown.com](mailto:geoffreydavis@melco-crown.com)**

**For media enquiry, please contact:**

**Maggie Ma**  
**Head of Corporate Communications**  
**Tel: +852 3151 3767**  
**Email: [maggiema@melco-crown.com](mailto:maggiema@melco-crown.com)**

---

**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: Geoffrey Davis  
Name: Geoffrey Davis  
Title: Deputy Chief Financial Officer

Date: December 22, 2010