
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 2009

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

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-158545) OF MELCO CROWN ENTERTAINMENT LIMITED AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

MELCO CROWN ENTERTAINMENT LIMITED
Form 6-K
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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/ Simon Dewhurst
Name: Simon Dewhurst
Title: Executive Vice President and Chief Financial Officer

Date: April 15, 2009

Deutsche Bank Trust Company Americas

Trust & Securities Services
Global Equity Services

15 April 2009

DEPOSITARY RECEIPTS

Depositary's Notice of Extraordinary General Meeting of Shareholders of Melco Crown Entertainment Limited:

Issue: **Melco Crown Entertainment Limited/ Cusip 585464100**

Country: **Incorporated in Cayman Islands**

Meeting Details: **Extraordinary General Meeting of Shareholders of Melco Crown Entertainment Limited on Tuesday, 19 May 2009, 4:30 PM (HK Time) at Crown Macau located at the Avenida Kwong Tung between Avenida Dr. Sun Yat Sen, Rua de Hong Chau, Rua de Nam Keng and Avenida Kwong Tung, Macau.**

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

Voting Deadline: **On or before 13 May 2009 at 3:00 PM (New York City Time)**

ADR Record Date: **10 April 2009**

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 Melco Crown Entertainment Limited (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 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 Depositary 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 Extraordinary General Meeting of Shareholders
to be held on 19 May 2009

Dear Shareholders:

You are cordially invited to attend the Extraordinary General Meeting of Shareholders (the "Meeting") of Melco Crown Entertainment Limited (the "Company") which will be held on Tuesday, 19 May 2009 at Crown Macau located at the Avenida Kwong Tung between Avenida Dr. Sun Yat Sen, Rua de Hong Chau, Rua de Nam Keng and Avenida Kwong Tung, Macau at 4:30 PM (Hong Kong Time). The meeting is being held for the following purposes:

- 1) Considering and, if thought fit, passing an Ordinary Resolution for approval of an increase in the authorized share capital of the Company from US\$15,000,000 divided into 1,500,000,000 ordinary shares of a nominal or par value of US\$0.01 each to US\$25,000,000 divided into 2,500,000,000 ordinary shares of a nominal or par value of US\$0.01 each, by the creation of an additional 1,000,000,000 ordinary shares.
- 2) Considering and, if thought fit, passing a Special Resolution for adoption of the new Amended and Restated Memorandum and Articles of Association of the Company incorporating the amendments with respect to the increased authorized share capital, the current name of the Company and certain ancillary amendments as further set out in schedule 1, including (a) the change of name of the registered office provider of the Company, Walkers SPV Limited to Walkers Corporate Services Limited due to their restructuring exercise; (b) a rectification change to the definition of ADS such that each ADS would represent 3 ordinary shares; and (c) a rectification change in Article 132 of the Articles of Association so that the cross reference is to Article 90.

Only shareholders of record in the register of members of the Company at the close of business on 10 April 2009 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 on his/her/its behalf. A proxy need not be a shareholder of the Company. A form of proxy is enclosed.

Shareholders are requested to complete, sign, date and return the enclosed form of proxy to the Company as promptly as possible, but not later than 48 hours prior to the time appointed for the holding of the Meeting or any adjourned meeting, at which the form of 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 Meeting or any adjourned meeting if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

By Order of the Board of Directors,

/s/ Stephanie Cheung

Stephanie Cheung
Company Secretary

Schedule 1

Ancillary Amendments to the Memorandum and Articles of Association

- (a) Clause 2 of the Memorandum of Association would be amended as follows:
2. The Registered Office of the Company shall be at the offices of Walkers ~~SPV~~Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands, Grand Cayman, Cayman Islands, or at such other place as the Directors may from time to time decide.
- (b) The definition of “ADS” in Clause 1 of the Articles of Association would be amended as follows:
1. In these Articles, unless otherwise defined, the defined terms shall have the meanings assigned to them as follows:
“**ADS**”
an American Depositary Share, each representing ~~23~~ ordinary shares;
- (c) Article 132 of the Articles of Association would be amended as follows:
- 132 Subject to Article ~~91-90~~, the Company may have a Chief Executive Officer, one or more Vice Presidents and Chief Financial Officer, President, a Secretary or Secretary-Treasurer appointed by the Directors. The Directors may also from time to time appoint such other officers as they consider necessary, all for such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors from time to time decide.
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Schedule 2

Existing Article 90 of Articles of Association — For Reference Only

90. Subject to these Articles, the Directors may from time to time appoint any person, whether or not a director of the Company to hold such office in the Company as the Directors may think necessary for the administration of the Company, including without prejudice to the foregoing generality, the office of the Chief Executive Officer, one or more Vice Presidents, Chief Financial Officer, Manager or Controller, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Any person so appointed by the Directors may be removed by the Directors. The Directors may also appoint one or more of their number to the office of Managing Director upon like terms, but any such appointment shall ipso facto determine if any Managing Director ceases from any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office be terminated.



MELCO CROWN ENTERTAINMENT LIMITED

Extraordinary General Meeting of Shareholders

(Name of ADR holder)

(Number of ADRs held)

Resolutions presented for consideration by the Extraordinary General Meeting of Shareholders on 19 May 2009

AGENDA	Please tick ("☐") where appropriate		
	Affirmative	Negative	Abstained
<p style="text-align: center;"><u>Ordinary Resolution</u></p> <p>1) Approval of an increase in the authorized share capital of the Company from US\$15,000,000 divided into 1,500,000,000 ordinary shares of a nominal or par value of US\$0.01 each to US\$25,000,000 divided into 2,500,000,000 ordinary shares of a nominal or par value of US\$0.01 each, by the creation of an additional 1,000,000,000 ordinary shares.</p>			
<p style="text-align: center;"><u>Special Resolution</u></p> <p>2) Adoption of the new Amended and Restated Memorandum and Articles of Association of the Company incorporating the amendments with respect to the increased authorized share capital, the current name of the Company and certain ancillary amendments as further set out in schedule 1, including (a) the change of name of the registered office provider of the Company, Walkers SPV Limited to Walkers Corporate Services Limited due to their restructuring exercise; (b) a rectification change to the definition of ADS such that each ADS would represent 3 ordinary shares; and (c) a rectification change in Article 132 of the Articles of Association so that the cross reference is to Article 90.</p>			

(Signature)

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-

Schedule 2

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