
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of August 2024

Commission File Number: 001-33178

MELCO RESORTS & ENTERTAINMENT LIMITED

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

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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 "Discloseable Transaction Share Repurchase by a Listed Subsidiary – Melco Resorts & Entertainment Limited," dated August 19, 2024, 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 pace of recovery from the impact of COVID-19 on our business, our industry and the global economy, (ii) risks associated with the amended Macau gaming law and its implementation by the Macau government, (iii) changes in 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/ Graham Winter

Name: Graham Winter

Title: Chief Legal Officer and Company Secretary

Date: August 19, 2024

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

(Stock Code : 200)

**DISCLOSEABLE TRANSACTION
SHARE REPURCHASE
BY A LISTED SUBSIDIARY
— MELCO RESORTS & ENTERTAINMENT LIMITED**

The Company is notified by Melco Resorts (a listed subsidiary of the Company whose ADSs are listed on the Nasdaq Global Select Market in the United States) that Melco Resorts has, pursuant to its Share Repurchase Program announced on 3 June 2024 and since the adoption of which, repurchased a total of 8,335,364 ADSs (equivalent to 25,006,092 Melco Resorts Shares) on the open market, for an aggregate consideration (before expenses) of approximately US\$44,498,861.16 (equivalent to approximately HK\$347,091,117.05).

As one or more of the applicable percentage ratios in respect of the Share Repurchase is 5% or more but all the applicable percentage ratios are less than 25%, the Share Repurchase is a discloseable transaction for the Company and subject to the reporting and announcement requirements applicable to a discloseable transaction under Chapter 14 of the Listing Rules.

Reference is made to an announcement of Melco International Development Limited (the “**Company**”, together with its subsidiaries the “**Group**”) dated 3 June 2024 in relation to the share repurchase program (the “**Share Repurchase Program**”) of Melco Resorts & Entertainment Limited (the “**Melco Resorts**”), pursuant to which Melco Resorts is permitted to purchase up to US\$500 million of its ordinary shares (“**Melco Resorts Shares**”) and/or American depositary shares (“**ADS(s)**”, one of which is equivalent to three Melco Resorts shares) over a three-year period commencing from 2 June 2024, details of which are more particularised in the Company’s announcement dated 3 June 2024.

The Company is notified by Melco Resorts that Melco Resorts has, pursuant to the Share Repurchase Program announced on 3 June 2024 and since the adoption of which, repurchased a total of 8,335,364 ADSs (equivalent to 25,006,092 Melco Resorts Shares) on the open market (the “**Share Repurchase**”), for an aggregate consideration (before expenses) of approximately US\$44,498,861.16 (equivalent to approximately HK\$347,091,117.05) (the “**Consideration**”).

The consideration for the Share Repurchase was determined by reference to the prevailing market prices of the ADSs repurchased. To the best of the knowledge, information and belief of the directors of the Company (the “**Directors**”) having made all reasonable enquiry, the selling shareholders of the ADSs repurchased and their ultimate beneficial owners are third parties independent of the Company and connected persons (such term as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) of the Company.

The Consideration was paid by Melco Resorts in full and in cash and financed by the Group's available liquidity sources.

Melco Resorts has yet to decide whether the Melco Resorts Shares repurchased under the Share Repurchase will be cancelled, or, pursuant to the laws of the Cayman Islands (being Melco Resorts' place of incorporation), remain as issued or be held in treasury for future re-issuance. The repurchased shares currently remain registered in the name of a nominee of Deutsche Bank Trust Company Americas, as depository in respect of Melco Resorts' ADS program. The Share Repurchase has not affected the percentage of Melco Resorts' issued share capital indirectly held by the Company as at the date of this announcement. If the Melco Resorts Shares repurchased under the Share Repurchase were cancelled, the Company's indirect holding of Melco Resorts' outstanding share capital would increase to approximately 52.7%.

Reasons for and Benefits of the Share Repurchase

The Share Repurchase reflects the confidence of the Company in Melco Resorts' long-term strategy and growth prospects.

The Directors (including the independent non-executive Directors) consider that the terms of the Share Repurchase are fair and reasonable, and that the Share Repurchase is on normal commercial terms or better (as far as the Company is concerned), in the ordinary and usual course of business of the Group, and in the interests of the Company and its shareholders as a whole.

Information about the Company and Melco Resorts

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

Melco Resorts is a listed subsidiary of the Company, whose ADSs are listed on the Nasdaq Global Select Market in The United States of America (the "United States"). Melco Resorts, through its subsidiaries, is principally engaged in businesses in the leisure, gaming and entertainment sectors.

For the financial year ended 31 December 2023, Melco Resorts' audited loss before taxation was approximately US\$401,908,000 (equivalent to approximately HK\$3,134,882,400) and Melco Resorts' audited loss after taxation was approximately US\$415,330,000 (equivalent to approximately HK\$3,239,574,000).

For the financial year ended 31 December 2022, Melco Resorts' audited loss before taxation was approximately US\$1,091,931,000 (equivalent to approximately HK\$8,517,061,800) and Melco Resorts' audited loss after taxation was approximately US\$1,097,167,000 (equivalent to approximately HK\$8,557,902,600).

As at 31 December 2023, Melco Resorts' audited total deficit was approximately US\$840,050,000 (equivalent to approximately HK\$6,552,390,000).

Implications under the Listing Rules

As one or more of the applicable percentage ratios in respect of the Share Repurchase is 5% or more but all the applicable percentage ratios are less than 25%, the Share Repurchase is a discloseable transaction for the Company and subject to the reporting and announcement requirements applicable to a discloseable transaction under Chapter 14 of the Listing Rules.

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

Hong Kong, 19 August 2024

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 of directors of the Company 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; and three Independent Non-executive Directors, namely Mr. John William Crawford, Mr. Tsui Che Yin, Frank and Ms. Karuna Evelyne Shinsho.