
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 May 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

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

[Signature](#)

4

[Exhibit 99.1](#)

EXPLANATORY NOTE

The 2021 Share Incentive Plan of Melco Resorts & Entertainment Limited (the “Company”) became effective on December 6, 2021 (the “2021 Share Incentive Plan”).

On January 1, 2023, certain amendments to Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules” and such exchange, the “HKEX”) governing share schemes adopted by companies listed on the HKEX and principal subsidiaries (as such term is defined under rule 17.14 of the Listing Rules) of such companies (“Principal Subsidiaries”) became effective (the “Amended Chapter 17 Rules”), requiring the share schemes of HKEX-listed companies and their Principal Subsidiaries to be compliant with the Amended Chapter 17 Rules by no later than the conclusion of the 2024 annual general meeting of the HKEX-listed company. As the Company is a Principal Subsidiary of Melco International Development Limited (“Melco International”), a company listed on the HKEX, the board of directors of the Company approved certain amendments to the 2021 Share Incentive Plan (such amended plan, the “Amended 2021 Share Incentive Plan”) such that the Amended 2021 Share Incentive Plan would be compliant with the Amended Chapter 17 Rules by no later than the conclusion of Melco International’s 2024 annual general meeting, currently scheduled to be held on June 13, 2024 (“Melco International’s 2024 AGM”).

The implementation of the Amended 2021 Share Incentive Plan is subject to the approval of the shareholders of Melco International by an ordinary resolution in accordance with the Listing Rules. Accordingly, the Amended 2021 Share Incentive Plan will be submitted for approval at Melco International’s 2024 AGM. Melco International’s board of directors proposes to recommend to its shareholders at Melco International’s 2024 AGM to approve the adoption of the Amended 2021 Share Incentive Plan by the Company. If Melco International’s shareholders approve the Amended 2021 Share Incentive Plan, it will become effective as of June 13, 2024.

Nasdaq Stock Market Rule 5615(a)(3) permits foreign private issuers like the Company to follow “home country practice” in certain corporate governance matters. Nasdaq Rule 5635(c) requires shareholder approval when a plan or other equity compensation arrangement is established or materially amended. The Company has elected to not obtain approval of the Amended 2021 Share Incentive Plan by the Company’s shareholders as such shareholder approval is not required under the laws of the Cayman Islands, being the place of incorporation of the Company.

A summary of the principal amendments to the 2021 Share Incentive Plan which is proposed to be approved by the shareholders of Melco International is set out in Exhibit 99.1 attached to this Form 6-K.

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: May 9, 2024

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Summary of Principal Amendments to the 2021 Share Incentive Plan

Summary of Principal Amendments to the 2021 Share Incentive Plan

The following is a summary of the principal amendments to the 2021 Share Incentive Plan proposed to be approved at the annual general meeting of shareholders of Melco International Development Limited, as discussed in the Explanatory Note to the Form 6-K to which this Exhibit 99.1 is attached. The Amended 2021 Share Incentive Plan will not be implemented unless approved at such meeting and, if so approved, will become effective as of June 13, 2024. This summary does not form part of, nor is it intended to affect the interpretation of, the terms of the Amended 2021 Share Incentive Plan. All references to “shares” below are to the Company’s ordinary shares, par value US\$0.01 each.

- A. Eligible Participants.** Persons eligible to participate in the Amended 2021 Share Incentive Plan has been amended to include any Employee Participant, HKSE Related Entity Participant or HKSE Service Provider, each as defined below. Under the Amended 2021 Share Incentive Plan:
- i. Employee Participant means any member of the Company’s board of directors (the “Board”), and any person who is in the employ of the Company or any of its subsidiaries (including a person who is granted an award involving the issue of new shares or an award involving existing shares held by Melco International (any such award, a “New Share Grant Award”) under the Amended 2021 Share Incentive Plan as an inducement to enter into employment contracts with the Company or any of its subsidiaries);
 - ii. HKSE Related Entity Participant means any member of the board of any holding company, fellow subsidiary or associated company of the Company (a “HKSE Related Entity”), and any person who is the employee of a HKSE Related Entity, subject to the control and direction of the HKSE Related Entity as to both the work to be performed and the manner and method of performance; and
 - iii. HKSE Service Provider means any person who provides advisory and consultancy services to the Company and its subsidiaries on a continuing or recurring basis in their ordinary and usual course of business which are in the interests of the long-term growth of the Company and its subsidiaries, including but not limited to any consultant, independent contractor or advisor: (a) where the services rendered are bona fide services, (b) the continuity and frequency of services are akin to those of employees, (c) who have stepped down from an employment, director or executive position with the Company or its subsidiaries, and (d) where the services rendered are not in connection with the offer or sale of securities in a capital-raising transaction and do not directly or indirectly promote or maintain a market for the Company’s securities; excluding (for the avoidance of doubt) (x) placing agents or financial advisors providing advisory services for fund-raising, mergers or acquisitions, and (y) professional service providers (including but not limited to auditors or valuers) who provide assurance, or are required to perform the services with impartiality and objectivity.
- Persons eligible for New Share Grant Awards shall only comprise Employee Participants, HKSE Related Entity Participants and HKSE Service Providers, as determined by the compensation committee of the Board, or another committee or subcommittee of the Board which is appointed as provided in the Amended 2021 Share Incentive Plan (the “Committee”).
- B. Maximum Number of Shares for New Share Grant Awards.** The maximum aggregate number of shares which may be issued pursuant to all New Share Grant Awards to be granted under the Amended 2021 Share Incentive Plan and any other share schemes of the Company which specifically involve grants of share awards involving the issue of new shares or grants of share awards involving existing shares held by or for Melco International is 10% of the shares in issue as of the effective date of the Amended 2021 Share Incentive Plan.
- C. Vesting of New Share Grant Awards.** Subject to certain exceptions specified in the Amended 2021 Share Incentive Plan, the vesting period in respect of any New Share Grant Award shall not be less than 12 months.