

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 March 2012

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

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[Exhibit 99.1](#)

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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/ Geoffrey Davis
Name: Geoffrey Davis, CFA
Title: Chief Financial Officer

Date: March 30, 2012

EXHIBIT INDEX

Exhibit

No. Description

99.1 Announcement of Grant of Share Options and Restricted Shares, dated March 30, 2012

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Melco Crown Entertainment

新濠博亞娛樂

Melco Crown Entertainment Limited

新濠博亞娛樂有限公司*

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 6883)

GRANT OF SHARE OPTIONS AND RESTRICTED SHARES

The Board announces that on March 29, 2012, the Company has granted (i) share options to subscribe for a total of 1,922,715 Shares; and (ii) restricted shares in respect of a total of 1,164,681 Shares, pursuant to the 2011 Share Incentive Plan.

The board of directors (the “**Board**”) of Melco Crown Entertainment Limited (the “**Company**”) announces that on March 29, 2012, the Company has granted to certain employees (i) share options (the “**Share Options**”) to subscribe for a total of 1,922,715 ordinary shares of US\$0.01 each of the Company (the “**Shares**”) and (ii) restricted shares in respect of a total of 1,164,681 Shares, pursuant to the 2011 Share Incentive Plan adopted on October 6, 2011. Details of the aforesaid are as follows.

(i) Share Options

| | |
|--|---|
| Date of grant | March 29, 2012 |
| Exercise price | US\$4.6967 per Share |
| Number of underlying Shares involved | 1,922,715 |
| Closing price of the Shares on the date of grant | US\$4.4267 per Share |
| Validity period of the Share Options | The Share Options are valid for a period of 10 years from the date of grant |

Among the Share Options granted above, Share Options to subscribe for 474,399 Shares were granted, with the approval of the compensation committee of the Company which comprise independent non-executive director of the Company, to the following director of the Company and details are as follows:

| <u>Name</u> | <u>Position</u> | <u>Number of underlying Shares involved</u> |
|--------------------------|---|---|
| Mr. Lawrence Yau Lung Ho | Co-chairman, chief executive officer and executive director | 474,399 |

* For identification purposes only

(ii) Restricted Shares

Date of grant March 29, 2012
Number of Shares involved 1,164,681
Vesting Period 3 years from the date of grant

Among the restricted share granted above, restricted share in respect of 440,508 Shares were granted, with the approval of the compensation committee of the Company which comprise independent non-executive directors of the Company, to the following directors of the Company and details are as follows:

| Name | Position | Number of restricted shares | Number of underlying shares involved | Vesting date | | |
|------------------------------------|---|-----------------------------|--------------------------------------|----------------|----------------|----------------|
| | | | | March 29, 2013 | March 29, 2014 | March 29, 2015 |
| Mr. Lawrence Yau Lung Ho | Co-chairman, chief executive officer and executive director | 237,198 | 237,198 | 79,065 | 79,065 | 79,068 |
| Mr. Yuk Man Chung | Non-executive director | 67,770 | 67,770 | 22,590 | 22,590 | 22,590 |
| Mr. James Andrew Charles MacKenzie | Independent non-executive director | 27,108 | 27,108 | 9,036 | 9,036 | 9,036 |
| Mr. Robert Wason Mactier | Independent non-executive director | 27,108 | 27,108 | 9,036 | 9,036 | 9,036 |
| Mr. Yiu Wa Alec Tsui | Independent non-executive director | 27,108 | 27,108 | 9,036 | 9,036 | 9,036 |
| Mr. John Peter Ben Wang | Non-executive director | 27,108 | 27,108 | 9,036 | 9,036 | 9,036 |
| Mr. Thomas Jefferson Wu | Independent non-executive director | 27,108 | 27,108 | 9,036 | 9,036 | 9,036 |

Hong Kong, March 30, 2012

As of the date of this announcement, the executive Director is Lawrence Yau Lung Ho; the non-executive Directors are James Douglas Packer, John Peter Ben Wang, Yuk Man Chung, William Todd Nisbet, and Rowen Bruce Craigie and the independent non-executive Directors are James Andrew Charles MacKenzie, Thomas Jefferson Wu, Yiu Wa Alex Tsui, and Robert Wason Mactier.