

---

---

**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 2018**

**Commission File Number: 001-33178**

---

**MELCO RESORTS & 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

---

---

---

[Table of Contents](#)

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

[Signature](#)

[Exhibit 99.1 Melco International Development Limited Announcement](#)

### **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 "Connected Transaction - Grant of Restricted Shares to a Connected Person by a Listed Subsidiary - Melco Resorts & Entertainment Limited" dated April 3, 2018, a copy of which is appended to this Form 6K.

### **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 written or oral 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) growth of the gaming market and visitations in Macau and the Philippines, (ii) capital and credit market volatility, (iii) local and global economic conditions, (iv) our anticipated growth strategies, (v) gaming authority and other governmental approvals and regulations, and (vi) 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/ Stephanie Cheung  
Name: Stephanie Cheung  
Title: Chief Legal Officer and Company Secretary

Date: April 3, 2018

**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.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*



**Melco International Development Limited**  
(Incorporated in Hong Kong with limited liability)  
Website : [www.melco-group.com](http://www.melco-group.com)  
(Stock Code : 200)

**CONNECTED TRANSACTION  
GRANT OF RESTRICTED SHARES TO A CONNECTED PERSON BY A  
LISTED SUBSIDIARY - MELCO RESORTS & ENTERTAINMENT  
LIMITED**

The Board announces that on 29 March 2018 (US Eastern Standard Time), following publication of the annual results for the year ended 31 December 2017 by the Company, Melco Resorts granted Restricted Shares in respect of 177,127 ADSs (equivalent to 531,381 Melco Resorts shares) to Mr. Ho under Melco Resorts Share Incentive Plan.

**Grant of Restricted Shares to Mr. Ho by Melco Resorts**

The Board announces that on 29 March 2018 (US Eastern Standard Time), following publication of the annual results for the year ended 31 December 2017 by the Company, Melco Resorts granted Restricted Shares in respect of 177,127 ADSs (equivalent to 531,381 Melco Resorts shares) to Mr. Ho under Melco Resorts Share Incentive Plan.

Pursuant to Melco Resorts Share Incentive Plan, the Restricted Shares, when issued and fully paid, shall rank pari passu among themselves and with those shares in issue, and will vest to Mr. Ho on the Vesting Dates. The Restricted Shares granted are not transferable and may not be sold, pledged or otherwise transferred until vested.

The Restricted Shares granted represent approximately 0.036% of Melco Resorts' issued share capital and will be allotted and issued to Mr. Ho in two tranches, as to 265,689 Melco Resorts shares and 265,692 Melco Resorts shares on 29 March 2020 and 29 March 2021, respectively.

Based on the closing price of US\$28.98 per ADS as quoted on the NASDAQ Global Select Market on 29 March 2018, the market value of the Restricted Shares granted to Mr. Ho is approximately US\$5.133 million (equivalent to approximately HK\$39.78 million).

In determining the number of Restricted Shares granted to Mr. Ho, the board of directors of Melco Resorts has considered the importance and the contribution of Mr. Ho's work to the Melco Resorts Group, including the scope and responsibilities of his position as both Chairman and Chief Executive Officer of Melco Resorts.

---

**Reasons for and Benefits of the Grant**

The purpose of the aforesaid grant of Restricted Shares to Mr. Ho is to recognize Mr. Ho's contribution to the success and development of the Melco Resorts Group and to incentivize and motivate him to continue to strive for the future development of the Melco Resorts Group and its business.

The Directors (including the independent non-executive Directors) consider that the terms of the grant of Restricted Shares by Melco Resorts to Mr. Ho are fair and reasonable, that the grant is on normal commercial terms or better (as far as the Company is concerned) and in the ordinary and usual course of business of the Group, and that the grant is in the interests of the Company and its shareholders as a whole.

The Company confirms that Mr. Ho, who has a material interest in the aforesaid grant of Restricted Shares to him, abstained from voting at the relevant Board meeting on the resolution in relation to such grant. None of the other Directors has a material interest, or otherwise is required to abstain from voting on, the Board resolution in relation to such grant.

**Information about Melco Resorts and the Company**

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

Melco Resorts is a developer, owner and operator of casino gaming and entertainment casino resort facilities in Asia. The ADSs of Melco Resorts are listed on the NASDAQ Global Select Market. As at the date of this announcement, Melco Resorts is a subsidiary of the Company, and the Company's shareholding in Melco Resorts is approximately 51.06%.

Melco Resorts will continue to be a subsidiary of the Company following the aforesaid grant of Restricted Shares to Mr. Ho.

For the financial year ended 31 December 2016, Melco Resorts' audited profits before taxation was approximately US\$75,096,000 (equivalent to approximately HK\$581,994,000) and Melco Resorts' audited profits after taxation was approximately US\$66,918,000 (equivalent to approximately HK\$518,614,500).

For the financial year ended 31 December 2015, Melco Resorts' audited loss before taxation was approximately US\$59,777,000 (equivalent to approximately HK\$463,271,750) and Melco Resorts' audited loss after taxation was approximately US\$60,808,000 (equivalent to approximately HK\$471,262,000).

As at 31 December 2016, Melco Resorts' audited net asset value was approximately US\$3,823,414,000 (equivalent to approximately HK\$29,631,458,500).

The grant of the Restricted Shares to Mr. Ho will not result in any gain or loss accrued to the Group's accounts on the grant date. The Group measures the cost of Restricted Shares to Mr. Ho based on the grant date fair value and will recognize such cost over the vesting period.

---

## Implications under the Listing Rules

Mr. Ho is a substantial shareholder, the Chairman and Chief Executive Officer of the Company. He is also the Chairman and Chief Executive Officer of Melco Resorts. As such, Mr. Ho is a connected person of the Company, and the grant of Restricted Shares to Mr. Ho constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Based on the closing price of US\$ 28.98 per ADS as quoted on the NASDAQ Global Select Market on 29 March 2018 and the number of Restricted Shares granted to Mr. Ho, one or more percentage ratio exceeds 0.1% but each of the applicable percentage ratios is less than 5%. Accordingly, the aforementioned grant of Restricted Shares to Mr. Ho is subject to the reporting and announcement requirements, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## Definitions

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“ADSs”	American depository shares of Melco Resorts
“Board”	the board of directors of the Company
“Company”	Melco International Development Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Melco Resorts”	Melco Resorts & Entertainment Limited, a company incorporated in the Cayman Islands with limited liability and a subsidiary of the Company, with its shares listed by way of American depository shares on the NASDAQ Global Select Market in the United States
“Melco Resorts Group”	Melco Resorts and its subsidiaries
“Melco Resorts Share Incentive Plan”	a share incentive plan adopted by Melco Resorts as approved by shareholders of Melco Resorts and effective from 7 December 2011 (as amended)
“Mr. Ho”	Mr. Ho, Lawrence Yau Lung, substantial shareholder, Chairman and Chief Executive Officer of the Company
“Restricted Shares”	restricted shares in Melco Resorts awarded under Melco Resorts Share Incentive Plan



---

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US”	The United States of America
“US\$”	United States dollars, the lawful currency of the US
“Vesting Dates”	29 March 2020 and 29 March 2021
“%”	per cent.

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

Hong Kong, 3 April 2018

*Unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = HK\$7.75. Percentages and figures expressed have been rounded.*

*As at the date of this announcement, the Board comprises three Executive Directors, namely, Mr. Ho, Lawrence Yau Lung (Chairman and Chief Executive Officer), Mr. Evan Andrew Winkler (Managing Director) and Mr. Chung Yuk Man, Clarence; two Non-Executive Directors, namely, Mr. Tsui Che Yin, Frank and Mr. Ng Ching Wo; and three Independent Non-Executive Directors, namely, Mr. Chow Kwong Fai, Edward, Mr. Sham Sui Leung, Daniel and Dr. Tyen Kan Hee, Anthony.*