

**MELCO CROWN (PHILIPPINES)
RESORTS CORPORATION
Makati City**

24 April 2013

Philippine Stock Exchange
3rd Floor, PSE Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Re: **Melco Crown (Philippines) Resorts
Corporation
SEC Form 17-C**

Gentlemen:

We submit herewith SEC Form 17-C.

Thank you.

Very truly yours,

**MELCO CROWN (PHILIPPINES)
RESORTS CORPORATION**

By:



MARIA TARA A. MERCADO
Assistant Corporate Secretary

Copy Furnished:

Securities and Exchange Commission
SEC Building, EDSA
Mandaluyong City

COVER SHEET

0 0 0 0 0 5 8 6 4 8

S.E.C. Registration Number

MELCO CROWN (PHILIPPINES) RESORTS
CORPORATION

(Company's Full Name)

10th Floor, Liberty Center, 104

H.V. dela Costa St., Salcedo

Village Makati City

(Business Address: No. Street/City/Province)

c/o Atty. Frances T. Yuyucheng
Contact Person

c/o 555-9555
Company Telephone
Number

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Month Day

Fiscal Year

SEC Form 17-C
FORM TYPE

3rd Friday of June
Mont Day
h
Annual Meeting

Secondary License Type, If
Applicable

Dept. Requiring this
Doc.

Amended Articles
Number/Section

Total No. of
Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

DISCLOSURE

Melco Crown (Philippines) Resorts Corporation (the "Corporation") hereby discloses the following events in relation to the placement and subscription transaction (the "Transaction") previously disclosed on 20 March 2013 and 1 April 2013:

- 1) The Placing Agreement for the placing transaction has been executed by the Corporation, MCE (Philippines) Investments Limited (the "Selling Shareholder"), Citigroup Global Markets Inc., and UBS AG, Hong Kong Branch on 24 April 2013. The Greenshoe Agreement for the placing transaction has been executed by the Selling Shareholder and UBS AG, Hong Kong Branch on 24 April 2013. The Subscription Agreement for the subscription transaction has been executed by the Corporation and the Selling Shareholder on 24 April 2013;
- 2) The parties have just concluded the pricing of the common shares of the Corporation that are being offered under the Transaction ("Offer Shares"). The Offer Shares shall consist of 981,183,700 shares of the Corporation and up to 117,075,000 shares of Corporation for the over-allotment option if it is exercised. The offer price for the Offer Shares has been set at Php 14.00 per Offer Share; and
- 3) The Offer Shares are intended to be crossed through the Exchange on 24 April 2013 upon obtaining approval of the application for the block sale from the PSE. Settlement for the Offer Shares is anticipated to occur on 29 April 2013.

This disclosure is not an offer of securities for sale in the United States, and any securities offered in the United States may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The securities of the Corporation have not been and will not be registered under the Securities Act. The Corporation and the Selling Shareholder do not intend to register any portion of the offering in the United States.

THE SECURITIES REFERRED TO IN THIS DISCLOSURE HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE OF THE PHILIPPINES ("SRC"). ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE SRC UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

SIGNATURE

**MELCO CROWN (PHILIPPINES) RESORTS
CORPORATION**

By:


MARIA TARA A. MERCADO
Assistant Corporate Secretary

24 APRIL 2013
Date

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.