
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 July 2019

Commission File Number: 001-38699

STUDIO CITY INTERNATIONAL HOLDINGS 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

STUDIO CITY INTERNATIONAL HOLDINGS LIMITED
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[Exhibit 99.1](#)

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.

**STUDIO CITY INTERNATIONAL HOLDINGS
LIMITED**

By: /s/ Geoffrey Davis

Name: Geoffrey Davis, CFA

Title: Chief Financial Officer

Date: July 24, 2019

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Unaudited Results for Second Quarter of 2019



FOR IMMEDIATE RELEASE

**Studio City International Holdings Limited Announces
Unaudited Second Quarter 2019 Earnings**

Macau, Wednesday, July 24, 2019 – Studio City International Holdings Limited (NYSE: MSC) (“Studio City” or the “Company”), a world-class gaming, retail and entertainment resort located in Cotai, Macau, today reported its unaudited financial results for the second quarter of 2019.

Total operating revenues for the second quarter of 2019 were US\$149.7 million, as compared to US\$125.3 million in the second quarter of 2018. The increase in total operating revenues was due to the increase in revenues from the provision of gaming related services, partially offset by lower non-gaming revenues.

Revenues from the provision of gaming related services are derived from the provision of facilities for the operations of Studio City Casino by Melco Resorts (Macau) Limited (the “Gaming Operator”), a subsidiary of Melco Resorts & Entertainment Limited (“Melco”) and holder of a gaming subconcession, and services related thereto.

Studio City Casino generated gross gaming revenues of US\$361.8 million and US\$381.0 million for the second quarters of 2019 and 2018, respectively. Affected by the Macau market-wide VIP weakness, and by increasing competition in and around Cotai, Studio City’s rolling chip volumes totaled US\$3.1 billion for the second quarter of 2019 versus US\$6.1 billion in the second quarter of 2018. The rolling chip win rate was 2.76% in the second quarter of 2019 versus 2.66% in the second quarter of 2018. The expected rolling chip win rate range is 2.85% - 3.15%. Mass market table games drop increased to US\$877.0 million in the second quarter of 2019 compared with US\$814.3 million in the second quarter of 2018. The mass market table games hold percentage was 29.2% in the second quarter of 2019 compared to 24.5% in the second quarter of 2018. Gaming machine handle for the second quarter of 2019 was US\$630.9 million, compared with US\$614.9 million in the second quarter of 2018. The gaming machine win rate was 3.2% in the second quarter of 2019 compared to 3.4% in the second quarter of 2018. Total gaming tax and the costs incurred in connection with the operation of Studio City Casino deducted from gross gaming revenues were US\$260.7 million and US\$310.8 million in the second quarters of 2019 and 2018, respectively.

Revenues from provision of gaming related services were US\$101.1 million and US\$70.2 million for the second quarters of 2019 and 2018, respectively, which were net of gaming tax and the costs incurred in connection with the operation of Studio City Casino deducted by the Gaming Operator.

Total non-gaming revenues at Studio City for the second quarter of 2019 was US\$48.6 million, compared with US\$55.1 million for the second quarter of 2018.

澳門路氹邊圍公路 ESTRADA DO ISTMO, COTAL, MACAU 電話 T (853) 8865 8888 傳真 F (853) 8869 8888 WWW.STUDIOCITY-MACAU.COM

Operating income for the second quarter of 2019 was US\$29.7 million, compared with operating income of US\$16.5 million in the second quarter of 2018, representing an increase of 79%.

Adjusted EBITDA⁽¹⁾ was US\$82.5 million for the second quarter of 2019, as compared to Adjusted EBITDA of US\$60.7 million in the second quarter of 2018, representing an increase of 36%. The year-over-year increase in Adjusted EBITDA was mainly attributable to the increase in revenues from the provision of gaming related services, partially offset by lower non-gaming revenues.

Net loss attributable to Studio City International Holdings Limited for the second quarter of 2019 was US\$4.4 million, compared with US\$23.7 million in the second quarter of 2018. The net loss attributable to participation interest for the second quarter of 2019 was US\$1.3 million.

Other Factors Affecting Earnings

Total net non-operating expenses for the second quarter of 2019 were US\$35.3 million, which mainly included interest expenses of US\$33.4 million.

Depreciation and amortization costs of US\$44.6 million were recorded in the second quarter of 2019 of which US\$0.8 million was related to the amortization expense for the land use right.

In January 2019, the Gaming Operator informed us via our subsidiary, Studio City Entertainment Limited, that it will cease VIP rolling chip operations at the Studio City Casino on January 15, 2020. Revenues from provision of gaming related services in relation to the Studio City Casino VIP gaming operations amounted to US\$6.5 million in the second quarter of 2019, compared with US\$2.3 million in the second quarter of 2018.

The Adjusted EBITDA for Studio City for the three months ended June 30, 2019 referred to in Melco's earnings release dated July 24, 2019 ("Melco's earnings release") is US\$12.3 million more than the Adjusted EBITDA of Studio City contained in this report. The Adjusted EBITDA of Studio City contained in this report includes certain intercompany charges that are not included in the Adjusted EBITDA for Studio City contained in the Melco's earnings release. Such intercompany charges include, among other items, fees and shared service charges billed between the Company and its subsidiaries and certain subsidiaries of Melco. Additionally, Adjusted EBITDA of Studio City included in the Melco's earnings release does not reflect certain costs related to the VIP operations at Studio City Casino.

Financial Position and Capital Expenditures

Total cash and bank balances as of June 30, 2019 amounted to US\$610.1 million (December 31, 2018: US\$377.6 million), including US\$60.2 million of bank deposit with original maturity over three months (December 31, 2018: US\$nil) and US\$29.4 million of restricted cash (December 31, 2018: US\$31.7 million). Total debt, net of unamortized deferred financing costs at the end of the second quarter of 2019 was US\$1.8 billion (December 31, 2018: US\$1.6 billion).

Capital expenditures for the second quarter of 2019 were US\$9.3 million.

Safe Harbor Statement

This press release contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Studio City International Holdings 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, (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 press release is as of the date of this press release, and the Company undertakes no duty to update such information, except as required under applicable law.

Non-GAAP Financial Measures

- (1) “Adjusted EBITDA” is defined as earnings before interest, taxes, depreciation, amortization, pre-opening costs, property charges and other, other non-operating income and expenses. We believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results. This non-GAAP financial measure eliminates the impact of items that we do not consider indicative of the performance of our business. While we believe that this non-GAAP financial measure is useful in evaluating our business, this information should be considered as supplemental in nature and is not meant as a substitute for the related financial information prepared in accordance with U.S. GAAP. It should not be considered in isolation or construed as an alternative to net income/loss, cash flow or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities. The use of adjusted EBITDA has material limitations as an analytical tool, as adjusted EBITDA does not include all items that impact our net income/loss. Investors are encouraged to review the reconciliation of the historical non-GAAP financial measure to its most directly comparable GAAP financial measure.

- (2) “Adjusted net income/loss” is net income/loss before pre-opening costs, property charges and other, loss on extinguishment of debt and costs associated with debt modification, net of participation interest. Adjusted net income/loss is presented as supplemental disclosure because management believes it provides useful information to investors and others in understanding and evaluating our performance, in addition to income/loss computed in accordance with U.S. GAAP. Adjusted net income/loss may be different from the calculation methods used by other companies and, therefore, comparability may be limited. Reconciliations of adjusted net income/loss with the most comparable financial measures calculated and presented in accordance with U.S. GAAP are provided herein immediately following the financial statements included in this press release.

About Studio City International Holdings Limited

The Company, with its American depositary shares listed on the New York Stock Exchange (NYSE: MSC), is a world-class gaming, retail and entertainment resort located in Cotai, Macau. For more information about the Company, please visit www.studiocity-macau.com.

The Company is strongly supported by its single largest shareholder, Melco Resorts & Entertainment Limited, a company with its American depositary shares listed on the NASDAQ Global Select Market (NASDAQ: MLCO).

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Studio City International Holdings Limited and Subsidiaries
Condensed Consolidated Statements of Operations
(In thousands of U.S. dollars, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019 (Unaudited)	2018 (Unaudited)	2019 (Unaudited)	2018 (Unaudited)
OPERATING REVENUES				
Provision of gaming related services	\$ 101,145	\$ 70,194	\$ 191,536	\$ 168,595
Rooms	20,990	21,750	41,950	43,583
Food and beverage	17,277	15,406	34,790	31,459
Entertainment	3,911	2,618	10,083	6,273
Services fee	10,326	9,955	19,378	19,606
Mall	(4,456)	4,264	1,926	10,698
Retail and other	517	1,084	1,150	1,956
Total operating revenues	149,710	125,271	300,813	282,170
OPERATING COSTS AND EXPENSES				
Provision of gaming related services	(5,852)	(5,261)	(11,634)	(10,756)
Rooms	(5,095)	(5,533)	(10,733)	(10,954)
Food and beverage	(14,302)	(13,465)	(29,326)	(27,370)
Entertainment	(6,453)	(3,545)	(13,220)	(6,886)
Mall	(2,273)	(2,248)	(5,007)	(5,382)
Retail and other	(412)	(621)	(902)	(1,274)
General and administrative	(32,819)	(33,913)	(63,259)	(65,855)
Pre-opening costs	(60)	(11)	(2,549)	(53)
Amortization of land use right	(825)	(830)	(1,648)	(1,661)
Depreciation and amortization	(43,762)	(42,135)	(86,077)	(83,783)
Property charges and other	(8,196)	(1,164)	(8,325)	(3,527)
Total operating costs and expenses	(120,049)	(108,726)	(232,680)	(217,501)
OPERATING INCOME	29,661	16,545	68,133	64,669
NON-OPERATING INCOME (EXPENSES)				
Interest income	457	696	1,961	1,439
Interest expenses	(33,354)	(40,102)	(67,408)	(80,184)
Loan commitment fees	(104)	(105)	(207)	(208)
Foreign exchange losses, net	(2,214)	(310)	(1,301)	(162)
Other (expenses) income, net	(88)	(88)	605	(22)
Loss on extinguishment of debt	—	—	(2,995)	—
Costs associated with debt modification	—	—	(579)	—
Total non-operating expenses, net	(35,303)	(39,909)	(69,924)	(79,137)
LOSS BEFORE INCOME TAX	(5,642)	(23,364)	(1,791)	(14,468)
INCOME TAX EXPENSE	(77)	(328)	(143)	(375)
NET LOSS	(5,719)	(23,692)	(1,934)	(14,843)
NET LOSS ATTRIBUTABLE TO PARTICIPATION INTEREST	1,320	—	447	—
NET LOSS ATTRIBUTABLE TO STUDIO CITY INTERNATIONAL HOLDINGS LIMITED	\$ (4,399)	\$ (23,692)	\$ (1,487)	\$ (14,843)
NET LOSS ATTRIBUTABLE TO STUDIO CITY INTERNATIONAL HOLDINGS LIMITED PER CLASS A ORDINARY SHARE:				
Basic and diluted	\$ (0.018)	\$ (0.131)	\$ (0.006)	\$ (0.082)
NET LOSS ATTRIBUTABLE TO STUDIO CITY INTERNATIONAL HOLDINGS LIMITED PER ADS:				
Basic and diluted	\$ (0.073)	\$ (0.523)	\$ (0.025)	\$ (0.328)
WEIGHTED AVERAGE CLASS A ORDINARY SHARES OUTSTANDING USED IN NET LOSS ATTRIBUTABLE TO STUDIO CITY INTERNATIONAL HOLDINGS LIMITED PER CLASS A ORDINARY SHARE CALCULATION:				
Basic and diluted	241,818,016	181,279,400	241,818,016	181,279,400

Note:

In connection with the Company's initial public offering (the "IPO") on October 22, 2018, the Company underwent a series of organizational transactions. For the preparation of the accompanying unaudited condensed consolidated financial statements and the calculation of net loss attributable to Studio City International Holdings Limited per Class A ordinary share for the periods prior to the IPO, the Company has retrospectively presented net loss attributable to Studio City International Holdings Limited per Class A ordinary share and the share capital as if the organizational transactions had occurred at the beginning of the earliest period presented. Such retrospective presentation reflects the redesignation of the issued 18,127.94 ordinary shares of \$1 par value each to 181,279,400 Class A ordinary shares of \$0.0001 par value each. For the periods prior to the IPO date, the retrospective presentation does not include the exchange of 72,511,760 Class A ordinary shares into 72,511,760 Class B ordinary shares of \$0.0001 par value each and the issuance of 115,000,000 Class A ordinary shares in the IPO.

Studio City International Holdings Limited and Subsidiaries
Condensed Consolidated Balance Sheets
(In thousands of U.S. dollars, except share and per share data)

	June 30, 2019 (Unaudited)	December 31, 2018 (Audited)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 520,601	\$ 345,854
Bank deposit with original maturity over three months	60,152	—
Restricted cash	29,245	31,582
Accounts receivable, net	1,614	1,712
Amounts due from affiliated companies	61,412	42,339
Inventories	10,061	9,904
Prepaid expenses and other current assets	13,372	27,650
Total current assets	<u>696,457</u>	<u>459,041</u>
PROPERTY AND EQUIPMENT, NET	2,124,976	2,175,858
LONG-TERM PREPAYMENTS, DEPOSITS AND OTHER ASSETS	37,708	45,766
RESTRICTED CASH	130	129
OPERATING LEASE RIGHT-OF-USE ASSETS	14,385	—
LAND USE RIGHT, NET	120,170	121,544
TOTAL ASSETS	<u>\$2,993,826</u>	<u>\$2,802,338</u>
LIABILITIES, SHAREHOLDERS' EQUITY AND PARTICIPATION INTEREST		
CURRENT LIABILITIES		
Accounts payable	\$ 4,436	\$ 6,421
Accrued expenses and other current liabilities	69,240	62,825
Income tax payable	33	33
Current portion of long-term debt, net	348,957	347,740
Amounts due to affiliated companies	16,095	21,953
Total current liabilities	<u>438,761</u>	<u>438,972</u>
LONG-TERM DEBT, NET	1,432,585	1,261,904
OTHER LONG-TERM LIABILITIES	5,526	4,017
DEFERRED TAX LIABILITIES	1,190	1,044
OPERATING LEASE LIABILITIES, NON-CURRENT	13,207	—
AMOUNT DUE TO AN AFFILIATED COMPANY	282	—
TOTAL LIABILITIES	<u>1,891,551</u>	<u>1,705,937</u>
SHAREHOLDERS' EQUITY AND PARTICIPATION INTEREST		
Class A ordinary shares	24	24
Class B ordinary shares	7	7
Additional paid-in capital	1,655,602	1,655,602
Accumulated other comprehensive losses	(8,056)	(14,063)
Accumulated losses	(799,585)	(798,098)
Total shareholders' equity	<u>847,992</u>	<u>843,472</u>
PARTICIPATION INTEREST	254,283	252,929
Total shareholders' equity and participation interest	<u>1,102,275</u>	<u>1,096,401</u>
TOTAL LIABILITIES, SHAREHOLDERS' EQUITY AND PARTICIPATION INTEREST	<u>\$2,993,826</u>	<u>\$2,802,338</u>

Studio City International Holdings Limited and Subsidiaries
Reconciliation of Net Loss Attributable to Studio City International Holdings Limited to
Adjusted Net Income (Loss) Attributable to Studio City International Holdings Limited
(In thousands of U.S. dollars, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019 (Unaudited)	2018 (Unaudited)	2019 (Unaudited)	2018 (Unaudited)
Net Loss Attributable to Studio City International Holdings Limited	\$ (4,399)	\$ (23,692)	\$ (1,487)	\$ (14,843)
Pre-opening Costs	60	11	2,549	53
Property Charges and Other	8,196	1,164	8,325	3,527
Loss on Extinguishment of Debt	—	—	2,995	—
Costs Associated with Debt Modification	—	—	579	—
Participation Interest Impact on Adjustments	(1,905)	—	(3,333)	—
Adjusted Net Income (Loss) Attributable to Studio City International Holdings Limited	<u>\$ 1,952</u>	<u>\$ (22,517)</u>	<u>\$ 9,628</u>	<u>\$ (11,263)</u>
ADJUSTED NET INCOME (LOSS) ATTRIBUTABLE TO STUDIO CITY INTERNATIONAL HOLDINGS LIMITED PER CLASS A ORDINARY SHARE:				
Basic and diluted	<u>\$ 0.008</u>	<u>\$ (0.124)</u>	<u>\$ 0.040</u>	<u>\$ (0.062)</u>
ADJUSTED NET INCOME (LOSS) ATTRIBUTABLE TO STUDIO CITY INTERNATIONAL HOLDINGS LIMITED PER ADS:				
Basic and diluted	<u>\$ 0.032</u>	<u>\$ (0.497)</u>	<u>\$ 0.159</u>	<u>\$ (0.249)</u>
WEIGHTED AVERAGE CLASS A ORDINARY SHARES OUTSTANDING USED IN ADJUSTED NET INCOME (LOSS) ATTRIBUTABLE TO STUDIO CITY INTERNATIONAL HOLDINGS LIMITED PER CLASS A ORDINARY SHARE CALCULATION:				
Basic and diluted	<u>241,818,016</u>	<u>181,279,400</u>	<u>241,818,016</u>	<u>181,279,400</u>

Studio City International Holdings Limited and Subsidiaries
Reconciliation of Operating Income to Adjusted EBITDA
(In thousands of U.S. dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019 (Unaudited)	2018 (Unaudited)	2019 (Unaudited)	2018 (Unaudited)
Operating Income	\$ 29,661	\$ 16,545	\$ 68,133	\$ 64,669
Pre-opening Costs	60	11	2,549	53
Depreciation and Amortization	44,587	42,965	87,725	85,444
Property Charges and Other	8,196	1,164	8,325	3,527
Adjusted EBITDA	<u>\$ 82,504</u>	<u>\$ 60,685</u>	<u>\$ 166,732</u>	<u>\$ 153,693</u>

Studio City International Holdings Limited and Subsidiaries
Reconciliation of Net Loss Attributable to Studio City International Holdings Limited to Adjusted EBITDA
(In thousands of U.S. dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019 (Unaudited)	2018 (Unaudited)	2019 (Unaudited)	2018 (Unaudited)
Net Loss Attributable to Studio City International Holdings Limited	\$ (4,399)	\$ (23,692)	\$ (1,487)	\$ (14,843)
Net Loss Attributable to Participation Interest	(1,320)	—	(447)	—
Net Loss	(5,719)	(23,692)	(1,934)	(14,843)
Income Tax Expense	77	328	143	375
Interest and Other Non-Operating Expenses, Net	35,303	39,909	69,924	79,137
Property Charges and Other	8,196	1,164	8,325	3,527
Depreciation and Amortization	44,587	42,965	87,725	85,444
Pre-opening Costs	60	11	2,549	53
Adjusted EBITDA	<u>\$ 82,504</u>	<u>\$ 60,685</u>	<u>\$ 166,732</u>	<u>\$ 153,693</u>

Studio City International Holdings Limited and Subsidiaries
Supplemental Data Schedule

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Room Statistics:				
Average daily rate (3)	\$ 132	\$ 135	\$ 133	\$ 137
Occupancy per available room	100%	100%	100%	100%
Revenue per available room (4)	\$ 132	\$ 135	\$ 133	\$ 137
Other Information:				
Average number of table games	293	293	293	293
Average number of gaming machines	985	959	980	951
Table games win per unit per day (5)	\$12,812	\$13,509	\$12,660	\$14,399
Gaming machines win per unit per day (6)	\$ 225	\$ 237	\$ 218	\$ 244

- (3) Average daily rate is calculated by dividing total room revenues including complimentary rooms (less service charges, if any) by total occupied rooms including complimentary rooms
- (4) Revenue per available room is calculated by dividing total room revenues including complimentary rooms (less service charges, if any) by total rooms available
- (5) Table games win per unit per day is shown before discounts, commissions, non-discretionary incentives (including the point-loyalty programs) as administered by the Gaming Operator and allocating casino revenues related to goods and services provided to gaming patrons on a complimentary basis
- (6) Gaming machines win per unit per day is shown before non-discretionary incentives (including the point-loyalty programs) as administered by the Gaming Operator and allocating casino revenues related to goods and services provided to gaming patrons on a complimentary basis