
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)**

Studio City International Holdings Limited
(Name of Issuer)

Class A Ordinary Shares
(Title of Class of Securities)

86389T106
(CUSIP Number)

December 31, 2018
(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|--|---|--------------------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | MCO Cotai Investments Limited | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZEN OR PLACE OF ORGANIZATION | |
| | Cayman Islands | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 0 |
| | 6 | SHARED VOTING POWER |
| | | 170,087,640 |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 170,087,640 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 170,087,640 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | Not Applicable | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 70.3% | |
| 12 | TYPE OF REPORTING PERSON | |
| | CO | |

| | | |
|--|---|--------------------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | MCO Holdings Limited | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZEN OR PLACE OF ORGANIZATION | |
| | Cayman Islands | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 0 |
| | 6 | SHARED VOTING POWER |
| | | 170,087,640 |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 170,087,640 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 170,087,640 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | Not Applicable | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 70.3% | |
| 12 | TYPE OF REPORTING PERSON | |
| | CO | |

| | | |
|--|---|--------------------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | Melco Resorts & Entertainment Limited | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZEN OR PLACE OF ORGANIZATION | |
| | Cayman Islands | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 0 |
| | 6 | SHARED VOTING POWER |
| | | 170,087,640 |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 170,087,640 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 170,087,640 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | Not Applicable | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 70.3% | |
| 12 | TYPE OF REPORTING PERSON | |
| | CO | |

| | | |
|--|---|--------------------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | Melco Leisure and Entertainment Group Limited | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZEN OR PLACE OF ORGANIZATION | |
| | British Virgin Islands | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 0 |
| | 6 | SHARED VOTING POWER |
| | | 170,087,640 |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 170,087,640 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 170,087,640 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | Not Applicable | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 70.3% | |
| 12 | TYPE OF REPORTING PERSON | |
| | CO | |

| | | |
|--|---|--------------------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | Melco International Development Limited | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZEN OR PLACE OF ORGANIZATION | |
| | Hong Kong | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 0 |
| | 6 | SHARED VOTING POWER |
| | | 170,834,928 |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 170,834,928 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 170,834,928 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | Not Applicable | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 70.6% | |
| 12 | TYPE OF REPORTING PERSON | |
| | CO | |

| | | |
|--|---|---|
| 1 | NAMES OF REPORTING PERSONS Ho, Lawrence Yau Lung | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZEN OR PLACE OF ORGANIZATION Canada | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 |
| | 6 | SHARED VOTING POWER 170,834,928 |
| | 7 | SOLE DISPOSITIVE POWER 0 |
| | 8 | SHARED DISPOSITIVE POWER 170,834,928 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,834,928 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES Not Applicable | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 70.6% | |
| 12 | TYPE OF REPORTING PERSON IN | |

ITEM 1. (a) Name of Issuer:

Studio City International Holdings Limited (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

36/F, The Centrium,
60 Wyndham Street,
Hong Kong

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

MCO Cotai Investments Limited ("MCO Cotai" and formerly known as MCE Cotai Investments Limited)

MCO Holdings Limited ("MCO Holdings")

Melco Resorts & Entertainment Limited ("Melco Resorts")

Melco Leisure and Entertainment Group Limited ("Melco Leisure")

Melco International Development Limited ("Melco International")

Ho, Lawrence Yau Lung ("Mr. Ho")

(b) Address or Principal Business Office:

The address or principal business office of each of the Reporting Persons is as follows:

For MCO Cotai: Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands

For MCO Holdings: Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands

For Melco Resorts: 36th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong

For Melco Leisure: c/o 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong

For Mr. Ho and Melco International: 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong.

(c) Citizenship of each Reporting Person is:

MCO Cotai, MCO Holdings and Melco Resorts are each organized under the laws of the Cayman Islands. Melco Leisure is organized under the laws of the British Virgin Islands. Melco International is a Hong Kong-listed company. Mr. Ho is a citizen of Canada.

(d) Title of Class of Securities:

Class A Ordinary Shares (the "SC Class A Shares")

(e) CUSIP Number:

86389T106

ITEM 3.

Not applicable.

ITEM 4. Ownership**Ownership (a-c)**

The following sets forth, as of December 31, 2018, the aggregate number and percentage of SC Class A Shares beneficially owned by the Reporting Persons, as well as the number of SC Class A Shares as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of, as of December 31, 2018, based on 241,818,016 SC Class A Shares outstanding as of such date.

| Reporting Person | Amount beneficially owned | Percent of class | Sole power to vote or to direct the vote | Shared power to vote or to direct the vote | Sole power to dispose or to direct the disposition | Shared power to dispose or to direct the disposition |
|---|----------------------------------|-------------------------|---|---|---|---|
| MCO Cotai Investments Limited | 170,087,640 | 70.3% | 0 | 170,087,640 | 0 | 170,087,640 |
| MCO Holdings Limited | 170,087,640 | 70.3% | 0 | 170,087,640 | 0 | 170,087,640 |
| Melco Resorts & Entertainment Limited | 170,087,640 | 70.3% | 0 | 170,087,640 | 0 | 170,087,640 |
| Melco Leisure and Entertainment Group Limited | 170,087,640 | 70.3% | 0 | 170,087,640 | 0 | 170,087,640 |
| Melco International Development Limited | 170,834,928 | 70.6% | 0 | 170,834,928 | 0 | 170,834,928 |
| Ho, Lawrence Yau Lung | 170,834,928 | 70.6% | 0 | 170,834,928 | 0 | 170,834,928 |

MCO Cotai is the holder of 108,767,640 SC Class A Shares and 15,330,000 ADSs representing 61,320,000 SC Class A Shares. Melco International is the holder of 747,288 SC Class A Shares, among which include 899 ADSs (representing 3,596 SC Class A Shares) held by trustees and agents on its behalf.

Mr. Ho is the majority shareholder of Melco International, which is the sole shareholder of Melco Leisure, which is the majority shareholder of Melco Resorts, a publicly-traded company whose American Depositary Shares are listed on the NASDAQ Global Select Market. Melco Resorts is the sole shareholder of MCO Holdings, which is the sole shareholder of MCO Cotai. Therefore, each of the foregoing entities and individuals may be deemed to share voting and investment power over the SC Class A Shares and ADSs held of record by MCO Cotai and Melco International.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2019

MCO COTAI INVESTMENTS LIMITED

By: /s/ Ho, Lawrence Yau Lung

Name: Ho, Lawrence Yau Lung

Title: Authorised Signatory

MCO HOLDINGS LIMITED

By: /s/ Ho, Lawrence Yau Lung

Name: Ho, Lawrence Yau Lung

Title: Authorised Signatory

MELCO RESORTS & ENTERTAINMENT LIMITED

By: /s/ Ho, Lawrence Yau Lung

Name: Ho, Lawrence Yau Lung

Title: Director

MELCO LEISURE AND ENTERTAINMENT GROUP LIMITED

By: /s/ Ho, Lawrence Yau Lung

Name: Ho, Lawrence Yau Lung

Title: Director

MELCO INTERNATIONAL DEVELOPMENT LIMITED

By: /s/ Ho, Lawrence Yau Lung

Name: Ho, Lawrence Yau Lung

Title: Director

HO, LAWRENCE YAU LUNG

By: /s/ Ho, Lawrence Yau Lung

LIST OF EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-------------------------|
| 1 | Joint Filing Agreement. |

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13G. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 13th day of February, 2019.

MCO COTAI INVESTMENTS LIMITED

By: /s/ Ho, Lawrence Yau Lung
Name: Ho, Lawrence Yau Lung
Title: Authorised Signatory

MCO HOLDINGS LIMITED

By: /s/ Ho, Lawrence Yau Lung
Name: Ho, Lawrence Yau Lung
Title: Authorised Signatory

MELCO RESORTS & ENTERTAINMENT LIMITED

By: /s/ Ho, Lawrence Yau Lung
Name: Ho, Lawrence Yau Lung
Title: Director

MELCO LEISURE AND ENTERTAINMENT GROUP LIMITED

By: /s/ Ho, Lawrence Yau Lung
Name: Ho, Lawrence Yau Lung
Title: Director

**MELCO INTERNATIONAL DEVELOPMENT
LIMITED**

By: /s/ Ho, Lawrence Yau Lung

Name: Ho, Lawrence Yau Lung

Title: Director

HO, LAWRENCE YAU LUNG

By: /s/ Ho, Lawrence Yau Lung