

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

FOR THE MONTH OF JULY 2017
COMMISSION FILE NUMBER: 001-33863

XINYUAN REAL ESTATE CO., LTD.

27/F, China Central Place, Tower II
79 Jianguo Road, Chaoyang District
Beijing 100025
People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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-_____.

This Form 6-K is hereby incorporated by reference into the registration statements of Xinyuan Real Estate Co., Ltd. (“Xinyuan” or the “Company”) on Form S-8 (Registration Numbers 333-152637, 333-198525 and 333-205371) and on Form F-3 (Registration Number 333-192046) and any outstanding prospectus, offering circular or similar document issued or authorized by the Company that incorporates by reference any of the Company’s reports on Form 6-K that are incorporated into its registration statements filed with the Securities and Exchange Commission, and this Form 6-K shall be deemed a part of each such document from the date on which this Form 6-K is filed, to the extent not superseded by documents or reports subsequently filed or furnished by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

TABLE OF CONTENTS

| | <u>Page</u> |
|--|--------------------|
| Signature | 2 |
| Exhibit Index | 3 |
| Exhibit 99.1 Xinyuan Real Estate Co., Ltd. 2019 Notes Redemption Completion Announcement dated July 11, 2017 | |
| Exhibit 99.2 Xinyuan Real Estate Co., Ltd. Press Release dated July 11, 2017 | |

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.

Xinyuan Real Estate Co., Ltd.

By: /s/ Yuan (Helen) Zhang
Name: Yuan (Helen) Zhang
Title: Chief Financial Officer

Date: July 11, 2017

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Xinyuan Real Estate Co., Ltd. 2019 Notes Redemption Completion Announcement dated July 11, 2017 |
| 99.2 | Xinyuan Real Estate Co., Ltd. Press Release dated July 11, 2017 |

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.



XINYUAN REAL ESTATE CO., LTD.

鑫苑地产控股有限公司

(Incorporated in the Cayman Islands with limited liability)

COMPLETION OF REDEMPTION OF SENIOR NOTES DUE 2019

Reference is made to the announcement of Xinyuan Real Estate Co., Ltd. (the “**Company**”) dated June 9, 2017 (the “**Announcement**”) in relation to the Company informing the Trustee and holders of the 2019 Notes of its intention to redeem an aggregate principal amount of US\$200,000,000 of all outstanding 2019 Notes on 10 July 2017. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

The Company has redeemed an aggregate principal amount of US\$200,000,000 of all outstanding 2019 Notes on the Redemption Date (the “**Redemption**”) at the redemption price equal to 106.5% of the principal amount thereof, being US\$213,000,000, plus accrued and unpaid interest of US\$2,456,000 to the Redemption Date. The total redemption price paid by the Company on the Redemption Date is US\$215,456,000.

The Company considers that there will be no material impact on its financial position as a result of the Redemption. Upon completion of the Redemption, the 2019 Notes will be cancelled and delisted from the official list of the Singapore Exchange Securities Trading Limited.

On behalf of the Board
Xinyuan Real Estate Co., Ltd.
Yong Zhang
Chairman

July 11, 2017



Xinyuan Completes Redemption of 13.0% Senior Notes Due 2019

BEIJING, July 11, 2017 – Xinyuan Real Estate Co., Ltd. (“Xinyuan” or “the Company”) (NYSE: XIN), an NYSE-listed real estate developer and property manager primarily in China and recently in other countries, today announced that the Company completed the redemption of an aggregate principal amount of US\$200 million of all outstanding 13.0% Senior Notes due 2019 (the “2019 Notes”) on July 10, 2017.

Xinyuan redeemed the 2019 Notes at the redemption price, equal to 106.5% of the principal amount, totalling US\$213,000,000, plus accrued and unpaid interest of US\$2,456,000 to the Redemption Date. The total redemption price paid by the Company on the Redemption Date was US\$215,456,000. Xinyuan funded the redemption using proceeds from its offering of 7.75% Senior Notes due 2021, issued on February 21, 2017. Following the redemption of the outstanding 2019 Notes on the Redemption Date, all the redeemed 2019 Notes will be cancelled.

Mr. Yong Zhang, Chairman of Xinyuan, commented, “We are pleased to complete the early redemption of the 2019 Notes. The refinancing allows us greater flexibility to continue executing our real estate development projects, creates additional value for shareholders, improves our balance sheet and lowers our financing costs.”

About Xinyuan Real Estate Co., Ltd.

Xinyuan Real Estate Co., Ltd. (“Xinyuan”) is an NYSE-listed real estate developer and property manager primarily in China and in other countries. In China, the Company develops and manages large scale, high quality real estate projects in over ten tier one and tier two cities, including Beijing, Shanghai, Zhengzhou, Jinan, Xi’an, Suzhou, among others. Xinyuan was one of the first Chinese real estate developers to enter the U.S. market and over the past few years has been active in real estate development in New York. The Company aims to provide comfortable and convenient real estate related products and services to middle-class consumers. For more information, please visit <http://www.xyre.com>.

Safe Harbor Statement

Certain statements in this press release constitute “forward-looking statements”. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements includes statements about intended use of proceeds and can generally be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar statements. Statements that are not historical statements are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties that could cause actual results to differ materially from those projected or anticipated, including, but not limited to, our ability to continue to implement our business model successfully; our ability to secure adequate financing for our project development; our ability to successfully sell or complete our property projects under construction and planning; our ability to enter into new geographic markets or business lines and expand our operations; the marketing and sales ability of our third-party sales agents; the performance of our third-party contractors; the impact of laws, regulations and policies relating to real estate developers and the real estate industry in the countries in which we operate; our ability to obtain permits and licenses to carry on our business in compliance with applicable laws and regulations; competition from other real estate developers; the growth of the real estate industry in the markets in which we operate; fluctuations in general economic and business conditions in the markets in which we operate; and other risks outlined in our public filings with the Securities and Exchange Commission, including our annual report on Form 20-F for the year ended December 31, 2016. Except as required by law, we undertake no obligation to update or review publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statement is made.



For more information, please contact:

Xinyuan Real Estate Co., Ltd.
Mr. Joe Xu
Investor Relations Deputy Director
Tel: +86 (10) 8588-9376
Email: irteam@xyre.com

ICR, LLC
Investors:
William Zima
In U.S.: +1-646-308-1472
In China: +86 (10) 6583 7511
Email: William.zima@icrinc.com

Media:
Edmond Lococo
In China: +86 (10) 6583-7510
Email: Edmond.Lococo@icrinc.com
