

Xinyuan Real Estate Co., Ltd.  
Form 6-K  
November 25, 2015

**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 NOVEMBER 2015**

**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**  **x**

**Form 40-F**  **o**

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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):

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Form 6-K shall be deemed a part of each such document from the date on which this Form 6-K is filed, to the extent not superseded by documents or reports subsequently filed or furnished by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as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**

	<b><u>Page</u></b>
<u>Signature</u>	2
<u>Exhibit Index</u>	3
Exhibit 99.1 Xinyuan Real Estate Co., Ltd. Press Release dated November 25, 2015	
Exhibit 99.2 Notice of Annual General Meeting of Shareholders and Proxy Statement, dated November 25, 2015	
Exhibit 99.3 Proxy card for ADR shareholders	
Exhibit 99.4 Proxy card for common shareholders	

**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/ Huaiyu Liu  
Name: Huaiyu Liu  
Title: Chief Financial Officer

Date: November 25, 2015

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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Exhibit 99.3	Proxy card for ADR shareholders
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