

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 OCTOBER 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

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):

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Form 6-K shall be deemed a part of each such document from the date on which this Form 6-K is filed, to the extent not superseded by documents or reports subsequently filed or furnished by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as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	3
Exhibit Index	4
Exhibit 99.1 Xinyuan Real Estate Co., Ltd. Press Release dated October 19, 2015	

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: October 19, 2015

EXHIBIT INDEX

Exhibit Number

Description

Exhibit 99.1

Xinyuan Real Estate Co., Ltd. Press Release dated October 19, 2015

Xinyuan Real Estate Co., Ltd. Announces Change to Board of Directors

Beijing, October 19, 2015 - 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 the retirement of Ms. Yinfei Hao as Director of the Company's Board of Directors (the "Board") and Executive Vice President of the Company. The Company has appointed Mr. Wells Tian as an independent director, effective immediately. Mr. Tian will serve as a member of the Board's Nominating and Corporate Governance Committee, Compensation Committee, and Audit Committee.

Mr. Tian brings 18 years of management experience in various multinational corporations to Xinyuan. He is currently a Senior Partner at Korn/Ferry International where he leads its talent and leadership consulting business for Chinese companies. Prior to joining Korn/Ferry, Mr. Tian was at Aon Hewitt and held the roles of Vice President of its China division, General Manager of its North China division, and Director of its leadership and senior executive compensation consulting practice in China. Mr. Tian received his bachelor's degree in Accounting from Qingdao University and holds an MBA in Administrative Engineering from Tsinghua University.

"It has been a great pleasure working with Yinfei since she was appointed Director in December 2010. On behalf of the Board, I would like to thank Yinfei for her significant contributions to the Company and wish her luck in her retirement," said Mr. Yong Zhang, Xinyuan's Chairman. "We're excited to welcome Wells Tian to the Xinyuan Board. His management expertise and proven leadership will be tremendous assets to Xinyuan as we continue to focus on creating long-term shareholder value."

The Company also announced the appointment of Mr. Yong Zhang, Chairman of the Board, as Chairman of the Board's Nominating and Corporate Governance Committee.

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 recently 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>.

For more information, please contact:

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