

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 JANUARY 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 and 333-198525) 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Form 6-K shall be deemed a part of each such document from the date on which this Form 6-K is filed, to the extent not superseded by documents or reports subsequently filed or furnished by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as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.

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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/ Manbo He

Name: Manbo He

Title: Chief Financial Officer

Date: January 5, 2015

EXHIBIT INDEX

Exhibit Number	Description
Exhibit 99.1	Xinyuan Real Estate Co., Ltd. Press Release dated January 6, 2015

Xinyuan Real Estate Co., Ltd. Announces Resignations of Two Board Directors

--Appoints Tom Gurnee as Chairman of Audit Committee--

BEIJING, Jan. 6, 2015 – Xinyuan Real Estate Co., Ltd. (“Xinyuan” or “the Company”) (NYSE: XIN), a residential real estate developer with primary focus on high growth cities in China, today announced that Mr. Anthony J. Walton and Mr. Thomas Wertheimer have resigned as directors of the Company’s board of directors effective December 31, 2014. Following Mr. Wertheimer’s resignation, the board has appointed Mr. Thomas Gurnee as Chairman of the Audit Committee.

Mr. Yong Zhang, Chairman of Xinyuan, stated, “Both Anthony and Thomas have made significant contributions to Xinyuan and we are thankful for their service to the Company. We have initiated the process of recruiting independent directors to replace both gentlemen and expect new directors to come on board soon. Our newly appointed Audit Committee chair, Tom Gurnee, is an experienced and seasoned executive who is intimately familiar with our Company and industry. We are pleased to welcome him to our Audit Committee.”

About Xinyuan Real Estate Co., Ltd.

Xinyuan Real Estate Co., Ltd. (“Xinyuan”) (NYSE: XIN) is a developer of large scale, high quality residential real estate projects aimed at providing middle-income consumers with a comfortable and convenient community lifestyle. In China, Xinyuan primarily focuses its development projects in high growth cities, including Zhengzhou, Jinan, Suzhou, Kunshan, Xuzhou, Chengdu, Shanghai, Beijing, Changsha, Sanya, Xi’an and Hefei. The Company’s U.S. development arm, XIN Development Group International, Inc., is a pioneer amongst Chinese real estate residential developers, entering the U.S. market in 2012. Xinyuan is the first real estate developer from China to be listed on the New York Stock Exchange. For more information, please visit <http://www.xyre.com>.

For more information, please contact:

Xinyuan Real Estate Co., Ltd.
Ms. Jing Ye
Investor Relations Director
Tel: +86 (10) 8588-9376
Email: irmanager@xyre.com

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