
**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 AUGUST 2023
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):

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Exhibits

[Exhibit 99.1 Press Release of Xinyuan Real Estate Co., Ltd. entitled "Xinyuan Announces Completion of Exchange Offer and Consent Solicitation of Certain Notes " dated August 21, 2023](#)

Signature

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/ Yong Zhang

Name: Yong Zhang

Title: Chief Executive Officer

Date: August 22, 2023

Xinyuan Real Estate Co., Ltd. Announces Completion of Exchange Offer and Consent Solicitation of Certain Notes

Beijing, August 21, 2023 -- Xinyuan Real Estate Co., Ltd. (“Xinyuan” or the “Company”) (NYSE: XIN), an NYSE-listed real estate developer operating primarily in China and also in other countries, announces completion of exchange offer and consent solicitation with respect to certain waivers and releases of the following securities.

| Description of the Securities (“Existing Notes”) | ISIN/ Common Code | Exchange Consideration per US\$1,000 in aggregate principal amount of the relevant Existing Notes tendered for exchange |
|---|---------------------------|---|
| 14.5% Senior Notes due 2023 | XS2176792658 217679265 | US\$1,000.00 in aggregate principal amount of a new senior notes (“New Notes”) and certain cash payment as consent fee (“Consent Fee”). |
| 14.2% Senior Notes due 2023 | XS2394748706 239474870 | |
| 14.0% Senior Notes due 2024 | XS2290806954 229080695 | |

The settlement of the exchange offer and the issuance of the New Notes has been completed on August 18, 2023. On August 18, 2023, US\$307,363,580 of the total aggregate outstanding principal amount of the Existing Notes were exchanged and the Company (i) delivered the New Notes in the aggregate principal amount of US\$331,303,941 and (ii) made a payment of Consent Fees in cash in the amount of US\$1,536,863.12 in full satisfaction of the Exchange Consideration to eligible holders whose Existing Notes have been validly tendered and accepted for exchange.

The notes were offered outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements. This press release does not constitute an offer to sell the notes, nor a solicitation for an offer to purchase the notes in the U.S. or any other jurisdiction.

THE EXCHANGE OFFER AND CONSENT SOLICITATION IS AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS AND ARE OUTSIDE THE UNITED STATES.

About Xinyuan Real Estate Co., Ltd.

Xinyuan Real Estate Co., Ltd. (“Xinyuan”) is an NYSE-listed real estate developer primarily in China and recently in other countries. In China, Xinyuan develops and manages large scale, high quality real estate projects in over ten tier one and tier two cities, including Beijing, Shanghai, Tianjin, Zhengzhou, Jinan, Qingdao, Chengdu, Xi’an, Suzhou, Dalian, Zhuhai and Foshan. 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. Xinyuan 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>.

Forward Looking Statements

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 future debt and financial position, potential future collaborative efforts, among others, 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 successfully into new geographic markets and new 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; the impact of pandemics, such as Covid-19, on the real estate market and the economies in our markets; 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, 2022. 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:

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