

MERCADOLIBRE INC
Form 8-K
March 12, 2019

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 11, 2019

MercadoLibre, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware 001-33647 98-0212790
(State or Other Jurisdiction (Commission (I.R.S. Employer
of Incorporation) File Number) Identification Number)

Arias 3751, 7th Floor, Buenos Aires, Argentina C1430CRG
(Address of Principal Executive Offices) (Zip Code)

011-54-11-4640-8000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240-14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

On March 11, 2019, MercadoLibre, Inc. (the “Company”, or “we”) issued a press release announcing the proposed public offering (the “Offering”) by the Company of \$1 billion shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) pursuant to the Company’s Registration Statement on Form S-3 filed with the Securities and Exchange Commission on March 11, 2019. MercadoLibre also intends to grant the underwriters a 30-day option to purchase up to \$150 million of additional shares of common stock. In addition, MercadoLibre announced that it has entered into an agreement pursuant to which PayPal has committed to make a \$750 million strategic investment through the purchase of common stock. In a separate agreement, an affiliate of Dragoneer Investment Group has agreed to purchase \$100 million of Series A convertible preferred stock. A copy of the press release is furnished as Exhibit 99.1.

This Current Report shall not constitute an offer to sell or a solicitation of an offer to buy securities, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The information furnished with this Current Report (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|------------------------------------|
| 99.1 | Press Release dated March 11, 2019 |

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|------------------------------------|
| <u>99.1</u> | Press Release dated March 11, 2019 |

SIGNATURES

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 hereunto duly authorized.

MercadoLibre, Inc.

Dated: March 11, 2019 By: /s/ Pedro Arnt
Name: Pedro Arnt
Title: Chief Financial Officer
