

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**FORM 20-F/A**  
(Amendment No. 1)

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report \_\_\_\_\_

Commission file number: 001-38714

**StoneCo Ltd.**

(Exact name of Registrant as specified in its charter)

**The Cayman Islands**

(Jurisdiction of incorporation or organization)

**R. Fidêncio Ramos, 308, 10th floor—Vila Olímpia  
São Paulo—SP, 04551-010, Brazil  
+55 (11) 3004-9680**

(Address of principal executive offices)

**Marcelo Baldin, Vice President, Finance**

**Tel: +55 (11) 3157-3115 – marcelo.baldin@stone.com.br**

**R. Fidêncio Ramos, 308, 10th floor—Vila Olímpia  
São Paulo—SP, 04551-010, Brazil**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common shares, par value US\$0.000079365 per share	STNE	The Nasdaq Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

Title of Class	Number of Shares Outstanding
Class A common shares, par value US\$0.000079365 per share	125,697,438
Class B common shares, par value US\$0.000079365 per share	151,482,561

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act.

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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#### **EXPLANATORY NOTE**

This Amendment No. 1 on Form 20-F/A (the “Amendment”) is being filed by StoneCo Ltd. (“StoneCo.” the “Company,” “we,” “our,” or “us”) to amend the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2018, originally filed with the U.S. Securities Exchange Commission on April 29, 2019 (the “Original Filing”). The Company is filing this Amendment solely to furnish the Interactive Data File disclosure as Exhibit 101 in accordance with Rule 405 of Regulation S-T, which was not included in the Original Filing. Exhibit 101 includes information in eXtensible Business Reporting Language (XBRL).

This Amendment consists solely of the cover page and this explanatory note. Except as described above, this Amendment does not amend any information set forth in the Original Filing or reflect any events that occurred subsequent to the filing of the Original Filing on April 29, 2019. Accordingly, this Amendment should be read in conjunction with the Original Filing and with our filings with the U.S. Securities Exchange Commission subsequent to the Original Filing.

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- 1.1 [Amended and Restated Articles of Association of StoneCo Ltd.](#) (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form F-1 (File No. 333-227634) filed with the SEC on October 16, 2018).
- 4.1 [Form of Indemnification Agreement](#) (incorporated herein by reference to Exhibit 10.1 to the Company's Registration Statement on Form F-1 (File No. 333-227634) filed with the SEC on October 1, 2018).
- 4.2 [Visa Payment Arrangements Participation and Trademark License Agreement, dated as of February 19, 2016 between Visa do Brasil Empreendimentos Ltda. and Stone Pagamentos S.A.](#) (incorporated herein by reference to Exhibit 10.2 to the Company's Registration Statement on Form F-1 (File No. 333-227634) filed with the SEC on October 1, 2018).
- 4.3\*\* [License Agreement, dated as of December 21, 2015 between Mastercard International Incorporated and Stone Pagamentos S.A., including the Acceptance Letter, dated as of December 21, 2015, from Mastercard International Incorporated to Stone Pagamentos S.A.; the Summary of Licenses Granted, dated as of December 21, 2015; and Supplement to Mastercard License Agreement, effective as of April 19, 2016, between Mastercard International Incorporated and Stone Pagamentos S.A.](#) (incorporated herein by reference to Exhibit 10.3 to the Company's Registration Statement on Form F-1 (File No. 333-227634) filed with the SEC on October 1, 2018).
- 4.4 [Loan Agreement dated as of May 1, 2018 between Equals S.A. and Stone Pagamentos S.A.](#) (incorporated herein by reference to Exhibit 10.4 to the Company's Registration Statement on Form F-1 (File No. 333-227634) filed with the SEC on October 1, 2018).
- 4.5 [Loan Agreement dated as of May 1, 2018 between Equals S.A. and DLP Pagamentos Brasil S.A.](#) (incorporated herein by reference to Exhibit 10.5 to the Company's Registration Statement on Form F-1 (File No. 333-227634) filed with the SEC on October 1, 2018).
- 4.6 [English translation of FIDC AR1 Bylaws, as amended and restated, dated as of June 25, 2018](#) (incorporated herein by reference to Exhibit 10.6 to the Company's Registration Statement on Form F-1 (File No. 333-227634) filed with the SEC on October 1, 2018).
- 4.7 [English translation of FIDC AR2 Bylaws, as amended and restated, dated as of June 28, 2018](#) (incorporated herein by reference to Exhibit 10.7 to the Company's Registration Statement on Form F-1 (File No. 333-227634) filed with the SEC on October 1, 2018).
- 4.8\*\* [English translation of the Supply Agreement \(Contrato de Fornecimento\), dated as of October 15, 2018, by and among PAX BR Comércio e Serviços de Equipamentos de Informática Ltda., Transire Fabricação de Componentes Eletrônicos Ltda. and Stone Pagamentos S.A.](#) (incorporated herein by reference to Exhibit 10.9 to the Company's Registration Statement on Form F-1 (File No. 333-227634) filed with the SEC on October 1, 2018).
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- 4.9 [Shareholders Agreement among StoneCo Ltd., Cakubran Holdings Ltd., HR Holdings LLC and VCK Investment Fund Limited](#) (incorporated herein by reference to Exhibit 10.10 to the Company's Registration Statement on Form F-1 (File No. 333-230642) filed with the SEC on April 1, 2019).
- 4.10 [Registration Rights Agreement between StoneCo Ltd., Cakubran Holdings Ltd., HR Holdings LLC and VCK Investment Fund Limited, Madrone Partners L.P. and the persons listed on Schedule I thereto](#) (incorporated herein by reference to Exhibit 10.11 to the Company's Registration Statement on Form F-1 (File No. 333-230642) filed with the SEC on April 1, 2019).
- 4.11 [DLP Payments Holdings Ltd. Long-Term Incentive Plan](#) (incorporated herein by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 (File No. 333-230629) filed with the SEC on March 29, 2019).
- 4.12 [StoneCo Ltd. Contribution Agreement Plan](#) (incorporated herein by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8 (File No. 333-230629) filed with the SEC on March 29, 2019).
- 8.1 [List of Subsidiaries](#) (incorporated herein by reference to Exhibit 21.1 to the Company's Registration Statement on Form F-1 (File No. 333-230642) filed with the SEC on April 1, 2019).
- 12.1 [Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002](#) (incorporated herein by reference to Exhibit 12.1 to the Company's Annual Report on Form 20-F (File No. 001-38714) filed with the SEC on April 29, 2019).
- 12.2 [Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002](#) (incorporated herein by reference to Exhibit 12.2 to the Company's Annual Report on Form 20-F (File No. 001-38714) filed with the SEC on April 29, 2019).
- 13.1 [Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002](#) (incorporated herein by reference to Exhibit 13.1 to the Company's Annual Report on Form 20-F (File No. 001-38714) filed with the SEC on April 29, 2019).
- 13.2 [Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002](#) (incorporated herein by reference to Exhibit 13.2 to the Company's Annual Report on Form 20-F (File No. 001-38714) filed with the SEC on April 29, 2019).
- 15.1 [Consent of Ernst & Young Auditores Independentes S.S.](#) (incorporated herein by reference to Exhibit 15.1 to the Company's Annual Report on Form 20-F (File No. 001-38714) filed with the SEC on April 29, 2019).
- 99.1 [Consent of JBOPE Inteligência, dated April 26, 2019](#) (incorporated herein by reference to Exhibit 99.1 to the Company's Annual Report on Form 20-F (File No. 001-38714) filed with the SEC on April 29, 2019).
- 99.2 [Consent of Neoway Business Solutions, dated April 26, 2019](#) (incorporated herein by reference to Exhibit 99.1 to the Company's Annual Report on Form 20-F (File No. 001-38714) filed with the SEC on April 29, 2019).
- 101\*† The following materials from our Annual Report on Form 20-F for the year ended December 31, 2018 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Financial Statements and (ii) the Notes to the Consolidated Financial Statements, tagged as blocks of text and in detail.

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\* Filed with this Amendment No. 1 to Annual Report on Form 20-F.

\*\* Confidential treatment of certain provisions of these exhibits has been requested with the SEC. Omitted material for which confidential treatment has been requested has been filed separately with the SEC.

† In accordance with Rule 402 of Regulation S-T, the information in this exhibit shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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**Signatures**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to Annual Report on Form 20-F on its behalf.

**StoneCo Ltd.**

Date: May 28, 2019

By: /s/ Thiago dos Santos Piau  
Name: Thiago dos Santos Piau  
Title: Chief Executive Officer

Date: May 28, 2019

By: /s/ Marcelo Baldin  
Name: Marcelo Baldin  
Title: Vice President, Finance

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