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

**FORM F-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

StoneCo Ltd.

(Exact name of Registrant as specified in Its charter)

Not Applicable

(Translation of Registrant's name into English)

The Cayman Islands
(State or other jurisdiction of
incorporation or organization)

7374
(Primary Standard Industrial
Classification Code Number)

N/A
(I.R.S. Employer
Identification Number)

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

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Cogency Global Inc.
10 East 40th Street, 10th Floor
New York, NY 10016
+1 (212) 947-7200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-227634

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

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† provided pursuant to Section 7(a)(2)(B) of the Securities Act.

† 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.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price(2)	Amount of registration fee
Class A common shares, par value US\$0.000079365 per share	3,446,969	\$24.00	\$82,727,256	\$10,026.54

- (1) The 3,446,969 Class A common shares being registered in this Registration Statement are in addition to the 47,727,273 Class A common shares registered pursuant to the Registrant’s Registration Statement on Form F-1 (File No. 333-227634).
- (2) Estimated in accordance with Rule 457 of the Securities Act of 1933, as amended, on the basis of \$24.00 per share, the initial public offering price to be set forth on the cover page of the Registrant’s prospectus dated October 24, 2018 relating to its initial public offering pursuant to the Registrant’s Registration Statement on Form F-1 (File No. 333-227634). A registration fee was previously paid in connection with that Registration Statement.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) (“Rule 462(b)”) and General Instruction V of Form F-1, both promulgated under the Securities Act of 1933, as amended. Pursuant to Rule 462(b), the contents of the Registration Statement on Form F-1 (File No. 333-227634) of StoneCo Ltd. (the “Registrant”), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the “Commission”) on October 24, 2018, are incorporated by reference into this Registration Statement.

The Registrant hereby certifies that it (i) has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission’s account at U.S. Bank as soon as practicable (but no later than the close of business on October 25, 2018), (ii) will not revoke such instructions, (iii) has sufficient funds in the relevant account to cover the amount of such filing fee and (iv) will confirm receipt of such instructions by its bank during the bank’s regular business hours no later than October 25, 2018.

EXHIBIT INDEX

The following documents are filed as part of this registration statement:

- 5.1 [Opinion of Harney Westwood & Riegels, Cayman Islands counsel of StoneCo Ltd., as to the validity of the Class A common shares](#)
- 23.1 [Consent of Ernst & Young Auditores Independentes S.S.](#)
- 23.3 [Consent of Harney Westwood & Riegels, Cayman Islands counsel of StoneCo Ltd. \(included in Exhibit 5.1\)](#)
- 24.1* [Powers of attorney \(included on signature page to the registration statement\)*](#)

* Previously filed.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 8. Exhibits

All exhibits filed with or incorporated by reference in Registration Statement No. 333-227634 are incorporated by reference herein, and shall be deemed to be a part of this Registration Statement, except for those set forth in the exhibit index attached hereto, which are filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of São Paulo, Brazil, on this 25th day of October, 2018.

StoneCo Ltd.

By: /s/ Thiago dos Santos Piau

Name: Thiago dos Santos Piau

Title: Director

By: /s/ Rafael Martins Pereira

Name: Rafael Martins Pereira

Title: Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thiago dos Santos Piau</u> Thiago dos Santos Piau	Chief Executive Officer and Director (principal executive officer)	October 25, 2018
* <u>Marcelo Baldin</u>	Vice President, Finance (principal financial officer and principal accounting officer)	October 25, 2018
* <u>Rafael Martins Pereira</u>	Director	October 25, 2018
* <u>Sneha Snehal</u>	Cogency Global Inc. Authorized representative in the United States	October 25, 2018

By: /s/ Thiago dos Santos Piau

Thiago dos Santos Piau

Attorney-in-Fact

The logo for Harneys, featuring the word "HARNEYS" in a bold, black, sans-serif font, enclosed within a black rectangular border.

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25 October 2018

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StoneCo Ltd.
R. Fidêncio Ramos, 308 10th Floor
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São Paulo – SP, 04551-010
Brazil

Dear Sirs

StoneCo Ltd. (the Company)

We are attorneys-at-law qualified to practise in the Cayman Islands and have been asked to provide this legal opinion to you with regard to the laws of the Cayman Islands in connection with a registration statement on Form F-1, including all amendments or supplements thereto (the **Registration Statement**, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto), originally filed with the U.S. Securities and Exchange Commission on 1 October 2018 under the U.S. Securities Act of 1933, as amended (the **Securities Act**) involving a public offer (**IPO**), and the related registration statement filed pursuant to Rule 462(b) of the Securities Act, involving a placing of an additional 3,446,969 Class A common shares in addition to the 47,727,273 Class A common shares registered pursuant to the Registration Statement (**Shares**). In this opinion **Companies Law** means the Companies Law (Revised) of the Cayman Islands. Capitalised terms defined in the Registration Statement shall have the same meanings when used in this opinion.

For the purposes of giving this opinion, we have examined the Documents (as defined in Schedule 1). We have not examined any other documents, official or corporate records or external or internal registers and have not undertaken or been instructed to undertake any further enquiry or due diligence in relation to the transaction which is the subject of this opinion.

In giving this opinion we have relied upon the assumptions set out in Schedule 2 which we have not verified.

Based solely upon the foregoing examinations and assumptions and having regard to legal considerations which we deem relevant, and subject to the qualifications set out in Schedule 3, we are of the opinion that under the laws of the Cayman Islands:

- 1 **Existence and Good Standing.** The Company is an exempted company duly incorporated with limited liability, and is validly existing and in good standing under the laws of the Cayman Islands. It is a separate legal entity and is subject to suit in its own name.

A list of partners is available for inspection at our offices.
Bermuda legal services provided through an association with Zuill & Co.

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- 2 **Allotment and Issue.** When the price at which the Shares to be sold by the Company has been approved by or on behalf of the Board of Directors of the Company and when the Shares to be sold by the Company have been issued and delivered against payment therefor in accordance with the terms of the Underwriting Agreement (as defined in Schedule 1) referred to in the prospectus which is a part of the Registration Statement, the Shares will be validly issued, fully paid and non-assessable.
- 3 **Share Capital.** Based on the Memorandum and Articles of Association, the Company upon closing of the IPO will have an authorised share capital of US\$50,000 divided into 630,000,000 shares of a par value of US\$0.000079365 each. When allotted, issued, paid for and registered in the register of members of the Company, the Shares will conform to the description of the Shares contained in the Registration Statement and will rank pari passu in all respects with all other issued Shares subject to the rights, privileges and restrictions set forth in the Memorandum and Articles of Association.
- 4 **Prospectus.** The statements under the caption “Taxation” in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

This opinion is confined to the matters expressly opined on herein and given on the basis of the laws of the Cayman Islands as they are in force and applied by the Cayman Islands courts at the date of this opinion. We have made no investigation of, and express no opinion on, the laws of any other jurisdiction. We express no opinion as to matters of fact. Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in the Transaction Documents. We express no opinion with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the captions “Legal Matters” and “Enforceability of Civil Liabilities” and in the Exhibits in the prospectus forming part of the Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully

Harney Westwood & Riegels

SCHEDULE 1

List of Documents Examined

- 1 the Certificate of Incorporation dated 11 March 2014 and the certificate of incorporation on change of name dated 28 September 2018 issued by the Registrar of Companies;
- 2 the Amended and Restated Memorandum and Articles of Association of the Company adopted by special resolution passed on 11 October 2018 and effective immediately upon the closing of the IPO together with director resolutions approving the share split ratio dated 14 October 2018 (the **Memorandum and Articles of Association**);
- 3 a Certificate of Good Standing in respect of the Company dated 12 October 2018, issued by the Registrar of Companies;
- 4 the Register of Directors and Officers, Register of Members and Register of Mortgages and Charges of the Company provided to us on 15 October 2018;
- 5 a copy of the director resolutions approving the share split ratio dated 14 October 2018 and a copy of the minutes of a meeting of the shareholders of the Company dated 11 October 2018 approving the adoption of the Memorandum and Articles of Association (together the **Resolutions**);

(1 - 5 above are the **Corporate Documents**), and

- 6 a draft of the underwriting agreement in the form filed as Exhibit 1.1 to the Registration Statement (the **Underwriting Agreement**);
- 7 the Registration Statement;

(6 - 7 above are the **Transaction Documents**).

The Corporate Documents and the Transaction Documents are collectively referred to in this opinion as the **Documents**.

SCHEDULE 2

Assumptions

- 1 **Authenticity of Documents.** All original Documents are authentic, all signatures, initials and seals are genuine, all copies of Documents are true and correct copies and conform in every material respect to the latest drafts of the same produced to us and, where the Transaction Documents have been provided to us in successive drafts marked-up to indicate changes to such documents, all such changes have been so indicated.
- 2 **Resolutions.** The Resolutions remain in full force and effect, and the Resolutions are an accurate record of the relevant meetings and are factually accurate as to notice and quorum.
- 3 **Unseen Documents.** Save for the Documents provided to us there are no resolutions, agreements, documents or arrangements which materially affect, amend or vary the transactions envisaged in the Documents.
- 4 **Proceeds of Crime.** No monies paid to or for the account of any party under the Transaction Documents represent or will represent criminal property or terrorist property (as defined in the Proceeds of Crime Law (Revised) and the Terrorism Law (Revised), respectively).

SCHEDULE 3

Qualifications

- 1 **Foreign Statutes.** We express no opinion in relation to provisions making reference to foreign statutes in the Transaction Documents.
- 2 **Good Standing.** The Company shall be deemed to be in good standing at any time if all fees (including annual filing fees) and penalties under the Companies Law (Revised) have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Companies Law (Revised).
- 3 **Statutory Powers.** Any provision in the Underwriting Agreement which purports to fetter a statutory power of the Company may not be enforceable under the common law rule in *Russell v Northern Bank Development Corp Ltd* [1992] 1 WLR 588 (HL).
- 4 **Conflict of Laws.** An expression of an opinion on a matter of Cayman Islands law in relation to a particular issue in this opinion should not necessarily be construed to imply that the Cayman Islands courts would treat Cayman Islands law as the proper law to determine that issue under its conflict of laws rules.
- 5 **Sanctions.** The obligations of the Company may be subject to restrictions pursuant to United Nations and European Union sanctions as implemented under the laws of the Cayman Islands.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated July 24, 2018 (except Note 32.b, as to which the date is October 14, 2018), with respect to the consolidated financial statements of DLP Payments Holdings Ltd. included in Amendment No. 2 to the Registration Statement (Form F-1 No. 333-227634) and related Prospectus of StoneCo Ltd. for the registration of its Class A common shares.

/s/ ERNST & YOUNG
Auditores Independentes S.S.

São Paulo, Brazil
October 25, 2018