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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**StoneCo Ltd.**

(Exact Name of Registrant as Specified in Its Charter)

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**The Cayman Islands**  
(State of Incorporation or Organization)

**N/A**  
(I.R.S. Employer Identification No.)

**R. Fidêncio Ramos, 308, 10th floor—Vila Olímpia**  
**São Paulo—SP, Brazil**  
(Address of Principal Executive Offices)

**04551-010**  
(Zip Code)

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

<u>Title of Each Class to be so Registered</u>	<u>Name of Each Exchange on Which Each Class is to be Registered</u>
<b>Class A common shares, par value \$0.000079365 per share</b>	<b>The Nasdaq Stock Market LLC</b>

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. :

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement file number to which this form relates: 333-02189**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

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**Item 1: Description of Registrant's Securities to be Registered**

The description under the heading "Description of Share Capital and Constitutional Documents" relating to the Registrant's Class A common shares, par value US\$0.000079365 per share (the "Class A common shares"), in the prospectus included in the Registrant's Registration Statement on Form F-1 (Registration No. 333-02189) originally filed with the Securities and Exchange Commission on October 1, 2018, as amended (the "Registration Statement"), is incorporated by reference herein. In addition, the description that will be included under the heading "Description of Share Capital and Constitutional Documents" relating to the Class A common shares in the Registrant's final prospectus relating to the Registration Statement to be subsequently filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be incorporated by reference herein.

**Item 2: Exhibits**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

StoneCo Ltd.

By: /s/Thiago dos Santos Piau

Name: Thiago dos Santos Piau

Title: Chief Executive Officer

Date: October 23, 2018