
**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): January 14, 2021

MercadoLibre, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-33647
(Commission File Number)

98-0212790
(I.R.S. Employer Identification Number)

Pasaje Posta 4789, 6th Floor, Buenos Aires, Argentina C1430EKG
(Address of Principal Executive Offices) (Zip Code)

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

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

<u>Title of Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	MELI	The Nasdaq Global Select Market

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 8.01. Other Events.

On January 14, 2021, MercadoLibre, Inc. (the “Company”, or “we”) closed its underwritten public offering of \$400 million aggregate principal amount of 2.375% Sustainability Notes due 2026 (the “2026 Sustainability Notes”) and \$700 million aggregate principal amount of 3.125% Notes due 2031 (the “2031 Notes”, and together with the 2026 Sustainability Notes, the “Notes”) pursuant to the Company’s Registration Statement on Form S-3 (File No. 333- 251835). The Notes were issued pursuant to an indenture (the “Indenture”), dated as of January 14, 2021, between the Company, MercadoLibre S.R.L., Ibazar.com Atividades de Internet Ltda., eBazar.com.br Ltda., Mercado Envios Servicios de Logistica Ltda., MercadoPago.com Representações Ltda., MercadoLibre Chile Ltda., MercadoLibre, S. de R.L. de C.V., DeRemate.com de México, S. de R.L. de C.V. and MercadoLibre Colombia Ltda., as guarantors (the “Guarantors”), and The Bank of New York Mellon, as trustee (the “Trustee”), as supplemented by the first supplemental indenture (the “First Supplemental Indenture”), dated as of January 14, 2021, between the Company, the Guarantors and the Trustee.

The foregoing description of the Indenture and First Supplemental Indenture is qualified in its entirety by the terms of such agreements, which are filed hereto as Exhibits 4.1 and 4.2, respectively, and incorporated herein by reference. The foregoing description of the Notes is qualified in its entirety by reference to the full text of the respective forms of the Notes filed hereto as Exhibit 4.3 with respect to the 2026 Sustainability Notes and Exhibit 4.4 with respect to the 2031 Notes, and each incorporated herein by reference.

In connection with the offering, the legal opinions as to the validity of the Notes are attached hereto as Exhibits 5.1, 5.2, 5.3, 5.4, 5.5 and 5.6 and are incorporated herein by reference.

This report on Form 8-K shall be deemed to be incorporated by reference in the registration statement on Form S-3 (Registration Nos. 333-251835, 333-251835-01, 333-251835-02, 333-251835-03, 333-251835-04, 333-251835-05, 333-251835-06, 333-251835-07, 333-251835-08, 333-251835-09) of MercadoLibre, Inc., and to be part thereof from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

Item 9.01 Financial Statements and Exhibits.*(d) Exhibits*

Exhibit Number	Description
4.1	Indenture, dated January 14, 2021, between MercadoLibre, Inc., MercadoLibre S.R.L., Ibazar.com Atividades de Internet Ltda., eBazar.com.br Ltda., Mercado Envios Servicios de Logistica Ltda., MercadoPago.com Representações Ltda., MercadoLibre Chile Ltda., MercadoLibre, S. de R.L. de C.V., DeRemate.com de México, S. de R.L. de C.V. and MercadoLibre Colombia Ltda. and The Bank of New York Mellon, as trustee.
4.2	First Supplemental Indenture, dated January 14, 2021, between MercadoLibre, Inc., MercadoLibre S.R.L., Ibazar.com Atividades de Internet Ltda., eBazar.com.br Ltda., Mercado Envios Servicios de Logistica Ltda., MercadoPago.com Representações Ltda., MercadoLibre Chile Ltda., MercadoLibre, S. de R.L. de C.V., DeRemate.com de México, S. de R.L. de C.V. and MercadoLibre Colombia Ltda. and The Bank of New York Mellon, as trustee.
4.3	Form of Global Note representing the Registrant’s 2026 Sustainability Notes.
4.4	Form of Global Note representing the Registrant’s 2031 Notes.
5.1	Opinion of Cleary Gottlieb Steen & Hamilton LLP, counsel to the Company, as to the validity of debt securities and guarantees.
5.2	Opinion of Marval O’Farrell Mairal as to the validity of guarantees under Argentine law.
5.3	Opinion of Veirano Advogados as to the validity of guarantees under Brazilian law.
5.4	Opinion of Nader, Hayaux y Goebel, S.C. as to the validity of guarantees under Mexican law.
5.5	Opinion of Claro & Cia. as to the validity of guarantees under Chilean law.
5.6	Opinion of Brigard & Urrutia Abogados SAS as to the validity of guarantees under Colombian law.
23.1	Consent of Cleary Gottlieb Steen & Hamilton LLP (included in opinion filed as Exhibit 5.1).
23.2	Consent of Marval O’Farrell Mairal (included in opinion filed as Exhibit 5.2).
23.3	Consent of Veirano Advogados (included in opinion filed as Exhibit 5.3).
23.4	Consent of Nader, Hayaux y Goebel, S.C. (included in opinion filed as Exhibit 5.4).
23.5	Consent of Claro & Cia. (included in opinion filed as Exhibit 5.5).
23.6	Consent of Brigard & Urrutia Abogados SAS (included in opinion filed as Exhibit 5.6).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: January 14, 2021

By: /s/ Pedro Amt

Name: Pedro Amt

Title: Chief Financial Officer

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