

MERCADOLIBRE INC  
Form 8-K  
June 15, 2015

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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): June 15, 2015

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  
(IRS Employer  
Identification No.)

Arias 3751, 7th Floor  
Buenos Aires, C1430CRG, Argentina  
(Address and zip code of principal executive offices)

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

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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders (the “Annual Meeting”) of MercadoLibre, Inc. (the “Company”) was held on June 12, 2015 for the following purposes:

- to elect the three Class II directors nominated and recommended by the Company’s board of directors, each to serve until the 2018 Annual Meeting of Stockholders and until their successors are duly elected and qualified;
- to elect one Class III director nominated and recommended by the Company’s board of directors, to serve until the 2016 Annual Meeting of Stockholders and until his successor is duly elected and qualified;
- to hold an advisory vote on executive compensation; and
- to ratify the appointment of Deloitte & Co. S.A. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015.

The number of outstanding shares of the Company’s common stock as of April 17, 2015, the record date for the Annual Meeting, was 44,154,932 shares. 40,848,345 shares of common stock were represented in person or by proxy at the Annual Meeting, which were sufficient to constitute a quorum for the purpose of transacting business at the Annual Meeting.

At the Annual Meeting, the stockholders elected all three Class II director nominees and the one Class III director nominee, approved (on a non-binding basis) the Company’s executive compensation and ratified the appointment of Deloitte & Co. S.A. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015. The final voting results for each of the matters submitted to a vote of stockholders at the Annual Meeting are set forth below.

Proposal 1A — Election of three Class II Directors:

| Nominee for Director | For        | Withheld  |
|----------------------|------------|-----------|
| Nicolás Galperin     | 34,991,748 | 4,201,314 |
| Meyer Malka          | 35,884,059 | 3,309,003 |
| Javier Olivan        | 35,898,884 | 3,294,178 |

Proposal 1B — Election of one Class III Director:

| Nominee for Director   | For        | Withheld  |
|------------------------|------------|-----------|
| Roberto Balls Sallouti | 36,284,200 | 2,908,862 |

In addition, there were 1,655,283 broker non-votes associated with the election of directors.

Proposal 2 — Advisory Vote on Executive Compensation:

| For        | Against | Abstain   | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 35,603,296 | 711,510 | 2,878,256 | 1,655,283        |

Proposal 3 — Ratification of Appointment of Independent Registered Public Accounting Firm:

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| For        | Against | Abstain   | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 37,895,677 | 95,904  | 2,856,764 | *                |

\*No broker non-votes arose in connection with Proposal Three, due to the fact that the matter was considered “routine” under New York Stock Exchange rules.

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SIGNATURE

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.  
(Registrant)

Date: June 15, 2015

By: /s/ Pedro Arnt  
Name: Pedro Arnt  
Title: Vice President and Chief Financial Officer