MERCADOLIBRE INC
Form 10-Q
November 05, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

-OR-

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-33647

MercadoLibre, Inc.

(Exact name of Registrant as specified in its Charter)

Delaware	**98-0212790**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

Arias 3751, 7th Floor

Buenos Aires, C1430CRG, Argentina

(Address of registrant s principal executive offices)

(+5411) 4640-8000

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes x No ¨

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company. See definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer	x	Accelerated filer	¨
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

44,150,920 shares of the issuer s common stock, $0.001 par value, outstanding as of October 31, 2012.

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PART I. FINANCIAL INFORMATION

Item 1. Unaudited Condensed Consolidated Financial Statements

MercadoLibre, Inc.

Condensed Consolidated Financial Statements

as of September 30, 2012 and December 31, 2011

and for the three and nine-month periods

ended September 30, 2012 and 2011

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MercadoLibre, Inc.

Condensed Consolidated Balance Sheets

As of September 30, 2012 and December 31, 2011

	September 30, 2012 (Unaudited)	December 31, 2011 (Audited)
Assets		
Current assets:		
Cash and cash equivalents	$ 98,171,852	$ 67,381,677
Short-term investments	79,390,492	74,928,620
Accounts receivable, net	16,447,126	16,815,087
Credits Cards Receivables	39,799,359	23,855,689
Prepaid expenses	2,232,034	1,269,594
Deferred tax assets	10,655,188	9,131,638
Other assets	8,215,671	6,863,250
Total current assets	254,911,722	200,245,555
Non-current assets:		
Long-term investments	59,418,012	43,933,316
Property and equipment, net	35,217,386	30,877,719
Goodwill, net	61,357,722	62,093,948
Intangible assets, net	7,535,276	6,494,857
Deferred tax assets	6,137,545	6,491,646
Other assets	6,046,889	5,794,395
Total non-current assets	175,712,830	155,685,881
Total assets	$ 430,624,552	$ 355,931,436
Liabilities and Equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 24,298,361	$ 20,251,313
Funds payable to customers	83,559,610	69,216,185
Salaries and social security payable	18,022,393	13,525,293
Taxes payable	12,598,869	11,633,178
Loans payable and other financial liabilities	124,753	146,194
Dividends payable	4,812,036	3,531,362
Total current liabilities	143,416,022	118,303,525
Non-current liabilities:		
Salaries and social security payable	4,139,830	3,844,172
Loans payable and other financial liabilities	74,937	136,227
Deferred tax liabilities	8,367,423	8,670,606
Other liabilities	2,520,584	1,797,890
Total non-current liabilities	15,102,774	14,448,895
Total liabilities	$ 158,518,796	$ 132,752,420

Commitments and contingencies (Note 7)

Redeemable noncontrolling interest	$ 4,000,000	$ 4,000,000
Equity:		
Common stock, $0.001 par value, 110,000,000 shares authorized, 44,150,920 and 44,142,020 shares issued and outstanding at September 30, 2012 and December 31, 2011, respectively	$ 44,151	$ 44,142
Additional paid-in capital	120,468,759	120,452,032
Retained earnings	192,668,273	135,726,188
Accumulated other comprehensive loss	(45,075,427)	(37,043,346)
Total Equity	268,105,756	219,179,016
Total liabilities, redeemable noncontrolling interest and equity	$ 430,624,552	$ 355,931,436

The accompanying notes are an integral part of these condensed consolidated financial statements.

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MercadoLibre, Inc.

Condensed Consolidated Statements of Income

For the three and nine-month periods ended September 30, 2012 and 2011

	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011
	(Unaudited)		(Unaudited)	
Net revenues	$ 269,846,848	$ 212,465,972	$ 97,266,784	$ 81,628,144
Cost of net revenues	(70,682,782)	(51,331,295)	(25,693,605)	(20,060,474)
Gross profit	199,164,066	161,134,677	71,573,179	61,567,670
Operating expenses:				
Product and technology development	(21,703,194)	(16,600,802)	(7,983,301)	(5,925,019)
Sales and marketing	(52,820,525)	(45,567,338)	(18,587,486)	(16,701,982)
General and administrative	(34,110,996)	(28,160,262)	(11,288,705)	(8,976,946)
Total operating expenses	(108,634,715)	(90,328,402)	(37,859,492)	(31,603,947)
Income from operations	90,529,351	70,806,275	33,713,687	29,963,723
Other income (expenses):				
Interest income and other financial gains	8,996,775	7,037,264	2,925,913	2,913,596
Interest expense and other financial losses	(864,477)	(2,562,633)	(312,860)	(1,052,865)
Foreign currency (loss)/gain	(477,499)	2,080,822	(193,529)	3,284,190
Other (loss) / income, net	(190,968)	253,148	(179,707)	(7,292)
Net income before income / asset tax expense	97,993,182	77,614,876	35,953,504	35,101,352
Income / asset tax expense	(26,893,425)	(22,439,967)	(9,885,607)	(8,804,905)
Net income	$ 71,099,757	$ 55,174,909	$ 26,067,897	$ 26,296,447
Less: Net Income attributable to Noncontrolling Interest	42,864	522	24,804	522
Net income attributable to MercadoLibre, Inc.	$ 71,056,893	$ 55,174,387	$ 26,043,093	$ 26,295,925

	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011
			(Unaudited)	
Basic EPS				
Basic net income attributable to MercadoLibre, Inc. per common share	$ 1.62	$ 1.25	$ 0.59	$ 0.60
Weighted average shares	44,146,834	44,137,176	44,150,387	44,141,925
Diluted EPS				
Diluted net income attributable to MercadoLibre, Inc. per common share	$ 1.62	$ 1.25	$ 0.59	$ 0.60

Weighted average shares	44,153,778	44,150,872	44,157,321	44,151,218

The accompanying notes are an integral part of these condensed consolidated financial statements.

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MercadoLibre, Inc.

Condensed Consolidated Statements of Comprehensive Income

For the three and nine-month periods ended September 30, 2012 and 2011

	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011
	(Unaudited)		(Unaudited)	
Net income	$ 71,099,757	$ 55,174,909	$ 26,067,897	$ 26,296,447
Other comprehensive income (loss), net of income tax:				
Currency traslation adjustment	(8,082,603)	(12,787,985)	(1,258,637)	(16,508,664)
Unrealized net gains on investments	975,179	928,179	104,883	546,745
Realized net gain on investments	(924,657)	(45,527)		
Net change in accumulated other comprehensive loss, net of income tax	(8,032,081)	(11,905,333)	(1,153,754)	(15,961,919)
Total Comprehensive income	$ 63,067,676	$ 43,269,576	$ 24,914,143	$ 10,334,528
Less: Comprehensive Income attributable to Noncontrolling Interest	325,499	522	76,368	522
Comprehensive income attributable to MercadoLibre, Inc.	$ 62,742,177	$ 43,269,054	$ 24,837,775	$ 10,334,006

The accompanying notes are an integral part of these condensed consolidated financial statements.

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MercadoLibre, Inc.

Condensed Consolidated Statements of Cash Flows

For the nine-month periods ended September 30, 2012 and 2011

	Nine Months Ended September 30, 2012	2011
	(Unaudited)	
Cash flows from operations:		
Net income attributable to MercadoLibre, Inc.	$ 71,056,893	$ 55,174,387
Adjustments to reconcile net income to net cash provided by operating activities:		
Net Income attributable to Noncontrolling Interest	42,864	522
Depreciation and amortization	6,412,210	5,249,168
Accrued interest	(2,321,629)	(4,461,828)
LTRP accrued compensation	3,338,368	2,527,494
Deferred income taxes	(813,538)	1,174,177
Changes in assets and liabilities:		
Accounts receivable	(3,824,015)	(6,290,360)
Credit Card Receivables	(18,852,184)	(8,188,181)
Prepaid expenses	(1,022,894)	(276,976)
Other assets	(2,092,362)	(5,228,268)
Accounts payable and accrued expenses	10,869,830	6,288,050
Funds payable to customers	19,984,595	16,052,471
Other liabilities	930,000	273,016
Net cash provided by operating activities	83,708,138	62,293,672
Cash flows from investing activities:		
Purchase of investments	(344,739,785)	(297,570,336)
Proceeds from sale and maturity of investments	320,436,580	268,529,776
Payment for acquired businesses, net of cash acquired		(5,468,180)
Purchases of intangible assets	(1,341,789)	(119,262)
Purchases of property and equipment	(11,682,839)	(17,084,397)
Net cash used in investing activities	(37,327,833)	(51,712,399)
Cash flows from financing activities:		
Dividends paid	(13,155,438)	(7,061,847)
Stock options exercised	5,700	11,175
Net cash provided in financing activities	(13,149,738)	(7,050,672)
Effect of exchange rate changes on cash and cash equivalents	(2,440,392)	(1,277,650)
Net increase in cash and cash equivalents	30,790,175	2,252,951
Cash and cash equivalents, beginning of the period	67,381,677	56,830,466
Cash and cash equivalents, end of the period	$ 98,171,852	$ 59,083,417

The accompanying notes are an integral part of these condensed consolidated financial statements.

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

1. Nature of Business

MercadoLibre Inc. (the Company) is an e-commerce enabler whose mission is to build the necessary online and technology tools to allow practically anyone to trade almost anything in Latin America.

The Company developed a Web-based marketplace in which buyers and sellers are brought together to browse, buy and sell items such as computers, electronics, collectibles, automobiles, clothing and a host of practical and miscellaneous items. Additionally, the Company introduced MercadoPago in 2004, an integrated online payments solution. MercadoPago was designed to facilitate transactions on the MercadoLibre Marketplace by providing an escrow mechanism that enables users to send and receive payments online.

Since 2004, the Company introduced an online classifieds platform for motor vehicles, vessels and aircrafts and since 2006 the real estate online classifieds platform. In 2006, the Company launched eShops, a platform tailored to attract lower rotation items and increase the breadth of products offered, the introduction of user generated information guides for buyers that improve the shopping experience, and the expansion of the online classifieds model by adding the services category.

During 2007 the Company also launched a new and improved version of its MercadoPago payments platform in Chile and Colombia as well as in Argentina during 2008. The new MercadoPago, in addition to improving the ease of use and efficiency of payments for marketplace purchases, also allows for payments outside of the Company s marketplaces. Users are able to transfer money to other users with MercadoPago accounts and to incorporate MercadoPago as a means of payments in their independent commerce websites. In this way MercadoPago 3.0 as it has been called is designed to meet the growing demand for Internet based payments systems in Latin America. In 2010, the Company started processing off-MercadoLibre transactions through this new direct payments product to any website in Brazil which wants to adopt it and launched MercadoPago 3.0 in Brazil for all its marketplace transactions. In 2011, the Company started processing off-platform transactions using MercadoPago 3.0 in Mexico and Venezuela.

As of September 30, 2012, the Company, through its wholly-owned subsidiaries, operated online commerce platforms directed towards Argentina, Brazil, Chile, Colombia, Costa Rica, Dominican Republic, Ecuador, Mexico, Panama, Peru, Portugal, Uruguay and Venezuela, and online payment solutions directed towards Argentina, Brazil, Mexico, Venezuela, Chile and Colombia. In addition, the Company operates a real estate classified platform that covers some areas of Florida, U.S.A.

2. Summary of Significant Accounting Policies

Basis of presentation

The accompanying unaudited interim condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) and include the accounts of the Company and its subsidiaries.

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

2. Summary of Significant Accounting Policies (Continued)
Basis of presentation (Continued)

These interim condensed consolidated financial statements are stated in US dollars. All intercompany transactions and balances have been eliminated.

Substantially all revenues and operating costs are generated in the Company s foreign operations, amounting to approximately 99.5% and 99.7% of the consolidated totals during the nine-month periods ended September 30, 2012 and 2011, respectively. Long-lived assets located in the foreign operations totaled $97,722,978 and $93,489,980 as of September 30, 2012 and December 31, 2011, respectively.

These interim condensed consolidated financial statements reflect the Company s consolidated financial position as of September 30, 2012 and December 31, 2011. These financial statements also show the Company s consolidated statements of income and of comprehensive income for the three and nine-month periods ended September 30, 2012 and 2011, its consolidated statement of cash flows for the nine-month periods ended September 30, 2012 and 2011. These interim condensed consolidated financial statements include all normal recurring adjustments that management believes are necessary to fairly state the Company s financial position, operating results and cash flows.

Because all of the disclosures required by U.S. GAAP for annual consolidated financial statements are not included herein, these unaudited interim condensed financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto for the year ended December 31, 2011, contained in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on February 28, 2012. The condensed consolidated statements of income, of comprehensive income and of cash flows for the periods presented herein are not necessarily indicative of results expected for any future period.

Foreign Currency Translation

All of the Company s foreign operations have determined the local currency to be their functional currency, except for Venezuela since the year ended December 31, 2010. Accordingly, these foreign subsidiaries translate assets and liabilities from their local currencies into U.S. dollars using period/year-end exchange rates while income and expense accounts are translated at the average rates in effect during the period/year. The resulting translation adjustment is recorded as part of accumulated other comprehensive income (loss). Gains and losses resulting from transactions denominated in non-functional currencies are recognized in earnings.

According to US GAAP, the Company has transitioned its Venezuelan operations to highly inflationary status as from January 1, 2010 considering the U.S. dollar to be the functional currency for such operation.

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

2. Summary of Significant Accounting Policies (Continued)
Foreign Currency Translation (Continued)

As of September 30, 2012, the exchange rate used to re-measure transactions was 5.30 Bolivares Fuertes per U.S. dollar.

The following table sets forth the assets, liabilities and net assets of the Company s Venezuelan subsidiaries, before intercompany eliminations, as of September 30, 2012 and December 31, 2011 and net revenues for the nine-month periods ended September 30, 2012 and 2011.

	September 30, 2012	September 30, 2011
Venezuelan operations		
Net Revenues	$ 37,872,351	$ 23,051,176
	September 30, 2012	**December 31, 2011**
Assets	52,240,768	31,074,871
Liabilities	(18,491,056)	(10,414,881)
Net Assets	$ 33,749,712	$ 20,659,990

As of September 30, 2012, net assets (before intercompany eliminations) of the Venezuelan subsidiaries amounted to approximately 12.6% of our consolidated net assets, and cash and investments of the Venezuelan subsidiaries held in local currency in Venezuela amounted to approximately 14.3% of our consolidated cash and investments.

Although, the current mechanisms available to obtain U.S. dollars for dividends distributions to shareholders outside Venezuela imply increased restrictions, the Company does not expect that the current restrictions to purchase U.S. dollars have a significant adverse effect on its business plans with regard to its investment in Venezuela.

Income Tax Holiday in Argentina

From fiscal year 2008, the Company s Argentine subsidiary is beneficiary of a software development law. Part of the benefits obtained from being beneficiary of the aforementioned law is a relief of 60% of total income tax determined in each year, until fiscal year 2014. Aggregate tax benefit totaled $2,530,901 and $1,527,295 for the three-month periods ended September 30, 2012 and 2011, respectively, while for the nine-month periods ended at such dates amounted to $6,656,141 and $4,062,730, respectively. Aggregate per share effect of the Argentine tax holiday amounts to $0.06 and $0.03 for the three-month periods ended September 30, 2012 and 2011, respectively, while for the nine- month periods ended at such dates amounted to $0.15 and $0.09, respectively.

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

2. Summary of Significant Accounting Policies (Continued)
Income Tax Holiday in Argentina (Continued)

If the Company had not been granted the Argentine tax holiday, the Company would have pursued an alternative tax planning strategy and, therefore, the impact of not having this particular benefit would not necessarily be the abovementioned U.S. dollar and per share effect.

On August 17, 2011, the Argentine government issued a new software development Law which is still pending for the regulatory decree. If the Argentine operation qualifies under the new software development law, the current income tax relief could slightly decrease but will extend its tax holiday, which would otherwise finish in 2014, for an additional five year period, to 2019 and would obtain some other fiscal benefits.

Use of estimates

The preparation of interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates are used for, but not limited to accounting for allowance for doubtful accounts, depreciation, amortization, impairment and useful lives of long-lived assets, compensation cost related to cash and share-based compensation, recognition of current and deferred income taxes and contingencies. Actual results could differ from those estimates.

Recent Accounting Pronouncements

On July 27, 2012, the Financial Accounting Standards Board issued Accounting Standards Update No. 2012-02 Testing Indefinite-Lived Intangible Assets for Impairment . The objective of the amendments in this update is to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by simplifying how an entity tests those assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. The amendments permit an entity first to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, Intangibles Goodwill and Other General Intangibles Other than Goodwill. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity s financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The Company will adopt this accounting standard in the fourth quarter of 2012 and it does not anticipate that this adoption will have a significant impact on its financial position, results of operations or cash flows.

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

3. Net income per share

Basic earnings per share for the Company s common stock is computed by dividing net income available to common shareholders attributable to common stock for the period by the weighted average number of common shares outstanding during the period.

Diluted earnings per share for the Company s common stock assume the exercise of outstanding stock options under the Company s stock based employee compensation plan.

The following table shows how net income available to common shareholders is allocated using the two-class method, for the three and nine-month periods ended September 30, 2012 and 2011:

	Three Months Ended September 30,			
	2012		2011	
	Basic	Diluted	Basic	Diluted
Net income	$ 26,067,897	$ 26,067,897	$ 26,296,447	$ 26,296,447
Net income attributable to noncontrolling interests	(24,804)	(24,804)	(522)	(522)
Change in redeemable amount of noncontrolling interest	184,100	184,100		
Net income attributable to MercadoLibre, Inc. corresponding to common stock	$ 26,227,193	$ 26,227,193	$ 26,295,925	$ 26,295,925

	Nine Months Ended September 30,			
	2012		2011	
	Basic	Diluted	Basic	Diluted
Net income	$ 71,099,757	$ 71,099,757	$ 55,174,909	$ 55,174,909
Net income attributable to noncontrolling interests	(42,864)	(42,864)	(522)	(522)
Change in redeemable amount of noncontrolling interest	321,300	321,300		
Net income attributable to MercadoLibre, Inc. corresponding to common stock	$ 71,378,193	$ 71,378,193	$ 55,174,387	$ 55,174,387

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

3. Net income per share (Continued)

Net income per share of common stock is as follows for the three and nine-month periods ended September 30, 2012 and 2011:

	Three Months Ended September 30,			
	2012		2011	
	Basic	Diluted	Basic	Diluted
Net income attributable to MercadoLibre, Inc. per common share	$ 0.59	$ 0.59	$ 0.60	$ 0.60
Numerator:				
Net income attributable to MercadoLibre, Inc.	$ 26,227,193	$ 26,227,193	$ 26,295,925	$ 26,295,925
Denominator:				
Weighted average of common stock outstanding for Basic earnings per share	44,150,387	44,150,387	44,141,925	44,141,925
Adjustment for stock options		1,975		4,513
Adjustment for shares granted under LTRP		4,959		4,780
Adjusted weighted average of common stock outstanding for Diluted earnings per share	44,150,387	44,157,321	44,141,925	44,151,218

	Nine Months Ended September 30,			
	2012		2011	
	Basic	Diluted	Basic	Diluted
Net income attributable to MercadoLibre, Inc. per common share	$ 1.62	$ 1.62	$ 1.25	$ 1.25
Numerator:				
Net income attributable to MercadoLibre, Inc.	$ 71,378,193	$ 71,378,193	$ 55,174,387	$ 55,174,387
Denominator:				
Weighted average of common stock outstanding for Basic earnings per share	44,146,834	44,146,834	44,137,176	44,137,176
Adjustment for stock options		1,977		8,894
Adjustment for shares granted under LTRP		4,967		4,802
Adjusted weighted average of common stock outstanding for Diluted earnings per share	44,146,834	44,153,778	44,137,176	44,150,872

The calculation of diluted net income per share excludes all anti-dilutive shares. During the three and nine-month periods ended September 30, 2012 and 2011, there were no anti-dilutive shares.

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

4. Goodwill and Intangible Assets

The composition of goodwill and intangible assets is as follows:

	September 30, 2012	December 31, 2011
Goodwill	$ 61,357,722	$ 62,093,948
Intangible assets with indefinite lives		
- Trademarks	5,333,319	5,068,147
Amortizable intangible assets		
- Licenses and others	3,959,090	2,798,112
- Non-compete agreement	1,212,085	1,270,807
- Customer list	1,739,596	1,742,087
Total intangible assets	$ 12,244,090	$ 10,879,153
Accumulated amortization	(4,708,814)	(4,384,296)
Total intangible assets, net	$ 7,535,276	$ 6,494,857

Goodwill

The changes in the carrying amount of goodwill for the nine-month period ended September 30, 2012 and the year ended December 31, 2011, are as follows:

	Period ended September 30, 2012							
	Brazil	Argentina	Chile	Mexico	Venezuela	Colombia	Other Countries	Total
Balance, beginning of year	$ 11,663,443	$ 21,583,774	$ 6,577,459	$ 10,621,839	$ 4,846,030	$ 5,367,526	$ 1,433,877	$ 62,093,948
- Effect of exchange rates change	(889,147)	(1,805,923)	630,715	865,861		431,712	30,556	(736,226)
Balance, end of the period	$ 10,774,296	$ 19,777,851	$ 7,208,174	$ 11,487,700	$ 4,846,030	$ 5,799,238	$ 1,464,433	$ 61,357,722

	Year ended December 31, 2011							
	Brazil	Argentina	Chile	Mexico	Venezuela	Colombia	Other Countries	Total
Balance, beginning of year	$ 13,130,649	$ 23,364,326	$ 7,296,888	$ 5,025,623	$ 4,846,030	$ 5,448,068	$ 1,384,730	$ 60,496,314
- Purchase of Autoplaza.com				6,663,045				6,663,045
- Effect of exchange rates change	(1,467,206)	(1,780,552)	(719,429)	(1,066,829)		(80,542)	49,147	(5,065,411)
Balance, end of the year	$ 11,663,443	$ 21,583,774	$ 6,577,459	$ 10,621,839	$ 4,846,030	$ 5,367,526	$ 1,433,877	$ 62,093,948

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

4. Goodwill and Intangible Assets (Continued)

Amortizable intangible assets

Amortizable intangible assets are comprised of customer lists and user base, trademarks and trade names, non-compete agreements, acquired software licenses and other acquired intangible assets including developed technologies. Aggregate amortization expense for intangible assets totaled $207,374 and $252,293 for the three-month periods ended September 30, 2012 and 2011, respectively, while for the nine-month periods ended at such dates amounted to $669,850 and $730,815, respectively.

Expected future intangible asset amortization completed as of September 30, 2012 is as follows:

For year ended 12/31/2012	$ 99,249
For year ended 12/31/2013	905,346
For year ended 12/31/2014	648,325
For year ended 12/31/2015	488,022
Thereafter	61,015
	$ 2,201,957

5. Segment reporting

Reporting segments are based upon the Company s internal organizational structure, the manner in which the Company s operations are managed, the criteria used by management to evaluate the Company s performance, the availability of separate financial information, and overall materiality considerations.

Segment reporting is based on geography as the main basis of segment breakdown to reflect the evaluation of the Company s performance defined by the management. The Company s segments include Brazil, Argentina, Mexico, Venezuela and other countries (such as Chile, Colombia, Costa Rica, Dominican Republic, Ecuador, Panama, Peru, Portugal and Uruguay).

Direct contribution consists of net revenues from external customers less direct costs. Direct costs include specific costs of net revenues, sales and marketing expenses, and general and administrative expenses over which segment managers have direct discretionary control, such as advertising and marketing programs, customer support expenses, allowances for doubtful accounts, headcount compensation, third party fees. All corporate related costs have been excluded from the Company s direct contribution.

Expenses over which segment managers do not currently have discretionary control, such as certain technology and general and administrative costs are monitored by management through shared cost centers and are not evaluated in the measurement of segment performance.

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

5. Segment reporting (Continued)

The following tables summarize the financial performance of the Company s reporting segments:

	Three Months Ended September 30, 2012					
	Brazil	Argentina	Mexico	Venezuela	Other Countries	Total
Net revenues	$ 46,202,033	$ 24,122,810	$ 6,736,106	$ 14,213,460	$ 5,992,375	$ 97,266,784
Direct costs	(27,296,613)	(11,291,054)	(4,251,146)	(4,058,735)	(2,857,274)	(49,754,822)
Direct contribution	18,905,420	12,831,756	2,484,960	10,154,725	3,135,101	47,511,962
Operating expenses and indirect costs of net revenues						(13,798,275)
Income from operations						33,713,687
Other income (expenses):						
Interest income and other financial gains						2,925,913
Interest expense and other financial results						(312,860)
Foreign currency loss						(193,529)
Other losses, net						(179,707)
Net income before income / asset tax expense						$ 35,953,504

	Three Months Ended September 30, 2011					
	Brazil	Argentina	Mexico	Venezuela	Other Countries	Total
Net revenues	$ 46,003,915	$ 15,828,272	$ 5,608,572	$ 9,045,783	$ 5,141,602	$ 81,628,144
Direct costs	(25,709,957)	(6,264,769)	(3,183,432)	(3,180,061)	(2,636,836)	(40,975,055)
Direct contribution	20,293,958	9,563,503	2,425,140	5,865,722	2,504,766	40,653,089
Operating expenses and indirect costs of net revenues						(10,689,366)
Income from operations						29,963,723
Other income (expenses):						
Interest income and other financial gains						2,913,596
Interest expense and other financial results						(1,052,865)
Foreign currency gain						3,284,190
Other loss, net						(7,292)
Net income before income / asset tax expense						$ 35,101,352

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

5. Segment reporting (Continued)

	Nine Months Ended September 30, 2012					
	Brazil	**Argentina**	**Mexico**	**Venezuela**	**Other Countries**	**Total**
Net revenues	$ 132,572,544	$ 62,800,492	$ 19,366,784	$ 37,872,351	$ 17,234,677	$ 269,846,848
Direct costs	(78,106,262)	(28,957,465)	(11,167,356)	(12,634,983)	(8,569,958)	(139,436,024)
Direct contribution	54,466,282	33,843,027	8,199,428	25,237,368	8,664,719	130,410,824
Operating expenses and indirect costs of net revenues						(39,881,473)
Income from operations						90,529,351
Other income (expenses):						
Interest income and other financial gains						8,996,775
Interest expense and other financial results						(864,477)
Foreign currency loss						(477,499)
Other losses, net						(190,968)
Net income before income / asset tax expense						$ 97,993,182

	Nine Months Ended September 30, 2011					
	Brazil	**Argentina**	**Mexico**	**Venezuela**	**Other Countries**	**Total**
Net revenues	$ 120,659,242	$ 38,800,077	$ 16,212,999	$ 23,051,176	$ 13,742,478	$ 212,465,972
Direct costs	(69,712,512)	(15,845,674)	(8,881,811)	(9,096,997)	(7,230,721)	$ (110,767,715)
Direct contribution	50,946,730	22,954,403	7,331,188	13,954,179	6,511,757	101,698,257
Operating expenses and indirect costs of net revenues						(30,891,982)
Income from operations						70,806,275
Other income (expenses):						
Interest income and other financial gains						7,037,264
Interest expense and other financial results						(2,562,633)
Foreign currency gain						2,080,822
Other income, net						253,148
Net income before income / asset tax expense						77,614,876

The following table summarizes the allocation of the long-lived tangible assets based on geography:

	September 30, 2012	**December 31, 2011**
US long-lived tangible assets	$ 6,363,775	$ 5,976,544

Other countries long-lived tangible assets		
Argentina	16,400,362	14,316,612
Brazil	2,071,442	2,528,378
Mexico	353,922	409,707
Venezuela	8,243,064	7,192,073
Other countries	1,784,821	454,405
	$ 28,853,611	$ 24,901,175
Total long-lived tangible assets	**$ 35,217,386**	**$ 30,877,719**

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

5. Segment reporting (Continued)

The following table summarizes the allocation of the goodwill and intangible assets based on geography:

	September 30, 2012	December 31, 2011
US intangible assets	$ 23,631	$
Other countries goodwill and intangible assets		
Argentina	21,425,412	22,407,558
Brazil	10,794,457	11,686,315
Mexico	14,763,732	13,709,353
Venezuela	6,595,117	6,599,584
Other countries	15,290,649	14,185,995
	$ 68,869,367	$ 68,588,805
Total goodwill and intangible assets	**$ 68,892,998**	**$ 68,588,805**

6. Fair Value Measurement of Assets and Liabilities

The following table summarizes the Company s financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2012 and December 31, 2011:

Description	Balances as of September 30, 2012	Quoted Prices in active markets for identical Assets (Level 1)	Balances as of December 31, 2011	Quoted Prices in active markets for identical Assets (Level 1)
Assets				
Cash and Cash Equivalents:				
Money Market Funds	$ 25,178,383	$ 25,178,383	$ 20,836,617	$ 20,836,617
Investments:				
Asset backed securities	17,250,864	17,250,864	18,309,316	18,309,316
Sovereign Debt Securities	15,113,399	15,113,399	10,708,563	10,708,563
Corporate Debt Securities	32,016,324	32,016,324	17,824,331	17,824,331
Total financial Assets	$ 89,558,970	$ 89,558,970	$ 67,678,827	$ 67,678,827

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

6. Fair Value Measurement of Assets and Liabilities (Continued)

The Company s financial assets are valued using market prices on active markets (level 1). Level 1 instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets. As of September 30, 2012 and December 31, 2011, the Company did not have any assets obtained from readily-available pricing sources for comparable instruments (level 2) or without observable market values that would require a high level of judgment to determine fair value (level 3).

The unrealized net gains on short term and long term investments are reported as a component of accumulated other comprehensive income. The Company does not anticipate any significant realized losses associated with those investments in excess of the Company s historical cost.

In addition, as of September 30, 2012 and December 31, 2011, the Company had $74,427,916 and $72,019,726 of short-term investments, which consisted of time deposits. Those investments are accounted for at amortized cost which, as of September 30, 2012 and December 31, 2011, approximates their fair values.

As of September 30, 2012 and December 31, 2011, the carrying value of the Company s cash and cash equivalents approximated their fair value which was held primarily in money markets funds and bank deposits. In addition, the carrying value of accounts receivables, credit card receivables, funds payable to customers, other receivables, other assets, accounts payables, social security payables, taxes payables, loans and provisions and other liabilities approximates their fair values because of its short term maturity.

For the three and nine-month periods ended September 30, 2012 and 2011, the Company held no direct investments in auction rate securities, collateralized debt obligations, structured investment vehicles. As of September 30, 2012 and December 31, 2011, the Company does not have any non-financial assets or liabilities measured at fair value.

As of September 30, 2012 and December 31, 2011, the fair value of short and long-term investments classified as available for sale securities are as follows:

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

6. Fair Value Measurement of Assets and Liabilities (Continued)

	September 30, 2012			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses (1)	Estimated Fair Value
Short-term investments				
Sovereign Debt Securities	$ 39,946	$ 26	$	$ 39,972
Corporate Debt Securities	4,914,703	7,901		4,922,604
Total Short-term investments	**$ 4,954,649**	**$ 7,927**	**$**	**$ 4,962,576**
Long-term investments				
Sovereign Debt Securities	$ 14,734,664	$ 338,763	$	$ 15,073,427
Corporate Debt Securities	26,457,314	640,130	(3,724)	27,093,720
Asset Backed Securities (2)	16,767,501	491,305	(7,942)	17,250,864
Total Long-term investments	**$ 57,959,479**	**$ 1,470,198**	**$ (11,666)**	**$ 59,418,011**
Total	**$ 62,914,128**	**$ 1,478,125**	**$ (11,666)**	**$ 64,380,587**

	December 31, 2011			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses (1)	Estimated Fair Value
Short-term investments				
Sovereign Debt Securities	$ 1,554,448	$ 322	$	$ 1,554,770
Corporate Debt Securities	1,375,006		(20,882)	1,354,124
Total Short-term investments	**$ 2,929,454**	**$ 322**	**$ (20,882)**	**$ 2,908,894**
Long-term investments				
Sovereign Debt Securities	$ 8,483,883	$ 669,910	$	$ 9,153,793
Corporate Debt Securities	16,386,974	187,946	(104,713)	16,470,207
Asset Backed Securities (2)	17,647,012	715,749	(53,445)	18,309,316
Total Long-term investments	**$ 42,517,869**	**$ 1,573,605**	**$ (158,158)**	**$ 43,933,316**
Total	**$ 45,447,323**	**$ 1,573,927**	**$ (179,040)**	**$ 46,842,210**

(1) Unrealized losses from securities are primarily attributable to market price movements. Management does not believe any remaining unrealized losses represent other-than-temporary impairments based on our evaluation of available evidence including the credit rating of the investments, as of September 30, 2012 and December 31, 2011.

(2) Asset backed securities have investment grade credit ratings.

As of September 30, 2012, the estimated fair values of short-term and long-term investments classified by its contractual maturities are as follows:

One year or less	$ 4,962,576
One year to two years	9,327,280
Two years to three years	18,027,929
Three years to four years	9,465,330
Four years to five years	7,525,512
More than five years	15,071,960
Total	$ 64,380,587

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

7. Commitments and Contingencies

Litigation and Other Legal Matters

The Company is subject to certain contingent liabilities with respect to existing or potential claims, lawsuits and other proceedings. The Company accrues liabilities when it considers probable that future costs will be incurred and such costs can be reasonably estimated. The proceeding-related reserve is based on developments to date and historical information related to actions filed against the Company. As of September 30, 2012, the Company had established reserves for proceeding-related contingencies of $2,486,669 to cover legal actions against the Company. In addition, as of September 30, 2012 the Company and its subsidiaries are subject to certain legal actions considered by the Company s management and its legal counsels to be reasonably possible for an aggregate amount up to $4,699,800.

No loss amount has been accrued for such possible legal actions of which most significant (individually or in the aggregate) are described below.

As of September 30, 2012, 499 legal actions were pending in the Brazilian ordinary courts. In addition, as of September 30, 2012, there were 2,894 cases still pending in Brazilian consumer courts. Filing and pursuing of an action before Brazilian consumer courts do not require the assistance of a lawyer. In most of the cases filed against the Company, the plaintiffs asserted that the Company was responsible for fraud committed against them, or responsible for damages suffered when purchasing an item on the Company s website, when using MercadoPago, or when the Company invoiced them.

On March 17, 2006, Vintage Denim Ltda., or Vintage, sued the Company s Brazilian subsidiaries MercadoLivre.com Atividades de Internet Ltda. and eBazar.com.br Ltda. in the 29th Civil Court of the County of São Paulo, State of São Paulo, Brazil. Vintage requested a preliminary injunction alleging that these subsidiaries were infringing Diesel trademarks and their right of exclusive distribution as a result of sellers listing allegedly counterfeit and original imported Diesel branded clothing through the Brazilian page of the Company s website, based on Brazilian Industrial Property Law (Law 9,279/96). Vintage sought an order enjoining the sale of Diesel-branded clothing on the Company s platform. A preliminary injunction was granted on April 11, 2006 to prohibit the offer of Diesel-branded products, and a fine for non-compliance was imposed in the approximate amount of $5,300 per defendant per day of non-compliance. The Company appealed that fine and obtained its suspension in 2006. Because the appeal of the preliminary injunction failed, in March of 2007, Vintage presented petitions alleging the Company s non-compliance with the preliminary injunction granted to Vintage and requested a fine of approximately $3.3 million against the Company s subsidiaries, which represents approximately $5,300 per defendant per day of alleged non-compliance since April 2006. In July 2007, the judge ordered the payment of the fine mandated in the preliminary injunction, without specifying the amount. In September 2007, the judge decided that (i) the Brazilian subsidiaries were not responsible for alleged infringement of intellectual property rights by its users; and that (ii) the plaintiffs did not prove the alleged infringement of its intellectual property rights. However, the decision maintained the injunction until such ruling is non-appealable. The plaintiff appealed the judge s ruling regarding the subsidiary s non-responsibility and the Company appealed the decision that maintained the preliminary injunction. On July 26, 2011 the State Court of Appeals of the State of São Paulo confirmed the judge s ruling regarding our subsidiary s non-responsibility. The decision on the appeal regarding the decision that maintained the preliminary injunction is still pending. In the opinion of the Company s legal counsel, as of September 30, 2012, the amount of $196,986 was not reserved since it was considered reasonably possible but not probable.

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

7. Commitments and Contingencies (Continued)
Litigation and Other Legal Matters (Continued)

State of São Paulo Fraud Claim

On September 12, 2007, a state prosecutor of the State of São Paulo, Brazil presented a claim against the Brazilian subsidiary. The state prosecutor alleges that the Brazilian subsidiary should be held liable for any fraud committed by sellers on the Brazilian version of the Company s website, or responsible for damages suffered by buyers when purchasing an item on the Brazilian version of the MercadoLibre website. On September 26, 2009, the Lower Court Judge ruled in favor of the State of São Paulo prosecutor, declaring that the Brazilian subsidiary shall be held joint and severally liable for fraud committed by sellers and damages suffered by buyers when using the website, and ordering the Brazilian subsidiary to remove from the Terms of Service of the Brazilian website any provision limiting the Company s responsibility, with a penalty of approximately $2,500 per day of non-compliance. On September 29, 2009 the Company presented a recourse to the lower court, which was not granted. On September 29, 2009 the Company presented an appeal and requested to suspend the effects of the ruling issued by the lower court until the appeal is decided by State Court of Appeals, which request was granted on December, 1, 2009. The decision on the appeal is still pending. In the opinion of the Company s management and its legal counsel the risk of loss is reasonably possible.

City of São Paulo Tax Claims

In 2007 São Paulo tax authorities have asserted taxes and fines against our Brazilian subsidiary relating to the period from 2005 to 2007 in an approximate amount of $5.9 million according to the exchange rate at that moment. In 2007 the Company presented administrative defenses against the authorities claim and the tax authorities ruled against the Brazilian subsidiary. In 2009 the Company presented an appeal to the Conselho Municipal de Tributos or São Paulo Municipal Council of Taxes which reduced the fine. On February 11, 2011, the Company appealed this decision to the Câmaras Reunidas do Egrégio Conselho Municipal de Tributos or Superior Chamber of the São Paulo Municipal Council of Taxes which maintained the reduction of the Infraction. As of the date of these condensed consolidated financial statements, the total amount of the claim is approximately $ 5.8 million including surcharges and interest. With this decision the administrative stage is finished. On August 15, 2011, the Company made a deposit in court of approximately R$9.5 million or $4.7 million, according to the exchange rate at September 30, 2012, and filed a lawsuit in 8th Public Treasury Court of the County of São Paulo, State of São Paulo, Brazil order to contest the taxes and fines asserted by the Tax Authorities. The Company s management and its legal counsel believe that the risk of loss is remote, and as a result, has not reserved any provisions for this claim.

MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

7. Commitments and Contingencies (Continued)
Litigation and Other Legal Matters (Continued)

City of São Paulo Tax Claims

In September 2012 São Paulo tax authorities have asserted taxes and fines against our Brazilian subsidiary related to our Brazilian subsidiary s activities in São Paulo for the period from 2007 through 2010 in an approximate amount of R$23 million or $11.4 million according to the exchange rate as of September 30, 2012. In January 2005 we moved our operations to Santana de Parnaíba City, Brazil and began paying taxes to that jurisdiction and therefore we believe we have strong defenses to the claims of the São Paulo authorities with respect to this period. On July 27, 2012, the Company presented administrative defenses against the authorities claim. The Company s management and its legal counsel believe that the risk of loss is remote, and as a result, has not reserved any provisions for this claim.

Brazilian Federal Tax Claims

On September 2, 2011, the Brazilian Federal tax authority has asserted taxes and fines against our Brazilian subsidiary relating to the Income Tax for the 2006 period in an approximate amount of R$5.2 million or $2.6 million, according to the exchange rate as of September 30, 2012. On September 30, 2011 the Company presented administrative recourses against the tax authorities claim and on July 25, 2012 it was reduced to R$1.5 million or $0.8 million, according to the exchange rate as of September 30, 2012. On August 24, 2012 the Company presented its appeal to the Board of Tax Appeals (CARF) Conselho Administrativo de Recursos Fiscais against the tax authorities claims. The decision on the appeal is still pending. The Company s management and its legal counsel believe that the risk of loss is remote, and as a result, the Company has not reserved any provisions for this claim.

State of Rio de Janeiro Customer Service Level Claim

On August 19, 2011, a state prosecutor of the State of Rio de Janeiro, Brazil presented a claim against the Company s Brazilian subsidiary. The state prosecutor alleges that the Brazilian subsidiary should improve our customer service level and provide (among other things) a telephone number for customer support and requested an injunction against our Brazilian subsidiary. On August 23, 2011, the Judge of the first instance court denied the aforementioned injunction. On December 7, 2011, the Company was summoned of the lawsuit. On March 1, 2012 the Company presented its defense. On August 29, 2012 conciliatory hearing was taken, but no agreement was reached. On October 22, 2012, the Lower Court Judges ruled in favor of the Company and dismissed the claim against us. The state prosecutor can appeal the decision. In the opinion of the Company s management and its legal counsel the risk of loss is remote.

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

7. Commitments and Contingencies (Continued)
Litigation and Other Legal Matters (Continued)

State of Rio de Janeiro Customer Service Level Claim (Continued)

Other third parties have from time to time claimed, and others may claim in the future, that the Company was responsible for fraud committed against them, or that the Company has infringed their intellectual property rights. The underlying laws with respect to the potential liability of online intermediaries like the Company are unclear in the jurisdictions where the Company operates. Management believes that additional lawsuits alleging that the Company has violated copyright or trademark laws will be filed against the Company in the future.

Intellectual property and regulatory claims, whether meritorious or not, are time consuming and costly to resolve, require significant amounts of management time, could require expensive changes in the Company s methods of doing business, or could require the Company to enter into costly royalty or licensing agreements. The Company may be subject to patent disputes, and be subject to patent infringement claims as the Company s services expand in scope and complexity. In particular, the Company may face additional patent infringement claims involving various aspects of the payments businesses.

From time to time, the Company is involved in other disputes or regulatory inquiries that arise in the ordinary course of business. The number and significance of these disputes and inquiries are increasing as the Company s business expands and the Company grows larger.

8. Long Term Retention Plan
On July 15, 2009, June 25, 2010, August 1, 2011 and June 5, 2012, the Board of Directors, upon the recommendation of the Compensation Committee approved the 2009, 2010, 2011 and the 2012 employee retention programs (2009, 2010, 2011 and 2012 LTRP). The awards under the 2009, 2010, 2011 and 2012 LTRP are fully payable in cash in addition to the annual salary and bonus of each employee.

The 2009, 2010, 2011 and 2012 LTRP will be paid in 8 equal annual quotas (12.5% each) commencing on March 31, 2010, March 31, 2011, 2012 and March 31, 2013, respectively. Each quota is calculated as follows:

6.25% of the amount is calculated in nominal terms (the nominal basis share),

6.25% is adjusted by multiplying the nominal amount by the average closing stock price for the last 60 trading days of the year previous to the payment date and divided

by the average closing stock price for the last 60 trading days of 2008, 2009, 2010 and 2011 for the 2009, 2010, 2011 and 2012 LTRP, respectively. The average closing stock price for the 2009, 2010, 2011 and 2012 LTRP amounted to $13.81, $45.75, $65.41 and $77.77, respectively (the variable share).

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MercadoLibre, Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

8. Long Term Retention Plan (Continued)

The 2009, 2010, 2011 and 2012 LTRP have performance and/or eligibility conditions to be achieved at each year end and also require the employee to stay in the Company at the payment date.

The following tables summarize the LTRP accrued compensation expense for the three and nine-month periods ended September 30, 2012 and 2011:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011 (*)
LTRP 2009	389,064	870,504	209,140	(138,721)
LTRP 2010	768,728	864,413	235,811	46,942
LTRP 2011	970,498	1,049,182	283,622	287,697
LTRP 2012	1,199,042		406,953	

(*) The negative amount included in the table above represents a gain mainly as a consequence of the changes in the share prices of the Company.

9. Cash dividend distribution

On January 17, 2012, the Company paid the last quarterly cash dividend of $3.5 million or $0.08 per share declared by the Board of Directors for 2011.

On April 16, 2012 and on July 16, 2012, the Company paid, respectively, the first and second quarterly cash dividend distribution, each of them of $4.8 million or $0.109 per share declared by the Board of Directors for 2012.

On July 31, 2012, the Board of Directors declared the third quarterly cash dividend of $4.8 million or $0.109 per share, payable to the holders of the Company s common stock. This quarterly cash dividend was paid on October 15, 2012 to stockholders of record as of the close of business on September 28, 2012.

On October 30, 2012, the Board of Directors declared a quarterly cash dividend of $4.8 million or $0.109 per share, payable to the holders of the Company s common stock. This quarterly cash dividend will be paid on January 15, 2013 to stockholders of record as of the close of business on December 31, 2012.

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Item 2 Management s Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statement Regarding Forward-Looking Statements

Certain statements regarding our future performance made or implied in this report are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words anticipate, believe, expect, intend, plan, estimate, target, project, should, may, could, will and similar words and express identify forward-looking statements. Forward-looking statements generally relate to information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, industry environment, potential growth opportunities, the effects of future regulation and the effects of competition. Such forward-looking statements reflect, among other things, our current expectations, plans, projections and strategies, anticipated financial results, future events and financial trends affecting our business, all of which are subject to known and unknown risks, uncertainties and other important factors (in addition to those discussed elsewhere in this report) that may cause our actual results to differ materially from those expressed or implied by these forward-looking statements. These risks and uncertainties include, among other things:

- our expectations regarding the continued growth of online commerce and Internet usage in Latin America;
- our ability to expand our operations and adapt to rapidly changing technologies;
- government regulation;
- litigation and legal liability;
- systems interruptions or failures;
- our ability to attract and retain qualified personnel;
- consumer trends;
- security breaches and illegal uses of our services;
- competition;
- reliance on third-party service providers;
- enforcement of intellectual property rights;
- our ability to attract new customers, retain existing customers and increase revenues;

seasonal fluctuations; and

political, social and economic conditions in Latin America in general, and Venezuela and Argentina in particular, including Venezuela s status as a highly inflationary economy and the Foreign Currency Securities Transactions System (SITME) exchange rate system.

Many of these risks are beyond our ability to control or predict. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our company s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

These statements are based on currently available information and our current assumptions, expectations and projections about future events. While we believe that our assumptions, expectations and projections are reasonable in view of the currently available information, you are cautioned not to place undue reliance on our forward-looking statements. These statements are not guarantees of future performance. They are subject to future events, risks and uncertainties many of which are beyond our control as well as potentially inaccurate assumptions that could cause actual results to differ materially from our expectations and projections. Some of the material risks and uncertainties (in addition to those referred to above and elsewhere in this report) that could cause actual results to differ materially from our expectations and projections are described in Item 1A Risk Factors in Part I of our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed with the Securities and Exchange Commission on February 28, 2012 and in other reports we file from time to time with the U.S. Securities and Exchange Commission (SEC).

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You should read that information in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations in Item 2 of Part I of this report, our unaudited condensed consolidated financial statements and related notes in Item 1 of Part I of this report and our audited consolidated financial statements and related notes in Item 8 of Part II of our Annual Report on Form 10-K for the year ended December 31, 2011. We note such information for investors as permitted by the Private Securities Litigation Reform Act of 1995. There also may be other factors that we cannot anticipate or that are not described in this report, generally because we do not perceive them to be material that could cause results to differ materially from our expectations.

Forward-looking statements speak only as of the date they are made, and we do not undertake to update these forward-looking statements except as may be required by law. You are advised, however, to review any further disclosures we make on related subjects in our periodic filings with the SEC.

The discussion and analysis of our financial condition and results of operations has been organized to present the following:

- a brief overview of our company;
- a discussion of our principal trends and results of operations for the three and nine-month periods ended September 30, 2012 and 2011;
- a review of our financial presentation and accounting policies, including our critical accounting policies;
- a discussion of the principal factors that influence our results of operations, financial condition and liquidity;
- a discussion of our liquidity and capital resources, a discussion of our capital expenditures and a description of our contractual obligations; and
- a discussion of the market risks that we face.

Business Overview

MercadoLibre, Inc. (together with its subsidiaries us , we , our or the company) hosts the largest online commerce platform in Latin America located at www.mercadolibre.com, which is focused on enabling e-commerce and its related services. Our services are designed to provide our users with mechanisms for buying, selling, paying, collecting, generating leads and comparing transactions via e-commerce in an effective and efficient manner. We are market leaders in e-commerce in each of Argentina, Brazil, Chile, Colombia, Costa Rica, Ecuador, Mexico, Peru, Uruguay and Venezuela, based on unique visitors and page views. Additionally, we also operate online commerce platforms in the Dominican Republic, Panama and Portugal.

Through our online commerce platform, we provide buyers and sellers with a robust online commerce environment that fosters the development of a large and growing e-commerce community in Latin America, a region with a population of over 550 million people and one of the fastest-growing Internet penetration rates in the world. We believe that we offer a technological and commercial solution that addresses the distinctive cultural and geographic challenges of operating an online commerce platform in Latin America.

We offer our users an eco-system of four related e-commerce services: the MercadoLibre Marketplace, the MercadoPago payments solution, the MercadoClics advertising program and the MercadoShops on-line stores solution.

The MercadoLibre Marketplace, which we sometimes refer to as our marketplace, is a fully-automated, topically-arranged and user-friendly online commerce service. This service permits both businesses and individuals to list items and conduct their sales and purchases online in either a fixed-price or auction-based format. Additionally, through online classified listings, our registered users can list and purchase motor vehicles, vessels, aircraft, real estate and services. Any Internet user can browse through the various products and services that are listed on our web site and register with MercadoLibre to list, bid for and purchase items and services.

To complement the MercadoLibre Marketplace, we developed MercadoPago, an integrated online payments solution. MercadoPago is designed to facilitate transactions both on and off the MercadoLibre Marketplace by providing a mechanism that allows our users to securely, easily and promptly send, receive and finance payments online.

As a further enhancement to the MercadoLibre Marketplace, in 2009, we launched our MercadoClics program to allow businesses to promote their products and services on the Internet. Through MercadoClics users and advertisers are able to place display and/or text advertisements on our web pages in order to promote their brands and offerings. MercadoClics offers advertisers a cost efficient and automated platform through which it will acquire traffic. Advertisers purchase, on a cost per clicks basis, advertising space that appears around product search results for specific categories and other pages. These advertising placements are clearly differentiated from product search results and direct traffic both to and off our platform based on the advertisers destination of choice.

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To complete our suite of e-commerce services, during 2010, we launched, the MercadoShops on-line stores solution. Through MercadoShops users can set-up, manage and promote their own on-line webstores. These webstores are hosted by MercadoLibre and offer integration with the other marketplace, payments and advertising services we offer. Users can choose from a basic, free webstore or pay monthly subscriptions for enhanced functionality and added services on their stores.

Reporting Segments

Our segment reporting is based on geographic areas, which is the current criteria we are using to evaluate our segment performance. Our geography segments include Brazil, Argentina, Mexico, Venezuela and other countries (such as Chile, Colombia, Costa Rica, Dominican Republic, Ecuador, Panama, Peru, Portugal and Uruguay).

In addition, we operate a real estate classifieds platform that covers some areas of Florida in the United States, the operations of which are included in our segment for other countries .

Description of line items

Net revenues

We recognize revenues in each of our five reporting segments. Our reporting segments include our operations in Brazil, Argentina, Mexico, Venezuela and other countries (Chile, Colombia, Costa Rica, Dominican Republic, Ecuador, Panama, Peru, Portugal and Uruguay).

We offer three types of up-front fees for three different combinations of placement and features. Up-front fees are charged at the time the listing is uploaded onto our platform and are not subject to successful sale of the items listed. Revenues from MercadoLibre Marketplace transactions are generated by:

- up-front fees;
- final value fees; and
- online advertising fees.

Our MercadoPago payments processing service is offered at no extra cost on our marketplace in all countries where we have upgraded our payments platform to its new and improved version (MP3). Our payments platform was upgraded in Brazil and Argentina before 2011, while Mexico and Venezuela were upgraded in the second and fourth quarter of 2011, respectively.

Coinciding with the rollout of our new payment platform, the acceptance of MercadoPago, as a mean of payment, became a mandatory mean of payment option on all marketplace listings that are not free in all of the above countries. In the case of Venezuela the acceptance of MercadoPago, as an optional mean of payment, became mandatory since July 2012. As a result of the aforementioned changes, we no longer charge a specific processing fee for the use of MercadoPago on our marketplace. We do, however, continue generating payment-related revenues, reported within each of our reporting segments, attributable to:

- commissions charged to sellers for the use of the MercadoPago on off-marketplace-platform transactions; and
- revenues from financing that occurred when a buyer elects to pay in installments through our MercadoPago platform, for transactions that occur either on or off our marketplace platform.

The following table sets forth the percentage of consolidated net revenues by segment for the three and nine-month periods ended September 30, 2012 and 2011:

(% of total consolidated net revenues)	Nine-Month Period Ended September 30, 2012	2011	Three-Month Period Ended September 30, 2012	2011
Brazil	49.1%	56.8%	47.5%	56.4%
Argentina	23.3	18.3	24.8	19.4
Venezuela	14.0	10.8	14.6	11.1
Mexico	7.2	7.6	6.9	6.9
Other Countries	6.4	6.5	6.2	6.3

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table. The table above may not total due to rounding.

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The following table summarizes the changes in net revenues for the three and nine-month periods ended September 30, 2012 and 2011:

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)		Three-Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %	2012	2011	in Dollars	in %
	(in millions, except percentages)				(in millions, except percentages)			
Net Revenues:								
Brazil	$ 132.6	$ 120.7	$ 11.9	9.9%	$ 46.2	$ 46.0	$ 0.2	0.4%
Argentina	62.8	38.8	24.0	61.9	24.1	15.8	8.3	52.4
Venezuela	37.9	23.1	14.8	64.3	14.2	9.0	5.2	57.1
Mexico	19.4	16.2	3.2	19.5	6.7	5.6	1.1	20.1
Other Countries	17.2	13.7	3.6	25.4	6.0	5.1	0.9	16.5
Total Net Revenues	$ 269.8	$ 212.5	$ 57.4	27.0%	$ 97.3	$ 81.6	$ 15.6	19.2%

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.
The table above may not total due to rounding.

We have a highly fragmented customer revenue base given the large numbers of sellers and buyers who use our platforms. For the three and nine-month periods ended September 30, 2012 and 2011, no single customer accounted for more than 5.0% of our net revenues. Our MercadoLibre Marketplace is available in thirteen countries (Argentina, Brazil, Chile, Colombia, Costa Rica, Dominican Republic, Ecuador, Mexico, Panama, Peru, Portugal, Uruguay and Venezuela), and MercadoPago is available in six countries (Argentina, Brazil, Chile, Colombia, Mexico and Venezuela). The functional currency for each country s operations is the country s local currency, except for Venezuela where the functional currency is the U.S. dollar due to Venezuela s status as a highly inflationary economy. See Critical accounting policies and estimates Foreign Currency Translation included below. Therefore, our net revenues are generated in multiple foreign currencies and then translated into U.S. dollars at the average monthly exchange rate.

Our subsidiaries in Brazil, Argentina, Venezuela and Colombia are subject to certain taxes on revenues which are classified as a cost of net revenues. These taxes represented 5.7% and 6.2% of net revenues for the three and nine-month periods ended September 30, 2012.

Cost of net revenues

Cost of net revenues primarily represents bank and credit card processing charges for transactions and fees paid with credit cards and other payment methods, certain taxes on revenues, compensation for customer support personnel, ISP connectivity charges, depreciation and amortization and hosting and site operation fees.

Product and technology development expenses

Our product and technology development related expenses consist primarily of compensation for our engineering and web-development staff, depreciation and amortization costs related to product and technology development, telecommunications costs and payments to third-party suppliers who provide technology maintenance services to our company.

Sales and marketing expenses

Our sales and marketing expenses consist primarily of marketing costs for our platforms through online and offline advertising, bad debt charges, chargebacks related to MercadoPago operation, the salaries of employees involved in these activities, public relations costs, marketing activities for our users and depreciation and amortization costs.

We carry out the vast majority of our marketing efforts on the Internet. In that context, we enter in agreements with portals, search engines, social networks, ad networks and other sites in order to attract Internet users to the MercadoLibre Marketplace and convert them into confirmed registered users and active traders on our platform. Additionally, we occasionally allocate a portion of our marketing budget to cable television advertising in order to improve our brand awareness and to complement our online efforts.

We also work intensively on attracting, developing and growing our seller community through our supply efforts. We have dedicated professionals in most of our operations that work with sellers, through trade show participation, seminars and meetings to provide them with important tools and skills to become effective sellers on our platform.

General and administrative expenses

Our general and administrative expenses consist primarily of salaries for management and administrative staff, compensation for outside directors, long term retention plan compensation, expenses for legal, accounting and other professional services, insurance expenses, office space rental expenses, travel and business expenses, as well as depreciation and amortization costs. General and administrative expenses include the costs of the following areas of our company: general management, finance, administration, accounting, legal and human resources.

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Other income (expenses)

Other income (expenses) consists primarily of interest income derived from our investments and cash equivalents, foreign currency gains or losses, and other non-operating results.

Income and asset tax

We are subject to federal and state taxes in the United States, as well as foreign taxes in the multiple jurisdictions where we operate. Our tax obligations consist of current and deferred income taxes and asset taxes incurred in these jurisdictions. We account for income taxes following the liability method of accounting. Therefore, our income tax expense consists of taxes currently payable, if any (given that in certain jurisdictions we still have net operating loss carry-forwards), plus the change during the period in our deferred tax assets and liabilities.

Critical accounting policies and estimates

The preparation of our unaudited condensed consolidated financial statements and related notes requires us to make judgments, estimates and assumptions that affect our reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We have based our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Our management has discussed the development, selection and disclosure of these estimates with our audit committee and board of directors. Actual results may differ from these estimates under different assumptions or conditions.

An accounting policy is considered to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact our condensed consolidated financial statements. We believe that the following critical accounting policies reflect the more significant estimates and assumptions used in the preparation of our condensed consolidated financial statements. You should read the following descriptions of critical accounting policies, judgments and estimates in conjunction with our unaudited condensed consolidated financial statements, the notes thereto and other disclosures included in this report.

Foreign Currency Translation

Historically, all of our foreign operations have used the local currency as their functional currency. Accordingly, these foreign subsidiaries translate assets and liabilities from their local currencies to U.S. dollars using period/year-end exchange rates while income and expense accounts are translated at the average rates in effect during the period/year. The resulting translation adjustment is recorded as part of other comprehensive income (loss), a component of shareholders equity. Gains and losses resulting from transactions denominated in non-functional currencies are recognized in earnings. Net foreign currency exchange losses or gains are included in the consolidated statements of income under the caption Foreign currency loss .

Until September 30, 2009, our Venezuelan subsidiaries assets, liabilities, income and expenses were translated at the official exchange rate of 2.15 Bolivares Fuertes per U.S. dollar.

In the fourth quarter of 2009, we began to use the parallel exchange rate (as described below) rather than the official exchange rate to translate our Venezuelan financial statements. The following facts and circumstances have been considered in our analysis of the applicable exchange rate:

At the date we changed the translation exchange rate (and as of the date of this report), we have not obtained dividends remittances at the official exchange rate (and we have not as of the date of this report);

The industry in which we operate may not influence our ability to access to the official exchange rate;

The Commission for the Administration of Foreign Exchange (CADIVI) volume of approvals for the use of the official rate went down 50% on a year-over-year basis as of July 2009; and

CADIVI has not only delayed approvals but also removed many items from its priority lists (current priorities appear to be food and medicine), causing delays in the repatriation of dividends for many companies.

Consequently, in the fourth quarter of 2009, we had begun translating our Venezuelan subsidiaries assets, liabilities, income and expense accounts using the parallel exchange rate until the second quarter of 2010, when we began to use the SITME exchange rate.

As of the date of this report the Company did not buy U.S. dollars at the CADIVI official rate.

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In accordance with U.S. GAAP, we have classified our Venezuelan operations as highly inflationary as of January 1, 2010 considering U.S. dollar as the functional currency for purposes of our financial statements. Therefore, no translation effect was accounted for in other comprehensive income since October 1, 2009 related to our Venezuelan operations.

On May 14, 2010, the Venezuelan government enacted reforms to its exchange regulations making the Venezuelan Central Bank (BCV) the only institution that could legally authorize the purchase or sale of foreign currency bonds, thereby excluding non-authorized brokers from the foreign exchange market.

Under the new system, known as the SITME, entities domiciled in Venezuela can buy U.S. dollar-denominated securities only through banks authorized by the BCV to import goods, services or capital inputs. Additionally, the SITME imposes volume restrictions on an entity s trading activity, limiting such activity to a maximum amount equivalent to $50,000 per day and $350,000 per calendar month. This limitation is non-cumulative, meaning that an entity cannot carry over unused volume from one month to the next.

As a consequence of this new system, we started using the SITME rate and started re-measuring foreign currency transactions using the SITME rate published by BCV. For the three and nine-month periods ended September 30, 2012 and 2011, the exchange rate used to re-measure transactions was 5.30 Bolivares Fuertes per U.S. dollar.

During 2010 and previous years we were able to obtain U.S. dollars using alternative mechanisms other than the CADIVI. These dollars, obtained at a higher exchange rate than the one offered by CADIVI, and held in balance at U.S. bank accounts of our Venezuelan subsidiaries, were used for dividend distributions from our Venezuelan subsidiaries. As a result, during 2010, lack of CADIVI approval did not restrict our ability to distribute the full amount of our Venezuelan retained earnings as dividends related to fiscal years 2008 ($0.8 million), and 2009 ($1.8 million). In addition, during 2011, our Venezuelan subsidiaries distributed dividends of a $4.2 million, related to earnings for fiscal year 2010, using existing cash balances held in the U.S. bank accounts of our Venezuelan subsidiaries.

The following table sets forth the assets, liabilities and net assets of our Venezuelan subsidiaries, before intercompany eliminations, as of September 30, 2012 and December 31, 2011 and net revenues for the nine-month periods ended September 30, 2012 and 2011.

	September 30, 2012	September 30, 2011
Venezuelan operations		
Net Revenues	$ 37,872,351	$ 23,051,176
	September 30, 2012	**December 31, 2011**
Assets	52,240,768	31,074,871
Liabilities	(18,491,056)	(10,414,881)
Net Assets	$ 33,749,712	$ 20,659,990

As of September 30, 2012, net assets of our Venezuelan subsidiaries amount to approximately 12.6% of our consolidated net assets, and cash and investments of our Venezuelan subsidiaries held in local currency in Venezuela amount to approximately 14.3% of our consolidated cash and investments.

On June 2, 2011, our Venezuelan subsidiary acquired an office property containing 992 square meters in a building located in Caracas, Venezuela for approximately $6.6 million. We funded the purchase price through working capital.

Although the current mechanisms available to obtain U.S. dollars for dividend distributions from our Venezuelan subsidiaries to those subsidiaries of our company that are located outside Venezuela imply increased restrictions, we do not expect that the current restrictions on purchasing U.S. dollars will have a significant adverse effect on our business plans or with regard to our investment in Venezuela.

Impairment of long-lived assets and goodwill

We review long-lived assets for impairments whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to undiscounted future net cash flows expected to be generated by the asset. If such assets are considered to be impaired on this basis, the impairment loss to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets.

If the carrying amount of the reporting unit exceeds its fair value, goodwill or indefinite useful life intangible assets are considered impaired and a second step is performed to measure the amount of impairment loss, if any. No impairments were recognized during the reporting periods and management s assessment of each reporting unit s fair value materially exceeds its carrying value.

Goodwill and certain indefinite life trademarks are reviewed at the end of the year for impairment or more frequently when events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment of goodwill and certain trademarks are tested at the reporting unit level (considering each segment of our company as a reporting unit) by comparing the reporting unit s carrying amount, including goodwill and certain trademarks, to the fair value of the reporting unit. Based on the new guidance to test goodwill adopted by us, the Company may perform a qualitative assessment before calculating the fair value of its reporting units. Should the Company determine from the qualitative assessment that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the fair-value based test should be applied. For the year ended December 31, 2011, based on the qualitative assessment, we determined that the fair value of all the reporting units is greater than their carrying amount.

We believe that the accounting estimate related to impairment of long lived assets and goodwill is critical since it is highly susceptible to change from period to period because: (i) it requires management to make assumptions about gross merchandise volume growth, future interest rates, sales and costs; and (ii) the impact that recognizing an impairment would have on the assets reported on our balance sheet as well as our net income would be material. Management s assumptions about future sales and future costs require significant judgment.

Allowances for doubtful accounts and for chargebacks

We are exposed to losses due to uncollectible accounts and credits to sellers. Allowances for these items represent our estimate of future losses based on our historical experience. The allowances for doubtful accounts and for chargebacks are recorded as charges to sales and marketing expenses. Historically, our actual losses have been consistent with our charges. However, future adverse changes to our historical experience for doubtful accounts and chargebacks could have a material impact on our future consolidated statements of income and cash flows.

We believe that the accounting estimate related to allowances for doubtful accounts and for chargebacks is a critical accounting estimate because it requires management to make assumptions about future collections and credit analysis. Our management s assumptions about future collections require significant judgment.

Legal contingencies

In connection with certain pending litigation and other claims, we have estimated the range of probable loss and provided for such losses through charges to our condensed consolidated statement of income. These estimates are based on our assessment of the facts and circumstances and historical information related to actions filed against the Company at each balance sheet date and are subject to change based upon new information and future events.

From time to time, we are involved in disputes that arise in the ordinary course of business. We are currently involved in certain legal proceedings as described in Legal Proceedings in Item 1 of Part II of this report, Item 3 of Part I of our annual report on Form 10-K for our fiscal year ended December 31, 2011 and in Note 7 to our unaudited interim condensed consolidated financial statements, included in this report. We believe that we have meritorious defenses to the claims against us, and we will defend ourselves accordingly. However, even if successful, our defense could be costly and could divert management s time. If the plaintiffs were to prevail on certain claims, we might be forced to pay damages or modify our business practices. Any of these consequences could materially harm our business and could have a material adverse impact on our financial position, results of operations or cash flows.

Income taxes

We are required to recognize a provision for income taxes based upon taxable income and temporary differences between the book and tax bases of our assets and liabilities for each of the tax jurisdictions in which we operate. This process requires a calculation of taxes payable under currently enacted tax laws in each jurisdiction and an analysis of temporary differences between the book and tax bases of our assets and liabilities, including various accruals, allowances, depreciation and amortization. The tax effect of these temporary differences and the estimated tax benefit from our tax net operating losses are reported as deferred tax assets and liabilities in our condensed consolidated balance sheet. We also assess the likelihood that our net deferred tax assets will be realized from future taxable income. To the extent we believe that it is more likely than not that some portion or all of deferred tax asset will not be realized, we establish a valuation allowance. At September 30, 2012, we had a valuation allowance on certain foreign net operating losses based on our assessment that it is more likely than not that the deferred tax asset will not be realized. To the extent we establish a valuation allowance or change the allowance in a period, we reflect the change with a corresponding increase or decrease in our Income/asset tax expense line in our condensed consolidated statement of income.

Results of operations for the three-month period ended September 30, 2012 compared to three-month period ended September 30, 2011 and the nine-month period ended September 30, 2012 compared to the nine-month period ended September 30, 2011

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The selected financial data for the three and nine-month periods ended September 30, 2012 and 2011 have been derived from our unaudited condensed consolidated financial statements included in Item 1 of Part I of this report. These statements include all normal recurring adjustments that management believes are necessary to fairly state our financial position, results of operations and cash flows. Results of operations for the three and nine-month periods ended September 30, 2012 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2012 or for any other period.

Statement of income data

(In millions)	Nine Months Ended September 30, 2012 (*)	Nine Months Ended September 30, 2011 (*)	Three Months Ended September 30, 2012 (*)	Three Months Ended September 30, 2011 (*)
	(Unaudited)		(Unaudited)	
Net revenues	$ 269.8	$ 212.5	$ 97.3	$ 81.6
Cost of net revenues	(70.7)	(51.3)	(25.7)	(20.1)
Gross profit	199.2	161.1	71.6	61.6
Operating expenses:				
Product and technology development	(21.7)	(16.6)	(8.0)	(5.9)
Sales and marketing	(52.8)	(45.6)	(18.6)	(16.7)
General and administrative	(34.1)	(28.2)	(11.3)	(9.0)
Total operating expenses	(108.6)	(90.3)	(37.9)	(31.6)
Income from operations	90.5	70.8	33.7	30.0
Other income (expenses):				
Interest income and other financial gains	9.0	7.0	2.9	2.9
Interest expense and other financial charges	(1.0)	(2.6)	(0.3)	(1.1)
Foreign currency gains / losses	(0.5)	2.1	(0.2)	3.3
Other income, net	(0.2)	0.3	(0.2)	(0.0)
Net income before income / asset tax expense	98.0	77.6	36.0	35.1
Income / asset tax expense	(26.9)	(22.4)	(9.9)	(8.8)
Net income	$ 71.1	$ 55.2	$ 26.1	$ 26.3
Less: Net Income attributable to Noncontrolling				
Net income available to common shareholders	$ 71.1	$ 55.2	$ 26.0	$ 26.3

(*) The table above may not add due to rounding.

Other Data

(In millions)	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011
Number of confirmed registered users at end of the period [1]	77.2	62.0	77.2	62.0
Number of confirmed new registered users during the period [2]	11.3	9.1	4.0	3.6

Gross merchandise volume [3]	4,057.4	3,370.1	1,436.4	1,348.3
Number of items sold [4]	48.4	36.9	17.6	14.4
Total payment volume [5]	1,261.8	909.5	480.1	368.5
Total payment transactions [6]	16.8	9.6	6.4	3.9
Depreciation and amortization	6.4	5.2	2.4	1.9

1 - Measure of the cumulative number of users who have registered on the MercadoLibre Marketplace and confirmed their registration.
2 - Measure of the number of new users who have registered on the MercadoLibre Marketplace and confirmed their registration.
3 - Measure of the total U.S. dollar sum of all transactions completed through the MercadoLibre Marketplace, excluding motor vehicles, vessels, aircraft and real estate.
4 - Measure of the number of items that were sold/purchased through the MercadoLibre Marketplace.
5 - Measure of the total U.S. dollar sum of all transactions paid for using MercadoPago.
6 - Measure of the number of all transactions paid for using MercadoPago.

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Net revenues

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)		Three-Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %	2012	2011	in Dollars	in %
	(in millions, except percentages)				(in millions, except percentages)			
Total Net Revenues	$ 269.8	$ 212.5	$ 57.4	27.0%	$ 97.3	$ 81.6	$ 15.6	19.2%
As a percentage of net revenues (*)	100.0%	100.0%			100.0%	100.0%		

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

The 19.2% growth in net revenues in the third quarter of 2012 as compared to the third quarter of 2011 resulted mainly from a 6.5% increase in the gross merchandise volume (GMV) transacted through our platform during the third quarter of 2012 as compared to the third quarter of 2011. This GMV growth resulted from a 22.4% increase in items sold when comparing those periods. Non-marketplace revenues from financing and off-platform payments grew 38.8% in the third quarter of 2012 as compared to the same period in 2011, mainly as a consequence of a 30.3% increase in the total payments volume (TPV) paid using MercadoPago. Finally, classified and ad sales revenues for the third quarter of 2012 grew 38.3% as compared to the same period of 2011.

The 27.0% growth in net revenues for the nine-month period of 2012 as compared to the same period of 2011 resulted mainly from a 20.4% increase in the GMV transacted through our platform for the periods under analysis. This GMV growth resulted from a 31.2% increase in items sold between those periods. Additionally, non-marketplace revenues from financing and off-platform payments grew 39.3% for the nine-month period of 2012 as compared to the same period of 2011, mainly as a consequence of a 38.7% increase in the TPV paid using MercadoPago. Finally, classified and ad sales revenues for the nine-month period of 2012 grew 39.0% over the same period in 2011.

Measured in local currencies, net revenues grew 37.0% and 42.2% during the three- and nine month periods ended September 30, 2012 as compared to the same periods in 2011. The local currency revenue growth was calculated by using the average monthly exchange rates for each month during 2011 and applying them to the corresponding months in 2012, so as to calculate what our net revenues would have been had exchange rates remained stable from one year to the next.

The following table summarizes the changes in net revenues by each reporting segment for the three and nine-month periods ended September 30, 2012 and 2011:

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)		Three -Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %	2012	2011	in Dollars	in %
	(in millions, except percentages)				(in millions, except percentages)			
Net Revenues:								
Brazil	$ 132.6	$ 120.7	$ 11.9	9.9%	$ 46.2	$ 46.0	$ 0.2	0.4%
Argentina	62.8	38.8	24.0	61.9	24.1	15.8	8.3	52.4
Venezuela	37.9	23.1	14.8	64.3	14.2	9.0	5.2	57.1
Mexico	19.4	16.2	3.2	19.5	6.7	5.6	1.1	20.1
Other Countries	17.2	13.7	3.5	25.4	6.0	5.1	0.9	16.5
Total Net Revenues	$ 269.8	$ 212.5	$ 57.4	27.0%	$ 97.3	$ 81.6	$ 15.6	19.2%

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table. The table above may not total due to rounding.

On a segment basis, our net revenues for the three and nine-month periods ended September 30, 2012 as compared to the same periods in 2011, increased across all segments.

The following table sets forth our total net revenues and the sequential quarterly growth of these net revenues for the periods described below:

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	Quarter Ended March 31,	June 30,	September 30,	December 31,
	(in millions, except percentages) (*)			
2012				
Net Revenues	$ 83.7	$ 88.8	$ 97.3	n/a
Percent change from prior quarter	-3%	6%	9%	
2011				
Net Revenues	$ 61.5	$ 69.4	$ 81.6	$ 86.5
Percent change from prior quarter	-1%	13%	18%	6%
2010				
Net Revenues	$ 45.9	$ 52.5	$ 56.0	$ 62.3
Percent change from prior quarter	-6%	14%	7%	11%

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

Cost of net revenues

	Nine-Month Period Ended September 30, 2012	2011	Change from 2011 to 2012 (*) in Dollars	in %	Three-Month Period Ended September 30, 2012	2011	Change from 2011 to 2012 (*) in Dollars	in %
	(in millions, except percentages)				(in millions, except percentages)			
Total cost of net revenues	$ 70.7	$ 51.3	$ 19.4	37.7%	$ 25.7	$ 20.1	$ 5.6	28.1%
As a percentage of net revenues (*)	26.2%	24.2%			26.4%	24.6%		

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

For the three and nine-month periods ended September 30, 2012, the increase in cost of net revenues as compared to the same periods of 2011 was primarily attributable to an increase of collection fees by $3.4 million and $10.1 million, respectively. The increase in collection fees, which occurred primarily in Brazil and Argentina, was a result of the higher penetration of our payment solution into our marketplace, which has a higher collection fee cost and additional collections related services contracted. For the three and nine-month periods ended September 30, 2012, total TPV represents, 33.4% and 31.1%, respectively, of our total GMV (excluding motor vehicles, vessels, aircraft and real estate). In addition, sales taxes and other operational taxes increased by$0.8 million, 13.6%, and $4.0 million, or 25.2%, for the three and nine months ended September 30, 2012, respectively, as compared to the same periods in 2011, mainly as a consequence of increases in net revenues. Moreover, during the three and nine-month periods ended September 30, 2012 as compared to the same periods in the prior year, expenditures related to our in-house customer support operations increased by $0.8 million and $3.7 million, respectively, primarily driven by an increase in compensation and recruitment costs, and increased investments in customer service operations to improve our users experience. The increased compensation costs and recruitment operational are incurred in order to improve our service and our initiatives to combat fraud, illegal items and fee evasion. Finally, for the three and nine-month periods ended September 30, 2012, our hosting cost increased by $0.6 million and $1.3 million as compared to the same periods in 2011.

Product and technology development

	Nine-Month Period Ended September 30, 2012	2011	Change from 2011 to 2012 (*) in Dollars	in %	Three-Month Period Ended September 30, 2012	2011	Change from 2011 to 2012 (*) in Dollars	in %
	(in millions, except percentages)				(in millions, except percentages)			
Product and technology development	$ 21.7	$ 16.6	$ 5.1	30.7%	$ 8.0	$ 5.9	$ 2.1	34.7%
As a percentage of net revenues (*)	8.0%	7.8%			8.2%	7.3%		

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

For the three and nine-month periods ended September 30, 2012, the growth in product and technology development expenses as compared to the same periods in 2011, was attributable to an increase of $1.6 million, or 66.0%, and $2.9 million, or 37.4%, respectively, in compensation costs. These additional compensation expenses were primarily related to increases in compensation costs and to the addition of engineers, as we continue to invest in top quality talent to develop enhancements and new features across our platforms. We believe product development is one of our key competitive advantages and intend to continue to invest in adding engineers to meet the increasingly sophisticated product expectations of our customer base.

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Product and technology development expenses also grew during the three and nine-month periods ended September 30, 2012 as compared to the same periods in 2011 as a consequence of an increase of $0.4 million, or 37.2%, and $0.9 million, or 32.9%, respectively, in other product development expenses and an increase of $0.2 million, or 17.6%, and $0.7 million, or 20.7% in depreciation and amortization expenses.

Sales and marketing

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)		Three-Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %	2012	2011	in Dollars	in %
	(in millions, except percentages)				(in millions, except percentages)			
Sales and marketing	$ 52.8	$ 45.6	$ 7.2	15.9%	$ 18.6	$ 16.7	$ 1.9	11.3%
As a percentage of net revenues (*)	19.6%	21.4%			19.1%	20.5%		

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

For the three-month period ended September 30, 2012, the $1.9 million increase in sales and marketing expenses as compared to the same period in 2011 was primarily attributable to: i) an increase of $2.7 million in total chargebacks expenses mainly attributable to our Brazilian operation, partially offset by a $1.7 million recovery of MercadoPago disabled accounts which had more than 3 years in such condition as of September 30, 2012; ii) an increase of $1.0 million in salaries as compared to the same period; iii) trust and safety increased by $0.6 million in the three months ended September 30, 2012 as compared to the same period of 2011; iv) the increase in sales and marketing expenses was partially offset by a decrease of $0.2 million in on-line and off-line marketing expenses as compared to the third quarter of 2011; and finally, v) bad debt slightly decreased by $0.4 million for three-month period ended September 30, 2012 as compared to the same period in 2011. Bad debt represented 4.3% and 5.6% of net revenues for the three-months ended September 30, 2012 and 2011, respectively.

For the nine-month period ended September 30, 2012 the increase of $7.2 million in sales and marketing expenses as compared to the same period in 2011 was primarily driven by: i)an increase of $7.1 million in total chargebacks expenses mainly attributable to our Brazilian operation, partially offset by a $1.7 million recovery of MercadoPago disabled accounts which had more than 3 years in such condition as of September 30, 2012; ii) an increase of $2.4 million in salaries as compared to the same period in 2011; iii) an increase of $0.7 million in bad debt, as compared to the same period in 2011. Bad debt represented 5.0% and 6.0% of net revenues for the nine-month periods ended September 30, 2012 and 2011, respectively; iv) on-line marketing expenses increased by $0.4 million in 2012 as compared to the same period in 2011, as a consequence of an increase in portal deal expenses of $1.9 million partially offset by a decrease in our affiliate program of $1.5 million; v) finally, off-line marketing expenses decreased by $1.1 million related to trust and safety expenses for the nine months ended September 30, 2012, as compared to the same period in 2011.

General and administrative

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)		Three-Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %	2012	2011	in Dollars	in %
	(in millions, except percentages)							
General and administrative	$ 34.1	$ 28.2	$ 5.9	21.1%	$ 11.3	$ 9.0	$ 2.3	25.7%
As a percentage of net revenues (*)	12.6%	13.3%			11.6%	11.0%		

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

For the three-month period ended September 30, 2012, general and administrative expenses increased by $2.3 million as compared to the same period of 2011, primarily attributable to a $2.0 million increase in salaries, which includes compensation costs related to our LTRP, and an increase of $0.7 million in legal expenses. Depreciation and amortization increased by $0.2 million for the three-month period ended September 30, 2012 as compared to the same period of 2011. These increases were partially offset by a decrease in other general and administrative expenses of $0.7 million as a consequence of the recovery of the Venezuelan checks for tax payments related to payments made by our Venezuelan subsidiary that were not collected by the National Tax Customs Administration of Venezuela (SENIAT) as a consequence of administrative errors made by the clearing bank.

For the nine-month period ended September 30, 2012, the increase of $5.9 million in general and administrative expenses as compared to the same period in 2011 was primarily attributable to an increase of $4.2 million in salaries, which includes compensation costs related to our LTRP, and an increase of $1.9 million in outside services mainly related to legal fees and other settlements. Depreciation and amortization increased by $0.4 million for the nine-month period ended September 30, 2012 as compared to the same period of 2011. These increases were partially offset by a decrease of $1.3 million in office expenses in the nine months ended September 30, 2012 as compared to the same period of 2011, mainly related to our main locations moves to new offices in 2011.

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Other income, net

	Nine-MonthPeriod Ended September 30,		Change from 2011 to 2012 (*)		Three-Month Period Ended June 30,		Change from 2011 to 2012(*)	
	2012	2011	in Dollars	in %	2012	2011	in Dollars	in %
	(in millions, except percentages)				(in millions, except percentages)			
Other income, net	$ 7.5	$ 6.8	$ 0.7	9.6%	$ 2.2	$ 5.1	$ (2.9)	(56.4)%
As a percentage of net revenues	2.8%	3.2%			2.3%	6.3%		

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

For the three-month period ended September 30, 2012 as compared to the same period in 2011, the $2.9 million decrease in other income, net was mainly attributable to a loss in foreign exchange of $0.2 million as compared to a gain in the same period in 2011 of $3.3 million, which generated a decrease of $3.5 million, mainly related to an appreciation of the Mexican and Uruguayan currencies during the third quarter of 2012 versus a strong devaluation of the Brazilian, Mexican and Uruguayan currencies in the same period in 2011. In addition, other financial expenses decreased by $0.7 million as compared to the same period in 2011.

For the nine-month period ended September 30, 2012 as compared to the same period in 2011, the $0.7 million increase in other income, net was primarily attributable to an increase in interest income by $2.0 million related to higher interest income earned on our investments driven by a greater volume of investments in all locations, partially offset by a $1.7 million decrease in financial expenses in the nine months ended September 30, 2012 as compared to the same period in 2011. Foreign exchange loss amounted to $0.5 million as compared to a gain in the same period in 2011 of $2.1 million which generated a decreased of $2.6 million as a consequence of the appreciation of local currencies in Mexico, Chile and Colombia, versus a strong devaluation of the Brazilian, Mexican and Uruguayan currencies in the same period in 2011.

Income and asset tax

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)		Three-Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %	2012	2011	in Dollars	in %
	(in millions, except percentages)				(in millions, except percentages)			
Income and asset tax	$ 26.9	$ 22.4	$ 4.5	19.8%	$ 9.9	$ 8.8	$ 1.1	12.3%
As a percentage of net revenues (*)	10.0%	10.6%			10.2%	10.8%		

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

During the three and nine-month periods ended September 30, 2012 as compared to the same periods in the previous year, income and asset tax increased $1.1 million and $4.5 million, respectively, mainly as a consequence of higher taxable income period over period.

For the three and nine-month period ended September 30, 2012, our income and asset tax expense margin was lower as compared to the same period in the previous year, because our income and asset tax expense margin was positively impacted by a decrease in income tax charge in Brazil as a consequence of permanent tax differences period over period and by the effect of a higher pre-tax income in our Argentine subsidiary which has a lower effective tax rate as a consequence of the software development law.

Our blended tax rate is defined as income and asset tax expense as a percentage of income before income and asset tax. Our effective income tax rate is defined as the provision for income taxes (net of charges related to dividend distribution from foreign subsidiaries which are offset with domestic foreign tax credits) as a percentage of income before income and asset tax. The effective income tax rate excludes the effects of the deferred income tax, and the assets and complementary income tax.

The following table summarizes the changes in our blended and effective tax rate for the three and nine-month periods ended September 30, 2012 and 2011:

	Nine-Month Period Ended September 30,		Three-Month Period Ended September 30,	
	2012	2011	2012	2011
Blended tax rate	27.4%	28.9%	27.5%	25.1%
Effective tax rate	28.4%	26.9%	29.5%	25.1%

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

Our blended tax rate increased by 2.4% from the three-month period ended September 30, 2011 to the same period in 2012 mainly due the recognition in 2011 of an income tax gain of $2.0 million related to the reversal of valuation allowance for deferred tax assets originated in the acquisition of a Brazilian subsidiary in 2001. For the nine-month period ended September 30, 2012 our blended tax rate slightly decreased as compared to the same period in 2011 due to a higher growth in our Argentine taxable income as compared to other locations where the income tax rate is lower than those other locations.

Our effective tax rate increased from the three and nine-month period ended September 30, 2011 to the same periods in 2012 mainly due to temporary and permanent tax differences in Brazil, Mexico and Venezuela.

The following table sets forth our effective income tax rate related to our main locations for the three and nine-month periods ended September 30, 2012 and 2011:

	Nine-Month Period Ended September 30,		Three-Month Period Ended September 30,	
	2012	2011	2012	2011
Effective tax rate by country				
Argentina	15.0%	15.3%	14.9%	13.9%
Brazil	35.1%	29.2%	38.1%	26.3%
Mexico	33.4%	25.8%	31.2%	28.0%
Venezuela	36.0%	34.8%	39.5%	35.4%

The Company s Argentine subsidiary is a beneficiary of a software development law granting it a relief of 60% of total income tax determined in each year. Mainly for that reason, our Argentine operation s effective income tax rate for the three and nine-month periods ended September 30, 2012 and 2011 are currently lower than the local statutory rate of 35%. If we had not been granted the Argentine tax holiday, our Argentine effective income tax rate would have been higher but, in that case, we would have pursued an alternative tax planning strategy. In addition, the Argentine government issued a new software development law which is still waiting for the regulatory decree. If the Argentine subsidiary qualifies under the new software development law, it is possible that the current Argentine income tax relief we benefit from could be reduced slightly. However, under the new law, it is also possible that the tax holiday would be extended for an additional five years, while also providing us with certain other fiscal benefits.

The increase in our Argentine operation s effective income tax rate for the three-month period ended September 30, 2012 as compared to the same period in 2011 was impacted by a growth in our taxable income and by changes in both temporary and permanent tax differences including the relief in the income tax expense derived from the application of the software development law. The decrease in the effective income tax rate for the nine-months ended September 30, 2012 as compared to the same period in 2011 was impacted by changes in both temporary and permanent tax differences, including the relief in the income tax expense derived from the application of the software development law.

For the three and nine-month periods ended September 30, 2012, our Brazilian effective income tax rates are higher than the local statutory rate of 34% mainly as a consequence of changes in temporary tax differences. For the three and nine-month periods ended September 30, 2011 our Brazilian effective income tax rate is lower than the local statutory rate of 34% mainly because of the business reorganization generated as part of our tax planning strategy, which permitted us to use tax loss carryforwards in that country. For the three- and nine-month periods ended September 30, 2011, our Brazilian effective income tax rates was lower than the local statutory rate of 34% mainly because of the business reorganization generated as part of our tax planning strategy, which permitted us to use tax loss carryforwards in that country.

For the three and nine-month periods ended September 30, 2012, our Mexican effective income tax rates are higher than the local statutory rate of 30% mainly because of variations in temporary tax differences. For the three and nine-month periods ended September 30, 2011, our Mexican effective income tax rate was lower than the local statutory rate mainly because of changes in permanent tax differences.

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For the three and nine-month periods ended September 30, 2012 and 2011, our Venezuelan effective income tax rates are higher than the local statutory rate of 34%, due to certain non-deductible expenses, mainly related to local inflation adjustment computed for tax purposes but not considered for U.S. GAAP reporting purposes, and to temporary differences.

Our effective tax rate reflects the tax effect of significant operations outside the United States, which are generally taxed at rates lower than the U.S. statutory rate of 35%, especially in the case of Argentina, where we have significant operations with a low effective tax rate as a consequence of an Argentine tax holiday that we benefit from. A future change in the mix of pretax income from these various tax jurisdictions would impact the Company s periodic effective tax rate.

We do not expect to have a significant impact in the domestic effective income tax rate related to dividend distributions from foreign subsidiaries since our strategy is to reinvest our cash surplus in our international operations, and to distribute dividends when they can be offset with available tax credits.

Liquidity and Capital Resources

Our main cash requirement historically has been working capital to fund MercadoPago financing operations in Brazil. We also require cash for capital expenditures relating to technology infrastructure, software applications, office space and to fund the payment of quarterly cash dividends on shares of our common stock.

Since our inception, we have funded our operations primarily through contributions received from our stockholders during the first two years of operations, from funds raised during our initial public offering, and from cash generated from our operations. We have funded MercadoPago by discounting credit card receivables, with loans backed with credit card receivables and through cash advances derived from our business.

At September 30, 2012, our principal source of liquidity was $177.6 million of cash and cash equivalents and short-term investments and $59.4 million of long-term investments provided by cash generated from operations. We consider our long-term investments as part of our liquidity because long-term investments are comprised by available-for-sale securities classified as long-term as a consequence of their contractual maturities.

The significant components of our working capital are cash and cash equivalents, short-term investments, accounts receivable, accounts payable and accrued expenses, funds receivable from and payable to MercadoPago users, and short-term debt. As long as we continue transferring credit card receivables to financial institutions in return for cash, we will continue generating cash.

As of September 30, 2012, cash and investments of foreign subsidiaries amounted to $189.9 million or 80.1% of our consolidated cash and investments and approximately 64.2% of consolidated cash and investments are held outside the U.S., mostly in Brazil, Argentina and Venezuela. Our strategy is to reinvest our undistributed earnings of our foreign operations in those operations and to distribute dividends when they can be offset with available tax credits. We do not expect a material impact in any repatriation of undistributed earnings of foreign subsidiaries on our operations since the taxable domestic gains generated by any dividend distributions will be mostly offset with foreign tax credits that arise from income tax paid in our foreign operations, which we are allowed to compute for domestic income tax purposes.

In the event we change the way we manage our business, the working capital needs could be funded, as we did in the past, through a combination of the sale of credit card coupons to financial institutions, loans backed by credit card receivables and cash advances from our business.

The following table presents our cash flows from operating activities, investing activities and financing activities for the three and nine-month periods ended September 30, 2012 and 2011:

	Nine-Month Period Ended September 30,	
(In millions)	**2012**	**2011**
Net cash provided by (used in):		
Operating activities	$ 83.7	$ 62.3
Investing activities	(37.3)	(51.7)
Financing activities	(13.1)	(7.1)
Effect of exchange rates on cash and cash equivalents	(2.4)	(1.3)

Net increase in cash and cash equivalents	$ 30.8	$ 2.3

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Net cash provided by operating activities

Cash provided by operating activities consists of net income adjusted for certain non-cash items, and the effect of changes in working capital and other activities.

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %
	(in millions, except percentages)			
Net Cash provided by:				
Operating activities	$ 83.7	$ 62.3	$ 21.4	34.4%

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

The $21.4 million increase in net cash provided by operating activities during the nine-month period ended September 30, 2012 as compared to the same period in 2011 was mainly attributable to a $15.9 million increase in net income. Additionally, net cash provided by operating activities for the nine-month period ended September 30, 2012 as compared to the same period in 2011 was attributable to an increase in working capital by $3.4 million. Net cash provided by operating activities at September 30, 2012 as compared to the same period in 2011 was impacted by an increase in depreciation and amortization in $4.5 million and a decrease in accrued interest in $2.1 million.

Net cash used in investing activities

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %
	(in millions, except percentages)			
Net Cash used in:				
Investing activities	$ (37.3)	$ (51.7)	$ 14.4	-27.8%

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

Net cash used in investing activities in the nine-month period ended September 30, 2012 resulted mainly from purchases of investments for $344.7 million. During the nine-month period ended September 30, 2012, the increase in cash used in investment activities was partially offset by proceeds from the sale and maturity of $320.4 million of investments as part of our financial strategy. Additionally, we used $13.0 million of cash in the nine-month period ended September 30, 2012 to make capital expenditures mainly related to technological equipment and software licenses and a new office opened in Aguada Park, Uruguay.

Net cash used in investing activities in the nine-month period ended September 30, 2011 resulted mainly from purchases of investments for $297.6 million. During the nine-month period ended September 30, 2011, the increase in cash used in investment activities was partially offset by proceeds from the sale and maturity of $268.5 million of investments as part of our financial strategy. Additionally, we used $22.7 million of cash in the nine-month period ended September 30, 2011 to make capital expenditures related to (a) the purchase of a new office in Venezuela for approximately $6.6 million and (b) the purchase of the 60% outstanding membership interests of Autoplaza.com for approximately $5.5 million (c) technological equipment, software licenses, new office space in Argentina and office equipment in Brazil, Colombia and Mexico.

Net cash used in financing activities

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %
	(in millions, except percentages)			

Net Cash used in:				
Financing activities	$ (13.1)	$ (7.1)	$ (6.1)	86.5%

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.

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For the nine-month period ended September 30, 2012, our primary use of cash was to fund the $13.1 million of quarterly cash dividends paid on January 17, 2012, April 16, 2012 and on July 16, 2012.

For the nine-month period ended September 30, 2011 our primary use of cash was to fund the $7.1 million of quarterly cash dividends paid on April 15, 2011 and July 15, 2011.

In the event that we decide to pursue strategic acquisitions in the future, we may fund them with available cash, third party debt financing, or by raising equity capital, as market conditions allow.

Debt

As of September 30, 2012, we recorded $4.8 million of dividends payable to our stockholders. In addition, as of September 30, 2012, our outstanding debt of $0.2 million is related to Argentine car lease contracts.

Cash Dividends

On January 17, 2012, we paid the fourth quarterly cash dividend in our history for $3.5 million (or $0.08 per share) on our outstanding shares of common stock held of record as of the close of business on December 31, 2011. On February 17, 2012, our Board of Directors approved a quarterly cash dividend of $4.8 million (or $0.109 per share) on our outstanding shares of common stock. The dividend was paid on April 16, 2012 to stockholders of record as of the close of business on March 30, 2012. On May 4, 2012, our Board of Directors approved a second quarter cash dividend of $4.8 million (or $0.109 per share) on our outstanding shares of common stock. The dividend was paid on July 16, 2012 to stockholders of record as of the close of business on June 29, 2012. On August 3, 2012, our Board of Directors approved the third quarter cash dividend of $4.8 million (or $0.109 per share) on our outstanding shares of common stock. The dividend was paid on October 15, 2012 to stockholders of record as of the close of business on September 28, 2012.

On October 30, the Board of Directors declared a quarterly cash dividend of $4.8 million (or $0.109 per share) on our outstanding shares of common stock. The dividend will be paid on January 15, 2013 to stockholders of record as of the close of business on December 31, 2012.

We currently expect to continue paying comparable cash dividends on a quarterly basis. However, any future determination as to the declaration of dividends on our common stock will be made at the discretion of our board of directors.

Capital expenditures

Our capital expenditures for the nine-month periods ended September 30, 2012 and 2011 amounted to $13.0 million and $22.7 million, respectively. During the nine months ended September 30, 2012 we opened a new office in Aguada Park, Uruguay, which will be used to expand our customer support operations and information technology developments. During the nine months of 2011, our capital expenditures included the acquisition of a new office property located in Caracas, Venezuela for approximately $6.6 million, $5.5 million paid for the acquisition of 60% of Autoplaza, as well as other information technology investments. The Company is permanently increasing the level of investment on hardware and software licenses necessary to improve and update the technology of our platform and cost of computer software developed internally. We anticipate continued investments in capital expenditures related to information technology in the future as we strive to maintain our position in the Latin American e-commerce market.

We believe that our existing cash and cash equivalents, including the sale of credit card receivables and cash generated from operations will be sufficient to fund our operating activities, property and equipment expenditures and to pay or repay obligations going forward.

Off-balance sheet arrangements

At September 30, 2012, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures or capital resources.

Recent accounting pronouncements

On July 27, 2012, the Financial Accounting Standards Board issued Accounting Standards Update No. 2012-02 Testing Indefinite-Lived Intangible Assets for Impairment . The objective of the amendments in this update is to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by simplifying how an entity tests those assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. The amendments permit an entity first to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis

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for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, Intangibles Goodwill and Other General Intangibles Other than Goodwill. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity s financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. We will adopt this accounting standard in the fourth quarter of 2012 and we do not anticipate that this adoption will have a significant impact on our financial position, results of operations or cash flows.

Item 3 Qualitative and Quantitative Disclosure About Market Risk

We are exposed to market risks arising from our business operations. These market risks arise mainly from the possibility that changes in interest rates and the U.S. dollar exchange rate with local currencies, particularly the Brazilian Real due to Brazil s share of our revenues, may affect the value of our financial assets and liabilities.

Foreign currencies

At September 30, 2012, we hold cash and cash equivalents in local currencies in our subsidiaries, and have receivables denominated in local currencies in all of our operations. Our subsidiaries generate revenues and incur most of their expenses in local currency. As a result, our subsidiaries use their local currency as their functional currency, except for our Venezuelan subsidiaries which use the U.S. dollar as if it is the functional currency due to a highly inflationary environment. As of September 30, 2012, the total cash and cash equivalents denominated in foreign currencies totaled $69.9 million, short-term investments denominated in foreign currencies totaled $74.4 million and accounts receivable and credit cards receivables in foreign currencies totaled $56.1 million. As of September 30, 2012, we had no long-term investments denominated in foreign currencies. To manage exchange rate risk, our treasury policy is to transfer most cash and cash equivalents in excess of working capital requirements into dollar-denominated accounts in the United States. As of September 30, 2012, our dollar-denominated cash and cash equivalents and short-term investments totaled $33.2 million and our dollar-denominated long-term investments totaled $59.4 million. For the three and nine-month period ended September 30, 2012, we had a loss on foreign currency of $0.2 million and of $0.5 million, mainly related to the cash and investment balances of our Brazilian and Argentine subsidiaries that were held in U.S. dollars which depreciated in terms of local currencies partially offset by the effect of the appreciation of local currency in Mexico. (See Management s Discussion and Analysis of Financial Condition and Results of Operations Results of operations for the three and nine-month periods ended September 30, 2012 compared to three and nine-month periods ended September 30, 2011 Other income (expenses) for more information).

In accordance with U.S. GAAP, we have transitioned our Venezuelan operations to highly inflationary status as from January 1, 2010 and have been using the U.S. dollar as the functional currency for these operations since then. In accordance with U.S. GAAP, translation adjustments for prior periods were not removed from equity and the translated amounts for nonmonetary assets at December 31, 2010 become the accounting basis for those assets. Monetary assets and liabilities in Bolivares Fuertes were re-measured to the U.S. dollar at the closing parallel exchange rate and the results of the operations in Bolivares Fuertes were re-measured to the U.S. dollar at the average monthly parallel exchange rate.

During 2010 and previous years we were able to obtain U.S. dollars using alternative mechanisms other than the CADIVI. These dollars, obtained at a higher exchange rate than the one offered by CADIVI, and held in balance at U.S. bank accounts of our Venezuelan subsidiaries, were used for dividend distributions from our Venezuelan subsidiaries. As a result, during 2010, lack of CADIVI approval did not restrict our ability to distribute the full amount of our retained earnings as dividends related to fiscal years 2008 ($0.8 million), and 2009 ($1.8 million). In addition, during 2011, our Venezuelan subsidiaries distributed dividends related to earnings for fiscal year 2010, using existing cash balances held in the U.S. bank accounts for $4.2 million.

As of September 30, 2012, net assets of our Venezuelan subsidiaries amount to approximately 12.6% of our consolidated net assets, and cash and investments of our Venezuelan subsidiaries held in local currency in Venezuela amount to only approximately 14.3% of our consolidated cash and investments.

Although, the current mechanisms available to obtain U.S. dollars for dividend distributions to shareholders outside of Venezuela imply increased restrictions, we do not expect that the current restrictions to purchase dollars will have a significant adverse effect on our business plans with regard to the investment in Venezuela.

If the U.S. dollar weakens against foreign currencies, the translation of these foreign-currency-denominated transactions will result in increased net revenues, operating expenses, and net income while the re-measurement of our net asset position in U.S. dollars will have a negative impact in our Statement of Income. Similarly, our net revenues, operating expenses and net income will decrease if the U.S. dollar strengthens against foreign currencies, while the re-measurement of our net asset position in U.S. dollars will have a positive impact in our Statement of Income.

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The following table sets forth the percentage of consolidated net revenues by segment for the three and nine-month periods ended September 30, 2012 and 2011:

	Nine-Month Period Ended September 30,		Change from 2011 to 2012 (*)		Three-Month Period Ended September 30,		Change from 2011 to 2012 (*)	
	2012	2011	in Dollars	in %	2012	2011	in Dollars	in %
	(in millions, except percentages)				(in millions, except percentages)			
Net Revenues:								
Brazil	$ 132.6	$ 120.7	$ 11.9	9.9%	$ 46.2	$ 46.0	$ 0.2	0.4%
Argentina	62.8	38.8	24.0	61.9	24.1	15.8	8.3	52.4
Venezuela	37.9	23.1	14.8	64.3	14.2	9.0	5.2	57.1
Mexico	19.4	16.2	3.2	19.5	6.7	5.6	1.1	20.1
Other Countries	17.2	13.7	3.6	25.4	6.0	5.1	0.9	16.5
Total Net Revenues	$ 269.8	$ 212.5	$ 57.4	27.0%	$ 97.3	$ 81.6	$ 15.6	19.2%

(*) Percentages have been calculated using whole-dollar amounts rather than rounded amounts that appear in the table.
The table above may not total due to rounding.

The table below shows the impact on our net revenues, expenses, other income and income tax, net income and shareholders equity for a positive or negative 10% fluctuation on all the foreign currencies to which we are exposed as of September 30, 2012 and for the nine-month period ended September 30, 2012:

Foreign Currency Sensitivity Analysis

(In millions)	-10%	Actual	+10%
	(1)		(2)
Net revenues	299.7	269.8	245.4
Expenses	(199.1)	(179.3)	(163.1)
Income from operations	100.6	90.5	82.3
Other income (expenses) and income tax related to P&L items	(21.0)	(19.0)	(17.2)
Foreign Currency impact related to the remeasurement of our Net Asset position	(0.5)	(0.5)	(0.4)
Net income	79.0	71.1	64.6
Less: Net Income attributable to Noncontrolling Interest	0.05	0.04	0.04
Net income attributable to MercadoLibre, Inc.	79.0	71.1	64.6
Total Equity	283.8	268.1	256.8

(1) Appreciation of the subsidiaries local currency against U.S. Dollar
(2) Depreciation of the subsidiaries local currency against U.S. Dollar
The table above does not total due to rounding

The table above shows an increase in our net income when the U.S. dollar weakens against foreign currencies because the re-measurement of our net asset position in U.S. dollars has a lesser impact than the increase in net revenues, operating expenses, and other income (expenses) and income tax lines related to the translation effect. Similarly, the table above shows a decrease in our net income when the U.S. dollar strengthens against foreign currencies because the re-measurement of our net asset position in U.S. dollars has a lesser impact than the decrease in net revenues, operating expenses, and other income (expenses) and income tax lines related to the translation effect.

In the past we have entered into transactions to hedge portions of our foreign currency translation exposure but during 2012 we have not entered into any such agreement.

Interest

Our earnings and cash flows are also affected by changes in interest rates. These changes can have an impact on the interest rate that the financial institutions charge us when we sell our MercadoPago receivables. At September 30, 2012, MercadoPago s funds receivable from customers totaled $39.8 million. Interest rate fluctuations could also negatively affect certain of our fixed rate and floating rate investments comprised primarily of time deposits, money market funds, investment grade corporate debt securities, and sovereign debt securities. Investments in both fixed rate and floating rate interest earning products carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than predicted if interest rates fall.

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Under our current policies, we do not use interest rate derivative instruments to manage exposure to interest rate changes. As of September 30, 2012, the average duration of our available for sale securities, defined as the approximate percentage change in price for a 100-basis-point change in yield, is 3.12%. If interest rates were to instantaneously increase (decrease) by 100 basis points, the fair market value of our available for sale securities as of September 30, 2012 could decrease (increase) by approximately $2.0 million.

As of September 30, 2012, our short-term and long-term investments, which are classified on our balance sheet as current assets in the amount of $79.4 million and as non-current assets in the amount of $59.4 million, respectively, can be readily converted at any time into cash or into securities with a shorter remaining time to maturity. We determine the appropriate classification of our investments at the time of purchase and re-evaluate such designations as of each balance sheet date.

Equity Price Risk

Our board of directors adopted the 2009, 2010, 2011 and 2012 long-term retention plan (the 2009, 2010, 2011 and 2012 LTRP) payable as follows:

eligible employees will receive a fixed cash payment equal to 6.25% of his or her 2009 and/or 2010 and/or 2011 and/or 2012 LTRP bonus once a year for a period of eight years starting in 2010 and/or 2011 and/or 2012 and/or 2013 (the 2009, 2010, 2011 and 2012 Annual Fixed Payment); and

on each date we pay the Annual Fixed Payment to an eligible employee, he or she will also receive a cash payment (the 2009, 2010, 2011 and 2012 Variable Payment) equal to the product of (i) 6.25% of the applicable 2009 and/or 2010 and/or 2011 and/or 2012 LTRP bonus and (ii) the quotient of (a) divided by (b), where (a), the numerator, equals the Applicable Year Stock Price (as defined below) and (b), the denominator, equals the 2008, 2009, 2010 and 2011 Stock Price, defined as $13.81, $45.75, $65.41 and $77.77 for the 2009, 2010, 2011 and 2012 LTRP, respectively, which was the average closing price of the Company s common stock on the NASDAQ Global Market during the final 60 trading days of 2008, 2009, 2010 and 2011, respectively. The Applicable Year Stock Price shall equal the average closing price of the Company s common stock on the NASDAQ Global Market during the final 60 trading days of the year preceding the applicable payment date.

The 2009, 2010, 2011 and 2012 variable payment LTRP liability subjects us to equity price risk. At September 30, 2012, the total contractual obligation fair value of our 2009, 2010, 2011 and 2012 Variable Payment LTRP liability amounts to $14.1 million. As of September 30, 2012, the accrued liability related to the 2009, 2010, 2011 and 2012 Variable Payment portion of the LTRP included in Social security payable in our condensed consolidated balance sheet amounts to $5.5 million. The following table shows a sensitivity analysis of the risk associated with our total contractual obligation related to the 2009, 2010, 2011 and 2012 Variable Payment if our stock price were to experience increases or decreases by up to 40%.

	As of September 30, 2012	
(In US dollars)	**MercadoLibre, Inc Equity Price**	**2009, 2010, 2011 and 2012 variable LTRP liability**
Change in equity price in percentage		
40 %	111.40	19,743,336
30 %	103.44	18,333,098
20 %	95.48	16,922,860
10 %	87.53	15,512,621
Static (*)	79.57	14,102,383
-10 %	71.61	12,692,145
-20 %	63.66	11,281,906
-30 %	55.70	9,871,668
-40 %	47.74	8,461,430

(*) Average closing stock price for the last 60 trading days of the closing date

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Item 4 Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Evaluation of disclosure controls and procedures

Based on the evaluation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) required by Exchange Act Rules 13a-15(b) or 15d-15(b), our chief executive officer and our chief financial officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the three-month period ended September 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1 Legal Proceedings

From time to time, we are involved in disputes that arise in the ordinary course of our business. The number and significance of these disputes is increasing as our business expands and our company grows. Any claims against us, whether meritorious or not, may be time consuming, result in costly litigation, require significant amounts of management time, result in the diversion of significant operational resources or require expensive implementations of changes to our business methods to respond to these claims. See Item 1A Risk Factors of our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 as filed with the Securities and Exchange Commission on February 28, 2012, for additional discussion of the litigation and regulatory risks facing our company.

As of September 30, 2012, our total reserves for proceeding-related contingencies were approximately $2.5 million to cover legal actions against us in which we have determined that a loss is probable. The proceeding-related reserve is based on developments to date and historical information related to actions filed against our company. We do not reserve for losses we determine to be possible or remote.

As of September 30, 2012, there were 499 lawsuits pending against our Brazilian subsidiary in the Brazilian ordinary courts. In addition, as of September 30, 2012, there were more than 2,894 lawsuits pending against our Brazilian subsidiary in the Brazilian consumer courts, where a lawyer is not required to file or pursue a claim. In most of these cases, the plaintiffs asserted that we were responsible for fraud committed against them, or responsible for damages suffered when purchasing an item on our website, when using MercadoPago, or when we invoiced them. We believe we have meritorious defenses to these claims and intend to continue defending them.

Set forth below is a description of the legal proceedings that we have determined to be material to our business. We have excluded ordinary routine legal proceedings incidental to our business. In each of these proceedings we also believe we have meritorious defenses, and intend to continue defending these actions. We have established a reserve for those proceedings which we have considered that a loss is probable. The disclosure below updates and supplements the information set forth in Item 3 Legal Proceedings in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and Part II Item I Legal Proceedings in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012:

On June 11, 2007, Praetorium Instituto de Ensino, Pesquisas e Atividades de Extensão e Direito Ltda., or Praetorium, sued our Brazilian subsidiary in the Fourth Civil Court of the County of Belo Horizonte, State of Minas Gerais, Brazil. Praetorium alleged that the Brazilian subsidiary was infringing Praetorium s copyrights as a result of users selling allegedly counterfeit copies of Praetorium s courses through the Brazilian page of the website. Praetorium seeks an injunction, fines, and compensatory and statutory damages. An injunction ordering the removal of any offers containing the name of Praetorium was granted to Praetorium in July 2007. In addition to the preliminary injunction, a fine of approximately $5,300 per day of noncompliance was imposed up to a maximum of approximately $131,000 and a fine of approximately $530 at the exchange rate applicable at that time was also imposed for each new product posted after July 13, 2007 containing the name of Praetorium and listed in the Brazilian page of MercadoLibre s website. We appealed the decision granting the preliminary injunction, which appeal was denied. On July 17, 2012 the Lower Court ruled against the Company and held that it had to pay R$10,000 or approximately $4,925 at the exchange rate as of September 30, 2012 plus an amount damages to be defined at judgment execution, plus attorneys fees. Both MercadoLivre and Praetorium appealed this decision.

On April 6, 2006, Fallms Distribuicão de Fitas Ltda., or Fallms, and 100% Nacional Distribuidora de Fitas Ltda., or 100% Nacional, sued the Company s Brazilian subsidiary in the Second Civil Court of Santo Amaro, County of São Paulo, State of São Paulo, Brazil. Fallms and 100% Nacional alleged that the Brazilian subsidiary was infringing their intellectual property rights as a result of users selling unauthorized copies of their copyrighted movies through the Brazilian page of MercadoLibre s website and by using their trademark Brasileirinhas on such copies. Fallms and 100% Nacional sought an order enjoining the sale of Fallms, 100% Nacional and Brasileirinhas branded movies on the platform. An injunction was granted to prohibit the offer of Fallms, 100% Nacional and Brasileirinhas branded movies in the Company s website. In July, 2007, the judge revoked the preliminary injunction. On the same date, the judge decided that (i) the Brazilian subsidiary was not responsible for alleged infringement of intellectual property rights by its users; and that (ii) the plaintiffs did not prove that (a) they own the trademark Brasileirinhas and copyrights of Brasileirinhas branded movies and (b) the alleged infringement of intellectual property rights resulted in an effective copyright violation. The plaintiffs have appealed the decision dismissing the case. On September 5, 2012 the State Court of Appeals of the State of São Paulo confirmed the judge s decision stating that our Brazilian subsidiary was not responsible for alleged infringement of intellectual property rights by its user. Fallms can still appeal the decision. In the opinion of the Company s management and its legal counsel the risk of loss is remote.

On November 23, 2007 Botelho Indústria e Distribuição Cinematográfica Ltda., or Botelho, sued the Company s Brazilian subsidiary in the Third Civil Court of the City of Rio de Janeiro, State of Rio de Janeiro, Brazil. Botelho alleged that the Brazilian subsidiary was infringing its intellectual property rights as a result of users selling unauthorized copies of Botelho s courses through the Brazilian website. Botelho seeks an injunction, fines, and compensatory and statutory damages, which was not yet analyzed by the judge. In February, 2008, the Company presented arguments to give the judge support and background to analyze the requested injunction. The Company presented its defense on March 5, 2008. A conciliation and settlement hearing was held on September 29, 2008, but no settlement was reached. On September 19, 2012, the Lower Court Judge ruled in favor of the Company and dismissed the claims against the Company. Botelho can appeal the decision. In the opinion of the Company s management and its legal counsel the risk of loss is reasonably possible but not probable.

Brazilian Federal Tax Claims

On September 2, 2011, the Brazilian Federal tax authority has asserted taxes and fines against our Brazilian subsidiary relating to the Income Tax for the 2006 period in an approximate amount of R$5.2 million or $2.6 million, according to the exchange rate as of September 30, 2012. On September 30, 2011 the Company presented administrative recourses against the tax authorities claim and on July 25, 2012 it was reduced to R$1.5 million or $0.7 million, according to the exchange rate as of September 30, 2012. On August 24, 2012 the Company presented its appeal to the Board of Tax Appeals (CARF) Conselho Administrativo de Recursos Fiscais against the tax authorities claims. The decision on the appeal is still pending. The Company s management and its legal counsel believe that the risk of loss is remote, and as a result, the Company has not reserved any provisions for this claim.

City of São Paulo Tax Claim

In June 2012, São Paulo tax authorities have asserted taxes and fines against our Brazilian subsidiary related to our Brazilian subsidiary s activities in São Paulo for the period from 2007 through 2010 in an approximate amount of R$23 million or $11.4 million according to the exchange rate as of September 30, 2012. In January 2005 we moved our operations to Santana de Parnaíba City, Brazil and began paying taxes to that jurisdiction and therefore we believe we have strong defenses to the claims of the São Paulo authorities with respect to this period. On July 27, 2012, the Company presented administrative defenses against the authorities claim. Our management and its legal advisors believe that the risk of loss is remote, and as a result, has not reserved any provision for this claim.

State of Rio de Janeiro Customer Service Level Claim

On August 19, 2011, a state prosecutor of the State of Rio de Janeiro, Brazil presented a claim against our Brazilian subsidiary. The state prosecutor alleges that our Brazilian subsidiary should improve our customer service level and provide (among other things) a telephone number for customer support and requested an injunction against our Brazilian subsidiary. On August 23, 2011, the Judge of the first instance court denied the aforementioned injunction. On December 7, 2011, the Company was summoned of the lawsuit. On March 1, 2012 we presented its defense. On August 29, 2012 a conciliatory hearing was taken, but no agreement was reached. The Company is waiting for the Judge s decision. On October 22, 2012, the Lower Court Judges ruled in favor of the Company and dismissed the claim against us. The state prosecutor can appeal the decision. In the opinion of the Company s management and its legal counsel the risk of loss is remote.

Intellectual Property Claims

In the past third parties have from time to time claimed, and others may claim in the future, that we have infringed their intellectual property rights. We have been notified of several potential third-party claims for intellectual property infringement through our website. These claims, whether meritorious or not, are time consuming, can be costly to resolve, could cause service upgrade delays, and could require expensive implementations of changes to our business methods to respond to these claims. See Item 1A Risk factors Risks related to our business We could potentially face legal and financial liability for the sale of items that infringe on the intellectual property rights of others and for information disseminated on the MercadoLibre Marketplace in our Annual Report on Form 10-K for the year ended December 31, 2011.

Item 1A Risk Factors

As of September 30, 2012, there have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

Item 4 Mine Safety Disclosures

Not applicable.

Item 6 Exhibits

3.1	Registrant s Amended and Restated Certificate of Incorporation. (1)
3.2	Registrant s Amended and Restated Bylaws. (1)
31.1	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
101.INS	XBRL Instance Document***
101.SCH	XBRL Taxonomy Extension Schema Document***
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document***
101.LAB	XBRL Taxonomy Extension Label Linkbase Document***
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document***

(1) Incorporated by reference to the Registration Statement on Form S-1 of MercadoLibre, Inc. filed on May 11, 2007
* Filed herewith
** Furnished herewith
*** XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities and Exchange Act of 1933, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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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 thereunto duly authorized.

MERCADOLIBRE, INC.
Registrant

Date: November 5, 2012

By: /s/ Marcos Galperín
Marcos Galperín
President and Chief Executive Officer

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

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MercadoLibre, Inc.

INDEX TO EXHIBITS

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