

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

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

OMB APPROVAL	
OMB Number:	3235-0101
Expires:	July 31, 2023
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SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	
WORK LOCATION	

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print)		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.		WORK LOCATION		
XP Inc.		N/A	001-39155				
1 (d) ADDRESS OF ISSUER		STREET	CITY	STATE	ZIP CODE		
		Av. Chedid Jafet, 75, Torre Sul, 30th floor	São Paulo	SP, Brazil	04551-065		
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STREET		CITY	STATE	ZIP CODE
ITB Holding Brasil Participações Ltda		Affiliated shareholder	Praça Alfredo Egydio de Souza Aranha, No. 100, Torre Conceição, 7th floor		São Paulo	SP, Brazil	

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold <i>(See instr. 3(c))</i>	(d) Aggregate Market Value <i>(See instr. 3(d))</i>	(e) Number of Shares or Other Units Outstanding <i>(See instr. 3(e))</i>	(f) Approximate Date of Sale <i>(See instr. 3(f)) (MO. DAY YR.)</i>	(g) Name of Each Securities Exchange <i>(See instr. 3(g))</i>
		Broker-Dealer File Number					
Class A common shares, par value US\$0.00001 per share	Morgan Stanley & Co. LLC 1585 Broadway New York, New York 10036 United States		2,699,102	U.S.\$ 120,865,788, as of May 7, 2021	377,764,985	May 14, 2021	The NASDAQ Global Select Market

INSTRUCTIONS:

- Name of issuer
 - Issuer's I.R.S. Identification Number
 - Issuer's S.E.C. file number, if any
 - Issuer's address, including zip code
 - Issuer's telephone number, including area code
- Name of person for whose account the securities are to be sold
 - Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - Such person's address, including zip code
- Title of the class of securities to be sold
 - Name and address of each broker through whom the securities are intended to be sold
 - Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice
 - Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - Approximate date on which the securities are to be sold
 - Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1147 (08-07)

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Class A common shares, par value US\$0.00001 per share	August 31, 2018	Stock Purchase Agreement dated May 11, 2017, as amended	XP Investimentos and XP Controle Participações S.A., G.A. Brasil IV Fundo de Investimento em Participações Multiestratégia, Dyna III Fundo de Investimento em Participações Multiestratégia, and other sellers affiliated thereto	792,861,320	August 31, 2018	Cash

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
N/A	N/A	N/A	N/A	N/A

REMARKS:

On August 31, 2018, the transactions contemplated in the Stock Purchase Agreement dated May 11, 2017 among XP Controle Participações S.A., G.A. Brasil IV Fundo de Investimento em Participações Multiestratégia, Dyna III Fundo de Investimento em Participações Multiestratégia, Itaú Unibanco S.A. and the other parties thereto were consummated. On such date, Itaú Unibanco S.A. purchased (i) 97,314,470 newly issued preferred shares of XP Investimentos from XP Investimentos and (ii) 306,768,612 common shares and 612,374,200 preferred shares of XP Investimentos from XP Controle Participações S.A., G.A. Brasil IV Fundo de Investimento em Participações Multiestratégia, Dyna III Fundo de Investimento em Participações Multiestratégia and the other sellers affiliated thereto. Itaú Unibanco S.A. subsequently assigned those shares to its subsidiary, ITB Holding Brasil Participações Ltda. On November 29, 2019, the shareholders of XP Investimentos S.A., including ITB Holding Brasil Participações Ltda, exchanged their shares of XP Investimentos S.A. for Class A common shares and Class B common shares of XP Inc. As a result XP Inc. issued to us 792,861,320 Class A common shares and 223,595,962 Class B common shares.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

May 12, 2021
DATE OF NOTICE

/s/ Carlos Henrique D. Aidar /s/ André B. Cestare
(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)