

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>XPAC Sponsor LLC</u>  (Last) (First) (Middle) <u>55 WEST 46TH STREET, 30TH FLOOR</u>  (Street) <u>NEW YORK, NY 10036</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XPAC Acquisition Corp. [ XPAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/19/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Class B ordinary shares</u>	<u>(1)</u>	<u>08/19/2021</u>		<u>J<sup>(2)</sup></u>		<u>259,717</u>		<u>(1)</u>	<u>(1)</u>	<u>Class A ordinary shares</u>	<u>259,717</u>	<u>(2)</u>	<u>5,400,283</u>	<u>D<sup>(3)</sup></u>	

1. Name and Address of Reporting Person\*  
XPAC Sponsor LLC  
 (Last) (First) (Middle)  
55 WEST 46TH STREET, 30TH FLOOR  
 (Street)  
NEW YORK, NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
XP Inc.  
 (Last) (First) (Middle)  
C/O XPAC SPONSOR LLC.  
55 WEST 46TH STREET, 30TH FLOOR  
 (Street)  
NEW YORK, NY 10036  
 (City) (State) (Zip)

**Explanation of Responses:**

- As described in the issuer's registration statement on Form S-1 (File No. 333-256097) under the heading "Description of Securities--Founder Shares," the Class B ordinary shares, par value \$0.0001 per share, of the issuer will automatically convert into Class A ordinary shares, par value \$0.0001 per share, of the issuer at the time of the issuer's initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to certain adjustment, and have no expiration date.
- Forfeiture and cancellation of 259,717 Class B ordinary shares for no consideration because the underwriter for the issuer's initial public offering did not fully exercise the over-allotment option.
- XPAC Sponsor LLC (the "Sponsor") is the record holder of the Class B ordinary shares reported herein. The sole member of the Sponsor, XP Inc., by virtue of its control over the Sponsor, may be deemed to beneficially own shares held by the Sponsor.

XPAC Sponsor LLC, By: /s/ Chu Chiu Kong, as Manager 08/20/2021

XP Inc., By: /s/ Fabricio Cunha de Almeida, as General Counsel and Director 08/20/2021

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

**\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

**Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.**

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**