

Noah Holdings Ltd
Form SC 13G/A
February 14, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1

(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 5)

Noah Holdings Limited

(Name of Issuer)

ORDINARY SHARES

(Title of Class of Securities)

65487X102*

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* This CUSIP number applies to the Issuer's American depositary shares, two of which represent one Ordinary Share.

(Continued on following pages)

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1 Name of reporting person

SEQUOIA CAPITAL CHINA I, L.P. (SCC I)

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Citizenship or place of organization

CAYMAN ISLANDS

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 1,299,540
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power

with

1,299,540

9 Aggregate amount beneficially owned by each reporting person

1,299,540¹

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

6.4%²

12 Type of reporting person

PN

¹ Represented by 2,599,080 American Depositary Shares.

² Based on a total of 20,235,183 shares outstanding as of December 31, 2017, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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1 Name of reporting person

SEQUOIA CAPITAL CHINA PARTNERS FUND I, L.P. (SCC PTRS I)

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Citizenship or place of organization

CAYMAN ISLANDS

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 149,325
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power

with

149,325

9 Aggregate amount beneficially owned by each reporting person

149,325¹

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

0.7%²

12 Type of reporting person

PN

¹ Represented by 298,650 American Depositary Shares.

² Based on a total of 20,235,183 shares outstanding as of December 31, 2017, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

1 Name of reporting person

SEQUOIA CAPITAL CHINA PRINCIPALS FUND I, L.P. (SCC PRIN I)

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Citizenship or place of organization

CAYMAN ISLANDS

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 201,135
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power

with

201,135

9 Aggregate amount beneficially owned by each reporting person

201,135¹

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

1.0%²

12 Type of reporting person

PN

¹ Represented by 402,270 American Depositary Shares.

² Based on a total of 20,235,183 shares outstanding as of December 31, 2017, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

1 Name of reporting person

SEQUOIA CAPITAL CHINA MANAGEMENT I, L.P. (SCC MGMT I)

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Citizenship or place of organization

CAYMAN ISLANDS

5 Sole voting power

Number of 0
6 Shared voting power
shares

beneficially 1,650,000 shares, of which 1,299,540 shares are directly held by SCC I, 149,325 shares are directly
owned by held by SCC PTRS I and 201,135 shares are directly held by SCC PRIN I. SCC MGMT I is the
each 7 Sole dispositive power
reporting
person 0
8 Shared dispositive power
with

1,650,000 shares, of which 1,299,540 shares are directly held by SCC I, 149,325 shares are directly
held by SCC PTRS I and 201,135 shares are directly held by SCC PRIN I. SCC MGMT I is the
General Partner of each of SCC I, SCC PTRS I and SCC PRIN I.

9 Aggregate amount beneficially owned by each reporting person

1,650,000

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

8.2%¹

12 Type of reporting person

PN

¹ Based on a total of 20,235,183 shares outstanding as of December 31, 2017, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

1 Name of reporting person

SC CHINA HOLDING LIMITED (SCC HOLD)

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Citizenship or place of organization

CAYMAN ISLANDS

5 Sole voting power

0

Number of 6 Shared voting power

shares

beneficially 1,650,000 shares, of which 1,299,540 shares are directly held by SCC I, 149,325 shares are directly held by SCC PTRS I and 201,135 shares are directly held by SCC PRIN I. SCC HOLD is the General Partner of SCC MGMT I, which is the General Partner of each of SCC I, SCC PTRS I and SCC PRIN I.

owned by

each

7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,650,000 shares, of which 1,299,540 shares are directly held by SCC I, 149,325 shares are directly held by SCC PTRS I and 201,135 shares are directly held by SCC PRIN I. SCC HOLD is the General Partner of SCC MGMT I, which is the General Partner of each of SCC I, SCC PTRS I and SCC PRIN I.

9 Aggregate amount beneficially owned by each reporting person

1,650,000

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

8.2%¹

12 Type of reporting person

OO

¹ Based on a total of 20,235,183 shares outstanding as of December 31, 2017, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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1 Name of reporting person

SEQUOIA CAPITAL CHINA UR HOLDINGS LIMITED (SCC UR)

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Citizenship or place of organization

CAYMAN ISLANDS

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 5,637
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power

with

5,637

9 Aggregate amount beneficially owned by each reporting person

5,637¹

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

Less than 0.1%²

12 Type of reporting person

OO

¹ Represented by 11,274 American Depositary Shares.

² Based on a total of 20,235,183 shares outstanding as of December 31, 2017, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

1 Name of reporting person

SNP CHINA ENTERPRISES LIMITED (SNP)

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Citizenship or place of organization

BRITISH VIRGIN ISLANDS

5 Sole voting power

0

Number of 6 Shared voting power

shares

beneficially 1,650,000 shares, of which 1,299,540 shares are directly held by SCC I, 149,325 shares are directly held by SCC PTRS I and 201,135 shares are directly held by SCC PRIN I. SNP is the Director of, and wholly owns, SCC HOLD. SCC HOLD is the General Partner of SCC MGMT I, which is the General Partner of each of SCC I, SCC PTRS I and SCC PRIN I.

owned by

each

7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,650,000 shares, of which 1,299,540 shares are directly held by SCC I, 149,325 shares are directly held by SCC PTRS I and 201,135 shares are directly held by SCC PRIN I. SNP is the Director of, and wholly owns, SCC HOLD. SCC HOLD is the General Partner of SCC MGMT I, which is the General Partner of each of SCC I, SCC PTRS I and SCC PRIN I.

9 Aggregate amount beneficially owned by each reporting person

1,650,000

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

8.2%¹

12 Type of reporting person

OO

¹ Based on a total of 20,235,183 shares outstanding as of December 31, 2017, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

1 Name of reporting person

NEIL NANPENG SHEN (NS)

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Citizenship or place of organization

HONG KONG SAR

5 Sole voting power

202,261 shares¹

6 Shared voting power

Number of

shares

beneficially

owned by

each

reporting

person

with

1,655,637 shares, of which 1,299,540 shares are directly held by SCC I, 149,325 shares are directly held by SCC PTRS I, 201,135 shares are directly held by SCC PRIN I and 5,637 shares are directly held by SCC UR. SNP is the Director of, and wholly owns, SCC HOLD. SCC HOLD is the General Partner of SCC MGMT I, which is the General Partner of each of SCC I, SCC PTRS I and SCC PRIN I. NS wholly owns each of SNP and SCC UR.

7 Sole dispositive power

202,261 shares
8 Shared dispositive power

1,655,637 shares, of which 1,299,540 shares are directly held by SCC I, 149,325 shares are directly held by SCC PTRS I, 201,135 shares are directly held by SCC PRIN I and 5,637 shares are directly held by SCC UR. SNP is the Director of, and wholly owns, SCC HOLD. SCC HOLD is the General Partner of SCC MGMT I, which is the General Partner of each of SCC I, SCC PTRS I and SCC PRIN I. NS wholly owns each of SNP and SCC UR.

9 Aggregate amount beneficially owned by each reporting person

1,857,898 shares

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

9.2%²

12 Type of reporting person

IN

¹ Represented by 404,523 American Depositary Shares.

² Based on a total of 20,235,183 shares outstanding as of December 31, 2017, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

ITEM 1.

(a) Name of Issuer: Noah Holdings Limited

(b) Address of Issuer's Principal Executive Offices:

No. 1687 Changyang Road, Changyang Valley, Building 2
Shanghai 200090
People's Republic of China

ITEM 2.

(a) Name of Persons Filing:

Sequoia Capital China I, L.P.

Sequoia Capital China Partners Fund I, L.P.

Sequoia Capital China Principals Fund I, L.P.

Sequoia Capital China Management I, L.P.

SC China Holding Limited

Sequoia Capital China UR Holdings Limited

SNP China Enterprises Limited

Neil Nanpeng Shen

SCC MGMT I is the General Partner of each of SCC I, SCC PTRS I and SCC PRIN I. SCC HOLD is the General Partner of SCC MGMT I. SNP is the Director of, and wholly owns, SCC HOLD. NS is the Director of, and wholly owns each of SCC UR and SNP.

(b) Address of Principal Business Office or, if none, Residence:

2800 Sand Hill Road, Suite 101

Menlo Park, CA 94025

(c) Citizenship:

SCC MGMT I, SCC I, SCC PTRS I, SCC PRIN I, SCC HOLD, SCC UR: Cayman Islands

SNP: British Virgin Islands

NS: Hong Kong SAR

(d) Title of Class of Securities: Ordinary Shares

(e) CUSIP Number: 65487X102

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON
NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
NOT APPLICABLE

ITEM 10. CERTIFICATION
NOT APPLICABLE

CUSIP No. 65487x102

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

Sequoia Capital China I, L.P.
Sequoia Capital China Partners Fund I, L.P.
Sequoia Capital China Principals Fund I, L.P.

By: Sequoia Capital China Management I,
L.P.
General Partner of each

By: SC China Holding Limited
its General Partner

By: /s/ Neil Nanpeng Shen
Neil Nanpeng Shen

Sequoia Capital China Management I, L.P.

By: SC China Holding Limited
its General Partner

By: /s/ Neil Nanpeng Shen
Neil Nanpeng Shen

SC China Holding Limited

By: /s/ Neil Nanpeng Shen
Neil Nanpeng Shen

Sequoia Capital China UR Holdings Limited

By: /s/ Neil Nanpeng Shen
Neil Nanpeng Shen

SNP China Enterprises Limited

By: /s/ Neil Nanpeng Shen
Neil Nanpeng Shen, Owner and Director

/s/ Neil Nanpeng Shen
Neil Nanpeng Shen