

Noah Holdings Ltd
Form SC 13G/A
February 10, 2015

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. 3)

Noah Holdings Limited

(Name of Issuer)

ORDINARY SHARES

(Title of Class of Securities)

65487X102

(CUSIP Number)

12/31/14

(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)

(Continued on following pages)

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CUSIP No. 65487X102

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1 Name of reporting person

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

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-3514012

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 2,992,880
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

2,992,880

9 Aggregate amount beneficially owned by each reporting person

2,992,880

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

11 Percent of class represented by amount in Row 9

10.7% ¹

12 Type of reporting person

PN

¹ The percentage is based upon 28,055,302 shares of the Issuer's Ordinary shares outstanding as of December 31, 2014.

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1 Name of reporting person

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

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-4387549

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 343,900

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

343,900

9 Aggregate amount beneficially owned by each reporting person

343,900

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

11 Percent of class represented by amount in Row 9

1.2% ¹

12 Type of reporting person

PN

¹ The percentage is based upon 28,055,302 shares of the Issuer's Ordinary shares outstanding as of December 31, 2014.

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1 Name of reporting person

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

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-4887879

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 463,220

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

463,220

9 Aggregate amount beneficially owned by each reporting person

463,220

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

11 Percent of class represented by amount in Row 9

1.7% ¹

12 Type of reporting person

PN

¹ The percentage is based upon 28,055,302 shares of the Issuer's Ordinary shares outstanding as of December 31, 2014.

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1 Name of reporting person

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

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-3348112

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

Number of 5 Sole voting power

shares

beneficially 0

6 Shared voting power

owned by

each

reporting 3,800,000 shares of which 2,992,880 shares are directly held by SCC I, 343,900 shares are directly held by SCC PTRS I and 463,220 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.

person 7 Sole dispositive power

with

0

8 Shared dispositive power

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3,800,000 shares of which 2,992,880 shares are directly held by SCC I, 343,900 shares are directly held by SCC PTRS I and 463,220 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

3,800,000

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

11 Percent of class represented by amount in Row 9

13.5% ¹

12 Type of reporting person

PN

¹ The percentage is based upon 28,055,302 shares of the Issuer's Ordinary shares outstanding as of December 31, 2014.

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1 Name of reporting person

SC CHINA HOLDING LIMITED (SCC HOLD)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

N/A

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

Number of 5 Sole voting power

shares

beneficially 0

6 Shared voting power

owned by

each

reporting 3,800,000 shares of which 2,992,880 shares are directly held by SCC I, 343,900 shares are directly held by SCC PTRS I and 463,220 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.

person

7 Sole dispositive power

with

0

8 Shared dispositive power

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3,800,000 shares of which 2,992,880 shares are directly held by SCC I, 343,900 shares are directly held by SCC PTRS I and 463,220 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

3,800,000

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

11 Percent of class represented by amount in Row 9

13.5%¹

12 Type of reporting person

OO

¹ The percentage is based upon 28,055,302 shares of the Issuer's Ordinary shares outstanding as of December 31, 2014.

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1 Name of reporting person

SNP CHINA ENTERPRISES LIMITED (SNP)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

N/A

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

Number of 5 Sole voting power

shares

beneficially 0

6 Shared voting power

owned by

each

reporting 3,800,000 shares of which 2,992,880 shares are directly held by SCC I, 343,900 shares are directly held by SCC PTRS I and 463,220 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 person General Partner of each of SCC I, SCC PTRS I and SCC PRIN I.

7 Sole dispositive power

with

0

8 Shared dispositive power

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3,800,000 shares of which 2,992,880 shares are directly held by SCC I, 343,900 shares are directly held by SCC PTRS I and 463,220 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

3,800,000

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

11 Percent of class represented by amount in Row 9

13.5% ¹

12 Type of reporting person

OO

¹ The percentage is based upon 28,055,302 shares of the Issuer's Ordinary shares outstanding as of December 31, 2014.

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1 Name of reporting person

NAN PENG SHEN (NS)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

Number of 5 Sole voting power

shares

beneficially 133,707

6 Shared voting power

owned by

each

reporting 3,800,000 shares of which 2,992,880 shares are directly held by SCC I, 343,900 shares are directly held by SCC PTRS I and 463,220 shares are directly held by SCC PRIN I. NS is the Director of SNP, which is the Director of SCC HOLD, which 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. SCC HOLD is wholly owned by SNP, a company wholly owned by NS. NS disclaims beneficial ownership of all such shares except with to the extent of his individual pecuniary interest therein.

7 Sole dispositive power

133,707

8 Shared dispositive power

3,800,000 shares of which 2,992,880 shares are directly held by SCC I, 343,900 shares are directly held by SCC PTRS I and 463,220 shares are directly held by SCC PRIN I. NS is the Director of SNP, which is the Director of SCC HOLD, which 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. SCC HOLD is wholly owned by SNP, a company wholly owned by NS. NS disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.

9 Aggregate amount beneficially owned by each reporting person

3,800,000

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

11 Percent of class represented by amount in Row 9

14.0% ¹

12 Type of reporting person

IN

¹ The percentage is based upon 28,055,302 shares of the Issuer's Ordinary shares outstanding as of December 31, 2014.

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ITEM 1.

(a) Name of Issuer: Noah Holdings Limited

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

No. 32 Qinhuangdao Road, Building C
Shanghai 200082
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

SNP China Enterprises Limited

Nan Peng 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 SNP.

(b) Address of Principal Business Office or, if none, Residence:
3000 Sand Hill Road, 4-250

Menlo Park, CA 94025

Citizenship:

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

SNP: British Virgin Islands

NS: Hong Kong SAR

(c) Title of Class of Securities: Ordinary Shares

(d) 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

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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

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SIGNATURE

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 10, 2015

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/ Nan Peng Shen
Nan Peng Shen

Sequoia Capital China Management I, L.P.

By: SC China Holding Limited
its General Partner

By: /s/ Nan Peng Shen
Nan Peng Shen

SC China Holding Limited

By: /s/ Nan Peng Shen
Nan Peng Shen

SNP China Enterprises Limited

By: /s/ Nan Peng Shen
Nan Peng Shen, Owner and Director

/s/ Nan Peng Shen
Nan Peng Shen

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EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to the ordinary shares of Noah Holdings Limited, and any further amendments thereto, to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 10, 2015

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/ Nan Peng Shen
Nan Peng Shen

Sequoia Capital China Management I, L.P.

By: SC China Holding Limited
its General Partner

By: /s/ Nan Peng Shen
Nan Peng Shen

SC China Holding Limited

By: /s/ Nan Peng Shen
Nan Peng Shen

SNP China Enterprises Limited

By: /s/ Nan Peng Shen
Nan Peng Shen, Owner and Director

/s/ Nan Peng Shen

Nan Peng Shen