

Noah Holdings Ltd
Form SC 13G/A
February 14, 2018

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. 4)

Noah Holdings Limited

(Name of Issuer)

ORDINARY SHARES

(Title of Class of Securities)

65487X102*

(CUSIP Number)

December 31, 2017

(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)

Page 1 of 12 Pages

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 1,772,100
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power

with

1,772,100

9 Aggregate amount beneficially owned by each reporting person

1,772,100

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

11 Percent of class represented by amount in Row 9

6.0%¹

12 Type of reporting person

PN

¹ Based on a total of 29,518,533 shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 21, 2017.

CUSIP No. 65487X102

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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 203,625
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power

with

203,625

9 Aggregate amount beneficially owned by each reporting person

203,625

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%¹

12 Type of reporting person

PN

¹ Based on a total of 29,518,533 shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 21, 2017.

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 274,275
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power

with

274,275

9 Aggregate amount beneficially owned by each reporting person

274,275

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

11 Percent of class represented by amount in Row 9

0.9%¹

12 Type of reporting person

PN

¹ Based on a total of 29,518,533 shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 21, 2017.

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 2,250,000 shares, of which 1,772,100 shares are directly held by SCC I, 203,625 shares are directly
owned by held by SCC PTRS I and 274,275 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

2,250,000 shares, of which 1,772,100 shares are directly held by SCC I, 203,625 shares are directly
held by SCC PTRS I and 274,275 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

2,250,000

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

11 Percent of class represented by amount in Row 9

7.6%¹

12 Type of reporting person

PN

¹ Based on a total of 29,518,533 shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 21, 2017.

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 2,250,000 shares, of which 1,772,100 shares are directly held by SCC I, 203,625 shares are directly held by SCC PTRS I and 274,275 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

2,250,000 shares, of which 1,772,100 shares are directly held by SCC I, 203,625 shares are directly held by SCC PTRS I and 274,275 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

2,250,000

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

11 Percent of class represented by amount in Row 9

7.6%¹

12 Type of reporting person

OO

¹ Based on a total of 29,518,533 shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 21, 2017.

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 2,250,000 shares, of which 1,772,100 shares are directly held by SCC I, 203,625 shares are directly held by SCC PTRS I and 274,275 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

2,250,000 shares, of which 1,772,100 shares are directly held by SCC I, 203,625 shares are directly held by SCC PTRS I and 274,275 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

2,250,000

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

11 Percent of class represented by amount in Row 9

7.6%¹

12 Type of reporting person

OO

¹ Based on a total of 29,518,533 shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 21, 2017.

1 Name of reporting person

NAN PENG 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

Number of 5 Sole voting power

shares

beneficially 376,809

6 Shared voting power

owned by

each

reporting

2,250,000 shares, of which 1,772,100 shares are directly held by SCC I, 203,625 shares are directly held by SCC PTRS I and 274,275 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.

person

with

7 Sole dispositive power

376,809

8 Shared dispositive power

2,250,000 shares, of which 1,772,100 shares are directly held by SCC I, 203,625 shares are directly held by SCC PTRS I and 274,275 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

2,626,809

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

11 Percent of class represented by amount in Row 9

8.9%¹

12 Type of reporting person

IN

¹ Based on a total of 29,518,533 shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 21, 2017.

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

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:
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: 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, 2018

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