

Noah Holdings Ltd  
Form SC 13G/A  
February 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**Noah Holdings Limited**  
(Name of issuer)

**ORDINARY SHARES**  
(Title of class of securities)

**65487X102**  
(CUSIP number)

**12/31/11**  
(Date of event which requires filing of this statement)

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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)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 65487X102

Page 2 of 12 Pages

- (1) Names of reporting persons

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 (see instructions)

(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 4,646,840  
each (7) Sole dispositive power

reporting

person 0  
(8) Shared dispositive power

with:

4,646,840

- (9) Aggregate amount beneficially owned by each reporting person

4,646,840

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(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(11) Percent of class represented by amount in Row (9)

16.6%

(12) Type of reporting person (see instructions)

PN

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(1) Names of reporting persons

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 (see instructions)

(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 533,950  
each (7) Sole dispositive power

reporting

person 0  
(8) Shared dispositive power

with:

533,950

(9) Aggregate amount beneficially owned by each reporting person

533,950

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(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

1.9%

(12) Type of reporting person (see instructions)

PN

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- (1) Names of reporting persons

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 (see instructions)

(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  719,210  
each (7) Sole dispositive power

reporting

person  0  
(8) Shared dispositive power

with:

719,210

- (9) Aggregate amount beneficially owned by each reporting person

719,210

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(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

2.6%

(12) Type of reporting person (see instructions)

PN



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- (1) Names of reporting persons

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 (see instructions)

(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

each

reporting

person

with:

- 5,900,000 shares of which 4,646,840 shares are directly held by SCC I, 533,950 shares are directly held by SCC PTRS I and 719,210 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.
- (7) Sole dispositive power
- 0  
(8) Shared dispositive power

5,900,000 shares of which 4,646,840 shares are directly held by SCC I, 533,950 shares are directly held by SCC PTRS I and 719,210 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

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5,900,000

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(11) Percent of class represented by amount in Row (9)

21.1%

(12) Type of reporting person (see instructions)

PN

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CUSIP No. 65487X102

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(1) Names of reporting persons

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 (see instructions)

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

CAYMAN ISLANDS

(5) Sole voting power

Number of  
shares

(6) 0  
Shared voting power

beneficially

owned by

each

reporting

person

with:

5,900,000 shares of which 4,646,840 shares are directly held by SCC I, 533,950 shares are directly held by SCC PTRS I and 719,210 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.

(7) Sole dispositive power

(8) 0  
Shared dispositive power

5,900,000 shares of which 4,646,840 shares are directly held by SCC I, 533,950 shares are directly held by SCC PTRS I and 719,210 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

5,900,000

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(11) Percent of class represented by amount in Row (9)

21.1%

(12) Type of reporting person (see instructions)

OO

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CUSIP No. 65487X102

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(1) Names of reporting persons

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 (see instructions)

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

BRITISH VIRGIN ISLANDS

(5) Sole voting power

Number of  
shares

(6) 0  
Shared voting power

beneficially

owned by

each

reporting

person

with:

5,900,000 shares of which 4,646,840 shares are directly held by SCC I, 533,950 shares are directly held by SCC PTRS I and 719,210 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.

(7) Sole dispositive power

(8) 0  
Shared dispositive power

5,900,000 shares of which 4,646,840 shares are directly held by SCC I, 533,950 shares are directly held by SCC PTRS I and 719,210 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

5,900,000

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(11) Percent of class represented by amount in Row (9)

21.1%

(12) Type of reporting person (see instructions)

OO

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(1) Names of reporting persons

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 (see instructions)

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

HONG KONG SAR

(5) Sole voting power

0  
(6) Shared voting power

Number of

shares

beneficially

owned by

each

reporting

person

with:

(7) Sole dispositive power

0  
(8) Shared dispositive power

5,900,000 shares of which 4,646,840 shares are directly held by SCC I, 533,950 shares are directly held by SCC PTRS I and 719,210 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.

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(9) Aggregate amount beneficially owned by each reporting person

5,900,000

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

(11) Percent of class represented by amount in Row (9)

21.1%

(12) Type of reporting person (see instructions)

IN



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ITEM 1.

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(a) Name of Issuer: Noah Holdings Limited

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

6<sup>th</sup> Floor, Times Finance Center

No. 68 Middle Yincheng Road

Pudong, Shanghai 200120

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

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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 7, 2012

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.,

a Cayman Islands exempted limited partnership

General Partner of Each

By: SC China Holding Limited, a Cayman Islands limited liability company

Its General Partner

By: /s/ Nan Peng Shen

Nan Peng Shen

Sequoia Capital China Management I, L.P.,

a Cayman Islands exempted limited partnership

By: SC China Holding Limited, a Cayman Islands limited liability company

Its General Partner

By: /s/ Nan Peng Shen

Nan Peng Shen

SC China Holding Limited, a Cayman Islands limited liability company

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

SCHEDULE 13G

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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 7, 2012

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.,

a Cayman Islands exempted limited partnership

General Partner of Each

By: SC China Holding Limited, a Cayman Islands limited liability company

Its General Partner

By: /s/ Nan Peng Shen

Nan Peng Shen

Sequoia Capital China Management I, L.P.,

a Cayman Islands exempted limited partnership

By: SC China Holding Limited, a Cayman Islands limited liability company

Its General Partner

By: /s/ Nan Peng Shen

Nan Peng Shen

SC China Holding Limited, a Cayman Islands limited liability company

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