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. 2)

Noah Holdings Limited (Name of Issuer)

ORDINARY SHARES

(Title of Class of Securities)

65487X102 (CUSIP Number)

12/31/13 (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)

CUSIP No. 65487X102 Page 2 of 12 Pages

1	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	A DDD ODDIATE DOV III A MEMDED OF A CDOUD			
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) □ (b) □				
3	SEC USE ON	LY			
4	CITIZENSHII	P OR PLACE OF ORGANIZATION			
	CAYMAN ISI	LANDS			
		5 SOLE VOTING POWER			
I	NUMBER OF	0 6 SHARED VOTING POWER			
D)	SHARES ENEFICIALLY	6 SHARED VOTING POWER			
	OWNED BY	3,859,240			
	EACH	7 SOLE DISPOSITIVE POWER			
	REPORTING				
	PERSON WITH				
	VV 1111	8 SHARED DISPOSITIVE POWER			
		3,859,240			
9	AGGREGATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	3,859,240	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
10	CHECK BUX	THE AGGREGATE AMOUNT IN KOW (3) EACLODES CERTAIN SHAKES			
11	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW 9			
	14.00/				
12	14.0%	PORTING PERSON			
12	TIFE OF RE.	I ORTHVO I ERGON			
	PN				

CUSIP No. 65487X102 Page 3 of 12 Pages

	1 NAME OF REPORTING PERSON			
	SEQUOIA CAPITAL CHINA PARTNERS FUND I, L.P. ("SCC PTRS I")			
			FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	20-4387549 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	Z CHECK I	1115.	AFFROFRIATE DOAIL A MEMBER OF A GROOF	
	(a) □	(b)		
	3 SEC USE	ONI	Y	
	4 CITIZENI			
	4 CITIZEN	SHIP	OR PLACE OF ORGANIZATION	
	CAYMAN	ISL	ANDS	
		5	SOLE VOTING POWER	
	NUMBER OF	·	0 SHARED VOTING POWER	
١,	SHARES BENEFICIALI		SHARED VOTING POWER	
'	OWNED BY		443,450	
	EACH		SOLE DISPOSITIVE POWER	
	REPORTING PERSON			
	WITH		0 SHARED DISPOSITIVE POWER	
		8	SHARED DISPOSITIVE POWER	
			443,450	
	9 AGGREG	ATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	443,450			
-		OX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	II GILLOIT	.011	11 11 11 0 0 11 1 11 10 0 1 1 1 1 1 0 0 1 1 1 1 1 0 0 1	
1	11 PERCENT	ΓOF	CLASS REPRESENTED BY AMOUNT IN ROW 9	
	1.6%			
-		REF	ORTING PERSON	
	PN			

CUSIP No. 65487X102 Page 4 of 12 Pages

Ī	1	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					
ŀ	2		E /	APPROPRIATE BOX IF A MEMBER OF A GROUP	
L			b)		
	3	SEC USE O	NL	Y	
Ļ	4	CITIZENSE	IID	OR PLACE OF ORGANIZATION	
	4	CITIZENSI	111	OKTEACE OF OKCANIZATION	
		CAYMAN I	SL	ANDS	
Ī			5	SOLE VOTING POWER	
				0	
	N	UMBER OF SHARES	6	SHARED VOTING POWER	
	BE	SHAKES NEFICIALLY		SIMILE VOINGIONER	
OWNED BY 597,310					
		EACH	7	SOLE DISPOSITIVE POWER	
	R	EPORTING PERSON		0	
		WITH	8	SHARED DISPOSITIVE POWER	
				STARLE DISTOSTIVE TO WER	
L				597,310	
	9	AGGREGA	ГΕ	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		597,310			
-	10		X l	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
ŀ	11	DEDCEME) F	CLASS DEDDESENTED DV AMOUNT IN DOW 0	
	11	PEKCENI (JF	CLASS REPRESENTED BY AMOUNT IN ROW 9	
		2.2%			
ŀ	12				
		DNI			
1		PN			

CUSIP No. 65487X102 Page 5 of 12 Pages

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 TH	E A	APPROPRIATE BOX IF A MEMBER OF A GROUP
		0)	
3			
4	CITIZENSH	ΙP	OR PLACE OF ORGANIZATION
	CAYMAN I	SL.	
		5	SOLE VOTING POWER
			0
	•	6	SHARED VOTING POWER
N	UMBER OF SHARES		4,900,000 shares of which 3,859,240 shares are directly held by SCC I, 443,450 shares are directly held by SCC PTRS I and
	NEFICIALLY WNED BY		597,310 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.
	EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON			
	WITH	8	
			4,900,000 shares of which 3,859,240 shares are directly held by SCC I, 443,450 shares are directly held by SCC PTRS I and 597,310 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	AGGREGA	ГΕ	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,900,000		
10	CHECK BO	ΧĪ	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT (ΟF	CLASS REPRESENTED BY AMOUNT IN ROW 9
	17.8%		
12			
	PN		

CUSIP No. 65487X102 Page 6 of 12 Pages

1	1 NAME OF REPORTING PERSON		
	SC CHINA HOLDING LIMITED ("SCC HOLD")		
		TIE	FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	N/A CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
2	CHECK IN	E F	APPROPRIATE BOX IF A MEMIDER OF A GROUP
		b)	
3			
4	CITIZENSE	IΙΡ	OR PLACE OF ORGANIZATION
	CAVMANI	СT	A NIDC
	CAYMAN I	эL. 5	
		,	SOLE VOINGTOWER
			0
		6	SHARED VOTING POWER
N	UMBER OF		
DE	SHARES		4,900,000 shares of which 3,859,240 shares are directly held by SCC I, 443,450 shares are directly held by SCC PTRS I and 597,310 shares are directly held by SCC PRIN I. SCC HOLD is the General Partner of SCC MGMT I, which is the General
	NEFICIALLY WNED BY		Partner of each of SCC I, SCC PTRS I and SCC PRIN I.
	EACH	7	SOLE DISPOSITIVE POWER
R	EPORTING		
	PERSON WITH	_	0
	VV 1 1 1 1	8	SHARED DISPOSITIVE POWER
			4,900,000 shares of which 3,859,240 shares are directly held by SCC I, 443,450 shares are directly held by SCC PTRS I and
			597,310 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	AGGREGA	ГΕ	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,900,000		
10		X]	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT (ЭF	CLASS REPRESENTED BY AMOUNT IN ROW 9
	17.8%		
12		ΕP	ORTING PERSON
	00		

CUSIP No. 65487X102 Page 7 of 12 Pages

1	NAME OF REPORTING PERSON		
	SNP CHINA ENTERPRISES LIMITED ("SNP")		
	I.R.S. IDEN		FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	N/A CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
_	CHECK III	L L 1	IT NOT RIVIE BOX II A MILWIDLE OF A GROOT
		b)	
3	SEC USE ONLY		
4	CITIZENSI	ΗIP	OR PLACE OF ORGANIZATION
	BRITISH V	IRO	GIN ISLANDS
ı		5	SOLE VOTING POWER
		6	
N	UMBER OF		
DEI	SHARES NEFICIALLY		4,900,000 shares of which 3,859,240 shares are directly held by SCC I, 443,450 shares are directly held by SCC PTRS I and 597,310 shares are directly held by SCC PRIN I. SNP is the Director of, and wholly owns, SCC HOLD. SCC HOLD is the General
	WNED BY		Partner of SCC MGMT I, which is the General Partner of each of SCC I, SCC PTRS I and SCC PRIN I.
Б	EACH	7	SOLE DISPOSITIVE POWER
	EPORTING PERSON		
	WITH	8	
			4,900,000 shares of which 3,859,240 shares are directly held by SCC I, 443,450 shares are directly held by SCC PTRS I and 597,310 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	AGGREGA	ΤE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,900,000		
10		X	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11		OF	CLASS REPRESENTED BY AMOUNT IN ROW 9
	.=		
12	17.8%	FD	ORTING PERSON
14	TIFEOFN	.i.r	ONTING I EROOM
	00		

CUSIP No. 65487X102 Page 8 of 12 Pages

1	NAME OF R	PORTING 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	
	` '		
3	SEC USE ONLY		
4	CITIZENSH	OR PLACE OF ORGANIZATION	
	HONG KON	SAR	
		SOLE VOTING POWER	
		121,551	
	Ţ	SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY		4,900,000 shares of which 3,859,240 shares are directly held by SCC I, 443,450 shares are directly held by SCC PTRS I and 597,310 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.	
Č	EACH	SOLE DISPOSITIVE POWER	
R	EPORTING PERSON		
	WITH	121,551 SHARED DISPOSITIVE POWER	
	,,,	SHARED DISPOSITIVE POWER	
		4,900,000 shares of which 3,859,240 shares are directly held by SCC I, 443,450 shares are directly held by SCC PTRS I and 597,310 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	AGGREGAT	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,900,000		
10	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT O	CLASS REPRESENTED BY AMOUNT IN ROW 9	
	18.2%		
12	TYPE OF RE	PORTING PERSON	
	IN		

CUSIP No. 65487X102 Page 9 of 12 Pages

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

CUSIP No. 65487X102 Page 10 of 12 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 Page 11 of 12 Pages

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 12, 2014

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

CUSIP No. 65487X102 Page 12 of 12 Pages

$\frac{\text{EXHIBIT 1}}{\text{AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G}}$

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 12, 2014

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