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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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)**

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**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)

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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)

\* 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) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Citizenship or place of organization CAYMAN ISLANDS	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 1,299,540
	7	Sole dispositive power 0
	8	Shared dispositive power 1,299,540
9	Aggregate amount beneficially owned by each reporting person 1,299,540 <sup>1</sup>	
10	Check box if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11	Percent of class represented by amount in Row 9 6.4% <sup>2</sup>	
12	Type of reporting person PN	

<sup>1</sup> Represented by 2,599,080 American Depositary Shares.

<sup>2</sup> 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 PARTNERS FUND I, L.P. ("SCC PTRS I")	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Citizenship or place of organization CAYMAN ISLANDS	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 149,325
	7	Sole dispositive power 0
	8	Shared dispositive power 149,325
9	Aggregate amount beneficially owned by each reporting person 149,325 <sup>1</sup>	
10	Check box if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11	Percent of class represented by amount in Row 9 0.7% <sup>2</sup>	
12	Type of reporting person PN	

<sup>1</sup> Represented by 298,650 American Depositary Shares.

<sup>2</sup> 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) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Citizenship or place of organization CAYMAN ISLANDS	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 201,135
	7	Sole dispositive power 0
	8	Shared dispositive power 201,135
9	Aggregate amount beneficially owned by each reporting person 201,135 <sup>1</sup>	
10	Check box if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11	Percent of class represented by amount in Row 9 1.0% <sup>2</sup>	
12	Type of reporting person PN	

<sup>1</sup> Represented by 402,270 American Depositary Shares.

<sup>2</sup> 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) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Citizenship or place of organization CAYMAN ISLANDS
Number of shares beneficially owned by each reporting person with	5 Sole voting power 0
	6 Shared voting power 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.
	7 Sole dispositive power 0
	8 Shared dispositive power 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 <input type="checkbox"/>
11	Percent of class represented by amount in Row 9 8.2% <sup>1</sup>
12	Type of reporting person PN

<sup>1</sup> 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) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Citizenship or place of organization CAYMAN ISLANDS
Number of shares beneficially owned by each reporting person with	5 Sole voting power 0
	6 Shared voting power 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.
	7 Sole dispositive power 0
	8 Shared dispositive power 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 <input type="checkbox"/>
11	Percent of class represented by amount in Row 9 8.2% <sup>1</sup>
12	Type of reporting person OO

<sup>1</sup> 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 UR HOLDINGS LIMITED (“SCC UR”)	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Citizenship or place of organization CAYMAN ISLANDS	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 5,637
	7	Sole dispositive power 0
	8	Shared dispositive power 5,637
9	Aggregate amount beneficially owned by each reporting person 5,637 <sup>1</sup>	
10	Check box if the aggregate amount in Row (9) excludes certain shares <input type="checkbox"/>	
11	Percent of class represented by amount in Row 9 Less than 0.1% <sup>2</sup>	
12	Type of reporting person OO	

<sup>1</sup> Represented by 11,274 American Depositary Shares.

<sup>2</sup> 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) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Citizenship or place of organization BRITISH VIRGIN ISLANDS
Number of shares beneficially owned by each reporting person with	5 Sole voting power 0
	6 Shared voting power 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.
	7 Sole dispositive power 0
	8 Shared dispositive power 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 <input type="checkbox"/>
11	Percent of class represented by amount in Row 9 8.2% <sup>1</sup>
12	Type of reporting person OO

<sup>1</sup> 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) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Citizenship or place of organization HONG KONG SAR
Number of shares beneficially owned by each reporting person with	5 Sole voting power 202,261 shares <sup>1</sup>
	6 Shared voting 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.
	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 <input type="checkbox"/>
11	Percent of class represented by amount in Row 9 9.2% <sup>2</sup>
12	Type of reporting person IN

<sup>1</sup> Represented by 404,523 American Depositary Shares.

<sup>2</sup> 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

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 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