
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
Under the Securities Exchange Act of 1934
(Amendment No. 1)***

NOAH HOLDINGS LIMITED

(Name of Issuer)

Ordinary Shares, Par Value US\$0.0005 Per Share¹
(Title of Class of Securities)

65487X102²
(CUSIP Number)

December 31, 2011
(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)

* 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 disclosures provided in a prior cover page.

The information required on 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).

¹ Not for trading; two American depositary shares represent one ordinary share.

² This CUSIP number applies to the Issuer's American depositary shares.

1	Name Of Reporting Person Zhe Yin I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): N/A
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 The People's Republic of China
Number of Shares Beneficially Owned by Each Reporting Person With	5 Sole Voting Power 1,660,000 ordinary shares
	6 Shared Voting Power 0
	7 Sole Dispositive Power 1,660,000 ordinary shares
	8 Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,660,000 ordinary shares
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row 9 5.9% ³
12	Type of Reporting Person IN

³ Based upon 28,039,879 ordinary shares outstanding as of December 31, 2011.

1	Name Of Reporting Person Yin Investment Co., Ltd. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): N/A
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 1,660,000 ordinary shares
	6 Shared Voting Power 0
	7 Sole Dispositive Power 1,660,000 ordinary shares
	8 Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,660,000 ordinary shares
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row 9 5.9% ⁴
12	Type of Reporting Person CO

⁴ Based upon 28,039,879 ordinary shares outstanding as of December 31, 2011.

- Item 1 (a). Name of Issuer:**
Noah Holdings Limited
- Item 1 (b). Address of Issuer’s Principal Executive Offices:**
6th Floor, Times Finance Center,
No. 68 Middle Yincheng Road,
Pudong, Shanghai 200120,
The People’s Republic of China
- Item 2 (a). Name of Person Filing:**
Zhe Yin
Yin Investment Co., Ltd.
- Item 2 (b). Address of Principal Business Office or, if None, Residence:**
For Zhe Yin:
6th Floor, Times Finance Center,
No. 68 Middle Yincheng Road,
Pudong, Shanghai 200120,
The People’s Republic of China
For Yin Investment Co., Ltd.:
c/o Zhe Yin
6th Floor, Times Finance Center,
No. 68 Middle Yincheng Road,
Pudong, Shanghai 200120,
The People’s Republic of China
- Item 2 (c). Citizenship:**
Mr. Zhe Yin is a citizen of the People’s Republic of China.
Yin Investment Co., Ltd. is a British Virgin Islands company.
- Item 2 (d). Title of Class of Securities:**
Ordinary shares, par value \$0.0005 per share
- Item 2 (e). CUSIP Number:**
65487X102
This CUSIP number applies to the issuer’s American depositary shares; Two American depositary shares represent one ordinary share.
- Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the persons filing is a:**
Not applicable

Item 4. Ownership:

The information required by Items 4(a) - (c) is set forth in Rows 5-11 of the cover page hereto and is incorporated herein by reference.

Yin Investment Co., Ltd. is the record owner of 1,660,000 ordinary shares of the Issuer. Yin Investment Co., Ltd. is wholly owned and controlled by Mr. Zhe Yin.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

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 Controlling 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. Certifications:

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 13, 2012

Yin Investment Co., Ltd.

By: /s/ Zhe Yin
Name: Zhe Yin
Title: Director

Zhe Yin

/s/ Zhe Yin
Zhe Yin

LIST OF EXHIBITS

Exhibit
No.

Description

A Joint Filing Agreement

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the ordinary shares, par value US\$0.0005, of Noah Holdings Limited, a Cayman Islands company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts all of which, taken together, shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

Signature Page

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of February 13, 2012.

Yin Investment Co., Ltd.

By: /s/ Zhe Yin

Name: Zhe Yin

Title: Director

Zhe Yin

/s/ Zhe Yin

Zhe Yin