

Momo Inc.  
Form SC 13D  
July 07, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No.    )\***

**MOMO INC.**

**(Name of Issuer)**

**CLASS A ORDINARY SHARES**

**(Title of Class of Securities)**

**60879B107**

**(CUSIP Number)**

**c/o Nan Peng Shen**

**Suite 3613, 36/F, Two Pacific Place**

**88 Queensway Road, Hong Kong**

**(852) 2501 8989**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**with copies to:**

Edgar Filing: Momo Inc. - Form SC 13D

**Craig Marcus**

**Ropes & Gray LLP**

**800 Boylston Street**

**Boston, Massachusetts 02199**

**(617) 951-7802**

**June 23, 2015**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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).

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SCHEDULE 13D

CUSIP No. 60879B107

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1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)

SCC GROWTH I HOLDCO A, LTD.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1141870

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Cayman Islands

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

2,063,441

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

2,063,441

11. Aggregate amount beneficially owned by each reporting person

2,063,441

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

0.7%

14. Type of reporting person (see instructions)

OO

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1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)

SEQUOIA CAPITAL CHINA GROWTH FUND I, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

26-0205433

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Cayman Islands

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

2,063,441

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

2,063,441

11. Aggregate amount beneficially owned by each reporting person

2,063,441

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

0.7%

14. Type of reporting person (see instructions)

PN

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1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)

SEQUOIA CAPITAL CHINA GROWTH FUND MANAGEMENT I, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

26-0204337

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Cayman Islands

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

2,063,441

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

2,063,441

11. Aggregate amount beneficially owned by each reporting person

2,063,441

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

0.7%

14. Type of reporting person (see instructions)

PN



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1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)

SEQUOIA CAPITAL CHINA GF HOLDCO III-A LTD.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1157403

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

CAYMAN ISLANDS

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 11,348,923 9. Sole dispositive power

person

with 0

10. Shared dispositive power

11,348,923

11. Aggregate amount beneficially owned by each reporting person

11,348,923

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

4.0%

14. Type of reporting person (see instructions)

OO

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1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)

SEQUOIA CAPITAL CHINA GROWTH FUND III, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1160392

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

CAYMAN ISLANDS

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

11,348,923

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

11,348,923

11. Aggregate amount beneficially owned by each reporting person

11,348,923

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

4.0%

14. Type of reporting person (see instructions)

PN

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1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)

SC CHINA GROWTH III CO-INVESTMENT 2014-A, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1169076

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

CAYMAN ISLANDS

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

5,158,602

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

5,158,602

11. Aggregate amount beneficially owned by each reporting person

5,158,602

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

1.8%

14. Type of reporting person (see instructions)

PN

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1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)

SC CHINA GROWTH III MANAGEMENT, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1159704

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

CAYMAN ISLANDS

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

16,507,525

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

16,507,525

11. Aggregate amount beneficially owned by each reporting person

16,507,525

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

5.9%

14. Type of reporting person (see instructions)

PN



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1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)

SC CHINA HOLDING LIMITED

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. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

CAYMAN ISLANDS

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

18,570,966

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

18,570,966

11. Aggregate amount beneficially owned by each reporting person

18,570,966

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

6.6%

14. Type of reporting person (see instructions)

OO

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1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)

SNP CHINA ENTERPRISES LIMITED

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. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

BRITISH VIRGIN ISLANDS

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

18,570,966

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

18,570,966

11. Aggregate amount beneficially owned by each reporting person

18,570,966

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

6.6%

14. Type of reporting person (see instructions)

OO

SCHEDULE 13D