

Momo Inc.
Form SC 13D/A
April 06, 2016

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Momo Inc.

(Name of Issuer)

Class A Ordinary Shares, par value \$0.0001 per share

(Title of Class of Securities)

60879B107**

(CUSIP Number)

Yan Tang	Matrix Partners China II Hong Kong Limited	Rich Moon Limited
Sichuan Zhang	Matrix Partners China II, L.P.	Yunfeng Fund II, L.P.
Gallant Future Holdings Limited	Matrix Partners China II-A, L.P.	Yunfeng Moon Co-invest, L.P.
c/o 20th Floor, Block B	Matrix China Management II, L.P.	Yunfeng Investment II, L.P.
Tower 2, Wangjing SOHO	Matrix China II GP GP, Ltd.	

No.1 Futongdong Street	Yibo Shao	Yunfeng Moon Co-Invest GP, Ltd.
Chaoyang District, Beijing 100102	c/o Suite 08, 20th Floor,	Yunfeng Investment GP II, Ltd.
People s Republic of China	One International Finance Centre	Feng Yu
+86-10 5731-0567	1 Harbour View Street, Central, Hong Kong	c/o Suite 3206,
	+852 3960-6592	One Exchange Square,
		8 Connaught Place, Central, Hong Kong
		+852 2516-6363

With copies to:

Z. Julie Gao, Esq.

Peter X. Huang, Esq.

Haiping Li, Esq.

Daniel Dusek, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Skadden, Arps, Slate, Meagher & Flom LLP

c/o 42/F, Edinburgh Tower, The Landmark

30/F, China World Office 2

15 Queen s Road Central

No. 1, Jian Guo Men Wai Avenue

Hong Kong

Beijing 100004 China

+852 3740-4700

+8610 6535-5500

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

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.

- * This statement on Schedule 13D (the Schedule 13D) constitutes (a) amendment No. 1 to the Schedule 13D filed on behalf of Yan Tang (Mr. Tang), Sichuan Zhang (Ms. Zhang), Gallant Future Holdings Limited (Gallant Future), Matrix Partners China II Hong Kong Limited (Matrix HK), Matrix Partners China II, L.P. (Matrix China II), Matrix Partners China II-A, L.P. (Matrix China II-A), Matrix China Management II, L.P. (Matrix Management), Matrix China II GP GP, Ltd. (Matrix GP and, together with Matrix HK, Matrix China II, Matrix China II-A and Matrix Management, the Matrix Funds) and Yibo Shao (Mr. Shao) on July 6, 2015, and (b) constitutes an initial Schedule 13D filing on behalf of each of Rich Moon Limited (Rich Moon), Yunfeng Fund II, L.P. (Yunfeng Fund II), Yunfeng Moon Co-invest, L.P. (Yunfeng Moon), Yunfeng Investment II, L.P. (Yunfeng Investment II), Yunfeng Moon Co-Invest GP, Ltd. (Yunfeng Moon GP), Yunfeng Investment GP II, Ltd. (Yunfeng Investment GP and, together with Rich Moon, Yunfeng Fund II, Yunfeng Moon, Yunfeng Investment II and Yunfeng Moon GP, the Yunfeng Funds) and Feng Yu (Mr. Yu), in each case with respect to the Class A Ordinary Shares, par value \$0.0001 per share (Class A Ordinary Shares), of Momo Inc., a Cayman Islands company (the Company).
- ** This CUSIP number applies to the Issuer's American depository shares (ADSs), each representing two Class A Ordinary Shares.

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).

CUSIP No. 60879B107

1 NAMES OF REPORTING PERSONS

Yan Tang

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The People's Republic of China

NUMBER OF **7** SOLE VOTING POWER
SHARES

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

0

8 SHARED VOTING POWER

WITH 100,490,773 Ordinary Shares⁽¹⁾

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

100,490,773 Ordinary Shares⁽¹⁾

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,490,773 Ordinary Shares⁽¹⁾

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.9%⁽²⁾ (representing 77.2% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)⁽³⁾

14 TYPE OF REPORTING PERSON (See Instructions)

IN

- (1) Includes (i) 96,886,370 Class B ordinary shares, par value \$0.0001 per share, of the Company (Class B Ordinary Shares) held of record by Gallant Future Holdings Limited, a company wholly owned and controlled by a family trust controlled by Mr. Tang, (ii) 2,941,903 Class A Ordinary Shares that Mr. Tang has the right to acquire upon exercise of options within 60 days after April 6, 2016, and (ii) 662,500 Class A Ordinary Shares that Ms. Sichuan Zhang, the wife of Mr. Tang, has the right to acquire upon exercise of options within 60 days after April 6, 2016.
- (2) The calculation is based on 383,751,403 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of December 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on March 15, 2016, assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.
- (3) Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share. See Item 5.

CUSIP No. 60879B107

1 NAMES OF REPORTING PERSONS

Sichuan Zhang

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The People's Republic of China

NUMBER OF **7** SOLE VOTING POWER
SHARES

BENEFICIALLY

OWNED BY 0

EACH **8** SHARED VOTING POWER

REPORTING
PERSON

WITH 100,490,773 Ordinary Shares⁽¹⁾

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

100,490,773 Ordinary Shares⁽¹⁾

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,490,773 Ordinary Shares⁽¹⁾

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.9%⁽²⁾ (representing 77.2% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)⁽³⁾

14 TYPE OF REPORTING PERSON (See Instructions)

IN

⁽¹⁾ Includes (i) 96,886,370 Class B Ordinary Shares held of record by Gallant Future Holdings Limited, a company wholly owned and controlled by a family trust controlled by Mr. Yan Tang, the husband of Ms. Zhang, (ii) 2,941,903 Class A Ordinary Shares that Mr. Tang has the right to acquire upon exercise of options within 60 days after April 6, 2016, and (iii) 662,500 Class A Ordinary Shares that Ms. Zhang has the right to acquire upon exercise of options within 60 days after April 6, 2016.

⁽²⁾ The calculation is based on 383,751,403 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of December 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on March 15, 2016, assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.

⁽³⁾ Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share. See Item 5.

CUSIP No. 60879B107

1 NAMES OF REPORTING PERSONS

Gallant Future Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, OO

5 CHECK BOX 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

OWNED BY 96,886,370 Ordinary Shares⁽¹⁾

EACH **8** SHARED VOTING POWER

REPORTING
PERSON

WITH 0

9 SOLE DISPOSITIVE POWER

96,886,370 Ordinary Shares⁽¹⁾

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

96,886,370 Ordinary Shares⁽¹⁾

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.2%⁽²⁾ (representing 77.2% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)⁽³⁾

14 TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Includes 96,886,370 Class B Ordinary Shares held of record by Gallant Future Holdings Limited.

(2) The calculation is based on 383,751,403 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of December 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on March 15, 2016, assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.

(3) Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share. See Item 5.

CUSIP No. 60879B107

1 NAMES OF REPORTING PERSONS

Matrix Partners China II Hong Kong Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

NUMBER OF **7** SOLE VOTING POWER
SHARES

BENEFICIALLY

OWNED BY 65,970,897 Ordinary Shares⁽¹⁾

EACH **8** SHARED VOTING POWER

REPORTING
PERSON

WITH 0

9 SOLE DISPOSITIVE POWER

65,970,897 Ordinary Shares⁽¹⁾

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,970,897 Ordinary Shares⁽¹⁾

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.2%⁽²⁾ (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)⁽³⁾

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Includes (i) 52,770,897 Class A Ordinary Shares held of record by Matrix Partners China II Hong Kong Limited and (ii) 6,600,000 ADSs held by Matrix Partners China II Hong Kong Limited, representing 13,200,000 Class A Ordinary Shares.
- (2) The calculation is based on 383,751,403 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of December 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on March 15, 2016, assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.
- (3) Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share. See Item 5.

CUSIP No. 60879B107

1 NAMES OF REPORTING PERSONS

Matrix Partners China II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, OO

5 CHECK BOX 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

OWNED BY 0

EACH **8** SHARED VOTING POWER

REPORTING
PERSON

WITH 65,970,897 Ordinary Shares⁽¹⁾

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

65,970,897 Ordinary Shares⁽¹⁾

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,970,897 Ordinary Shares⁽¹⁾

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.2%⁽²⁾ (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)⁽³⁾

14 TYPE OF REPORTING PERSON (See Instructions)

PN

- (1) Includes (i) 52,770,897 Class A Ordinary Shares and (ii) 6,600,000 ADSs, representing 13,200,000 Class A Ordinary Shares, held by Matrix HK. Matrix HK is 90% owned by Matrix China II and 10% owned by Matrix China II-A. Matrix Management and Matrix GP are the direct and indirect general partners, respectively, of Matrix China II and Matrix China II-A, and as such, may exercise voting and dispositive power over the shares held by Matrix HK. Mr. Shao, a director of Matrix GP, may be deemed to share voting and dispositive power over the shares held by Matrix HK.
- (2) The calculation is based on 383,751,403 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of December 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on March 15, 2016, assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.
- (3) Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share. See Item 5.

CUSIP No. 60879B107

1 NAMES OF REPORTING PERSONS

Matrix Partners China II-A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, OO

5 CHECK BOX 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

OWNED BY 0

EACH **8** SHARED VOTING POWER

REPORTING
PERSON

WITH 65,970,897 Ordinary Shares⁽¹⁾

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

65,970,897 Ordinary Shares⁽¹⁾

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,970,897 Ordinary Shares⁽¹⁾

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.2%⁽²⁾ (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)⁽³⁾

14 TYPE OF REPORTING PERSON (See Instructions)

PN

- (1) Includes (i) 52,770,897 Class A Ordinary Shares and (ii) 6,600,000 ADSs, representing 13,200,000 Class A Ordinary Shares, held by Matrix HK. Matrix HK is 90% owned by Matrix China II and 10% owned by Matrix China II-A. Matrix Management and Matrix GP are the direct and indirect general partners, respectively, of Matrix China II and Matrix China II-A, and as such, may exercise voting and dispositive power over the shares held by Matrix HK. Mr. Shao, a director of Matrix GP, may be deemed to share voting and dispositive power over the shares held by Matrix HK.
- (2) The calculation is based on 383,751,403 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of December 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on March 15, 2016, assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.
- (3) Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share. See Item 5.

CUSIP No. 60879B107

1 NAMES OF REPORTING PERSONS

Matrix China Management II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, OO

5 CHECK BOX 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

OWNED BY 65,970,897 Ordinary Shares⁽¹⁾

EACH **8** SHARED VOTING POWER

REPORTING
PERSON

WITH 0

9 SOLE DISPOSITIVE POWER

65,970,897 Ordinary Shares⁽¹⁾

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,970,897 Ordinary Shares⁽¹⁾

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.2%⁽²⁾ (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)⁽³⁾

14 TYPE OF REPORTING PERSON (See Instructions)

PN

- (1) Includes (i) 52,770,897 Class A Ordinary Shares and (ii) 6,600,000 ADSs, representing 13,200,000 Class A Ordinary Shares, held by Matrix HK. Matrix HK is 90% owned by Matrix China II and 10% owned by Matrix China II-A. Matrix Management and Matrix GP are the direct and indirect general partners, respectively, of Matrix China II and Matrix China II-A, and as such, may exercise voting and dispositive power over the shares held by Matrix HK. Mr. Shao, a director of Matrix GP, may be deemed to share voting and dispositive power over the shares held by Matrix HK.
- (2) The calculation is based on 383,751,403 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of December 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on March 15, 2016, assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.
- (3) Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share. See Item 5.

CUSIP No. 60879B107

1 NAMES OF REPORTING PERSONS

Matrix China II GP GP, Ltd.

2