# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

# 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:

Craig Marcus Ropes &Gray LLP 800 Boylston Street Boston, Massachusetts 02199 (617) 951-7802

March 7, 2017 (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).

#### CUSIP No. 60879B107

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				-		
1.	Names of	f repo	orting 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)					
2.	98-1141 Check th		propriate box if a member of a group (see instructions)			
	(a) 🗆	(b)				
-	61.6					
3.	SEC use	only				
4.	Source of	f fund	ds (see instructions)			
	00					
5.	Check if	discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e) $\Box$			
6.	Citizensh	in or	place of organization			
0.	CITIZCIISI	up oi				
	Caymai	n Isla	ands			
		7.	Sole voting power			
	umber of		0			
	shares neficially	8.	Shared voting power			
	wned by		1,341,237			
	each	9.				
	eporting	5.				
	person with		0			
		10.	Shared dispositive power			
			1,341,237			
11.	Aggregat	e am	ount beneficially owned by each reporting person			
	1,341,2	37				
12.			ggregate amount in Row (11) excludes certain shares (see instructions) $\Box$			
	Check II	uic u	Bregate amount in Now (11) excitates certain shares (see instructions)			
13.	Percent o	f clas	ss represented by amount in Row (11)			
	<b>0 -</b> 0 <i>i</i>					
0.5%						
14.	Type of r	eport	ting person (see instructions)			
	00					
	00					

CUSII	P No. 60879B107	Page 3 of 15				
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.	<ul> <li>Check the appropriate box if a member of a group (see instructions)</li> <li>(a) □</li> <li>(b) ⊠</li> </ul>					
3.						
4.	Source of funds (see instructions) OO					
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) $\Box$					
6.	Citizenship or place of organization Cayman Islands					
ber ov re	7.     Sole voting power       umber of shares neficially wned by each eporting person with     8.     Shared voting power       9.     Sole dispositive power       0     0       10.     Shared dispositive power       1,341,237					
11.	Aggregate amount beneficially owned by each reporting person 1,341,237					
12.						
13.	Percent of class represented by amount in Row (11) 0.5%					
14.						
	11					

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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. I	DEN	TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	26-020					
2.	Check the (a) $\Box$		ropriate box if a member of a group (see instructions) ⊠			
	(a) 🗆	(0)				
3.	SEC use	only				
4.	Source o	of fund	ds (see instructions)			
5.	00 Charle if	dical	osure of legal proceedings is required pursuant to Items 2(d) or 2(e) $\Box$			
5.	CHECK II	disci	usual to regar proceedings is required pursuant to items $2(d)$ or $2(e) \square$			
6.	Citizensl	nip or	place of organization			
	Cayma	n Isl	ands			
		7.				
	umber of shares	0				
	neficially	8.	Shared voting power			
	wned by		1,341,237			
re	each porting	9.				
	person					
	with	10.	0 Shared dispositive power			
		10.				
			1,341,237			
11.	Aggrega	te am	ount beneficially owned by each reporting person			
	1,341,237					
12.						
13.	3. Percent of class represented by amount in Row (11)					
	0.5%					
14.		report	ing person (see instructions)			
	DN					
	PN					

CUSII	P No. 60879B107	Page 5 of 15
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.		
4.	Source of funds (see instructions) OO	
5.		
6.	Citizenship or place of organization CAYMAN ISLANDS	
ber ov re	7.     Sole voting power       umber of shares neficially wned by each eporting person with     8.     Shared voting power       9.     Sole dispositive power       0       10.     Shared dispositive power       7,376,801	
11.	Aggregate amount beneficially owned by each reporting person 7,376,801	
12.		
13.	Percent of class represented by amount in Row (11) 2.6%	
14.		

CUSI	SIP No. 60879B107 Page 6 of 15					
1.	Names o	f repo	orting 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 th	e app	propriate box if a member of a group (see instructions)			
	(a) 🗆	(b)				
3.	SEC use	only				
4.	Source o	f func	ds (see instructions)			
	00					
5.	Check if	discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e) $\Box$			
6.	Citizensł	nip or	place of organization			
	CAYM	AN	ISLANDS			
		7.	Sole voting power			
Nu	mber of		0			
	shares reficially	8.	Shared voting power			
07	vned by each		7,376,801			
re	porting	9.	Sole dispositive power			
	oerson with		0			
		10.	Shared dispositive power			
			7,376,801			
11.	Aggrega	te am	ount beneficially owned by each reporting person			
	7,376,801					
12.	Check if	the a	ggregate amount in Row (11) excludes certain shares (see instructions) $\Box$			
13.	Percent o	of clas	ss represented by amount in Row (11)			
	2.6%					
14.	Type of 1	report	ting person (see instructions)			
	PN					

CUSII	VSIP No. 60879B107         Page 7 of 15					
1.	Names o	f repo	orting 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 th (a) □		propriate box if a member of a group (see instructions) $\square$			
3.	SEC use	only				
4.	Source o	f func	ds (see instructions)			
5.		discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e) $\Box$			
6.	Citizens	1ip or	place of organization			
	CAYM	AN	ISLANDS			
7.     Sole voting power       Number of     0						
ber ov	shares 1eficially wned by	8.	Shared voting power 3,353,092			
re	each porting	9.	Sole dispositive power			
	person with		0			
		10.	Shared dispositive power			
			3,353,092			
11.	Aggrega	te am	ount beneficially owned by each reporting person			
10	3,353,0					
12.			ggregate amount in Row (11) excludes certain shares (see instructions) $\Box$			
13.	Percent	of clas	ss represented by amount in Row (11)			
	1.2%					
14.	Type of	report	ting person (see instructions)			
	PN					

CUSIP	P No. 60879B107	Page 8 of 15
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.	96-1159/04         Check the appropriate box if a member of a group (see instructions)         (a) □       (b) ⊠	
	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) $\Box$	
6.	Citizenship or place of organization CAYMAN ISLANDS	
s ben ow rej	7.       Sole voting power         Imber of shares herically with with with with with with with with	
	Aggregate amount beneficially owned by each reporting person 10,729,893	
13.	Percent of class represented by amount in Row (11) 3.7%	
14.	Type of reporting person (see instructions) PN	

CUSII	USIP No. 60879B107 Page 9 of 15					
1.	Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only)					
	SC CHINA HOLDING LIMITED					
	I.R.S. I		TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
2.	N/A Check th		ropriate box if a member of a group (see instructions)			
2.	(a)	(b)				
3.	SEC use	only				
5.		-				
4.	Source o	f func	ls (see instructions)			
	00					
5.	Check if	disclo	osure of legal proceedings is required pursuant to Items 2(d) or 2(e) $\Box$			
6.	Citizensł	nip or	place of organization			
	CAYM	AN I	SLANDS			
	7. Sole voting power					
Nı	umber of		0			
	shares	8.	Shared voting power			
	neficially wned by		12,071,130			
re	each porting	9.	Sole dispositive power			
	person					
	with	10.	0 Shared dispositive power			
11.	Aggrega	te am	12,071,130 Dount beneficially owned by each reporting person			
11.			sant ocherichany owned of each reporting periodi			
10	12,071,					
12.	Check if the aggregate amount in Row (11) excludes certain shares (see instructions)					
13.	Percent o	of clas	is represented by amount in Row (11)			
	4.2%					
14.		eport	ing person (see instructions)			
	00					

CUSII	P No. 60879B107	Page 10 of 15				
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) $\Box$ (b) $\boxtimes$					
3.	SEC use only					
4.	Source of funds (see instructions)					
	00					
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) $\Box$					
6.	Citizenship or place of organization					
	BRITISH VIRGIN ISLANDS					
	7. Sole voting power					
Number of 0						
	shares 8. Shared voting power					
	wned by 12 071 130					
re	each 9. Sole dispositive power					
]	vith 0					
	10.   Shared dispositive power					
	12,071,130					
11.	Aggregate amount beneficially owned by each reporting person					
	12,071,130					
12.	Check if the aggregate amount in Row (11) excludes certain shares (see instructions)					
13.	Percent of class represented by amount in Row (11)					
	4.2%					
14.	Type of reporting person (see instructions)					
	00					

CUSI	JSIP No. 60879B107 Page 11 o						
1.	Names o	f repo	orting persons. I.R.S. Identification Nos. of above persons (entities only)				
			G SHEN NTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
2.	Check the appropriate box if a member of a group (see instructions) (a) $\Box$ (b) $\boxtimes$						
3.	SEC use only						
4.	Source o	f funo	ds (see instructions)				
5.		discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e) $\Box$				
6.		-	r place of organization				
	110110	7.					
be	umber of shares neficially wned by	8.	0 Shared voting power 12,071,130				
	each eporting person with	9.	Sole dispositive power 0				
	With	10.	Shared dispositive power 12,071,130				
11.	Aggrega	te am	ount beneficially owned by each reporting person				
12.	12,071,130         .2.       Check if the aggregate amount in Row (11) excludes certain shares (see instructions) □						
13.		of clas	ss represented by amount in Row (11)				
14.	4.2% Type of 1	report	ting person (see instructions)				
	IN						

#### PREAMBLE

This Statement on Schedule 13D/A (this "Schedule 13D/A") amends the previous Schedule 13D filed on July 7, 2015 (the "Initial Filing") by SCC Growth I Holdco A, Ltd. ("SCCG I HOLDCO A"), Sequoia Capital China Growth Fund I, L.P. ("SCCGF I"), Sequoia Capital China Growth Partners Fund I, L.P. ("SCCGF PTRS I"), Sequoia Capital China GF Principals Fund I, L.P. ("SCCGF PRIN I"), Sequoia Capital China Growth Fund III, L.P. ("SCCGF MGMT I"), Sequoia Capital China GF Holdco III-A, Ltd. ("SCCGF HOLDCO III-A"), Sequoia Capital China Growth Fund III, L.P. ("SCCGF III"), SC China Growth III Co-Investment 2014-A, L.P. ("SCCG III CO-INV 2014-A"), SC China Growth III Management, L.P. ("SCCG III MGMT"), SC China Holding Limited ("SCC HOLD"), SNP China Enterprises Limited ("SNP") and Nan Peng Shen ("NS"), relating to Class A ordinary shares of Momo Inc., as amended by Amendment No. 1 filed on April 7, 2016 and Amendment No. 2 filed on August 24, 2016 (together with the Initial Filing, the "Original 13D"). Except as amended and restated herein, the information set forth in the Original 13D remains unchanged. Capitalized terms used herein without definition have meanings assigned thereto in the Original 13D.

As of March 7, 2017, the Reporting Persons beneficially own less than 5% of the Ordinary Shares of the Issuer. This is the final amendment to the Original 13D and constitutes an "exit filing" for the Reporting Persons.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Original 13D is hereby amended and restated in its entirety as follows:

(a)-(b) The responses of each Reporting Person to Rows (7) through (13) of the cover pages of this Schedule 13D/A are hereby incorporated by reference in this Item 5. The percentage of the class of securities identified pursuant to Item 1 beneficially owned by each Reporting Person is based on an aggregate of 286,865,033 Ordinary Shares issued and outstanding as of December 31, 2015, as disclosed in the Company's annual report on Form 20-F filed with the Securities and Exchange Commission on April 25, 2016.

(c) The following Reporting Persons engaged in the following open-market transactions with respect to the Issuer's Ordinary Shares during the last 60 days:

#### SCCG I HOLDCO A

Transaction Date	Number of Shares	Price	per Share	Type of Transaction
2/16/2017	50,958	\$	27.00(1)	Sale
2/17/2017	103,344	\$	27.00(2)	Sale
2/21/2017	73,586	\$	27.01(3)	Sale
3/07/2017	395,144	\$	30.00(4)	Sale
3/08/2017	17,544	\$	30.57(5)	Sale

#### SCCGF HOLDCO III-A

Transaction Date	Number of Shares	Price	per Share	Type of Transaction
2/16/2017	280,290	\$	27.00(1)	Sale
2/17/2017	568,438	\$	27.00(2)	Sale
2/21/2017	404,622	\$	27.01(3)	Sale
3/07/2017	2,173,472	\$	30.00(4)	Sale
3/08/2017	96,312	\$	30.57(5)	Sale

#### SCCG III CO-INV 2014-A

Transaction Date	Number of Shares	Price per Share		Type of Transaction
2/16/2017	127,416	\$	27.00(1)	Sale
2/17/2017	258,406	\$	27.00(2)	Sale
2/21/2017	183,862	\$	27.01(3)	Sale
3/07/2017	988,038	\$	30.00(4)	Sale
3/08/2017	43,682	\$	30.57(5)	Sale

(1) The sales were executed in multiple transactions ranging from \$27.00 to \$27.05 per share. The price above reflects the weighted-average price per share. The Reporting Persons undertake to provide full information regarding the number of shares sold at each separate price upon request by the Staff of the Securities and Exchange Commission.

- (2) The sales were executed in multiple transactions ranging from \$27.00 to \$27.01 per share. The price above reflects the weighted-average price per share. The Reporting Persons undertake to provide full information regarding the number of shares sold at each separate price upon request by the Staff of the Securities and Exchange Commission.
- (3) The sales were executed in multiple transactions ranging from \$27.00 to \$27.13 per share. The price above reflects the weighted-average price per share. The Reporting Persons undertake to provide full information regarding the number of shares sold at each separate price upon request by the Staff of the Securities and Exchange Commission.
- (4) The sales were executed in multiple transactions ranging from \$30.00 to \$30.16 per share. The price above reflects the weighted-average price per share. The Reporting Persons undertake to provide full information regarding the number of shares sold at each separate price upon request by the Staff of the Securities and Exchange Commission.
- (5) The sales were executed in multiple transactions ranging from \$30.28 to \$30.89 per share. The price above reflects the weighted-average price per share. The Reporting Persons undertake to provide full information regarding the number of shares sold at each separate price upon request by the Staff of the Securities and Exchange Commission.

Other than the foregoing, no transactions in the Issuer's Ordinary Shares have been effected by the Reporting Persons in the last sixty (60) days.

(d) Not applicable.

(e) As a result of the transactions described herein, on March 7, 2017, each of the Reporting Persons ceased to be the beneficial owner of more than 5% of the Ordinary Shares. The filing of this Amendment No. 3 represents the final amendment to the Original 13D and constitutes an "exit filing" for the Reporting Persons.

#### SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: Mach 9, 2017

SCC Growth I Holdco A, Ltd.

- By: Sequoia Capital China Growth Fund I, L.P. its Member
- By: Sequoia Capital China Growth Fund Management I, L.P. its General Partner
- By: SC China Holding Limited its General Partner
- By: /s/ Nan Peng Shen Nan Peng Shen

Sequoia Capital China Growth Fund I, L.P.

- By: Sequoia Capital China Growth Fund Management I, L.P. its General Partner
- By: SC China Holding Limited its General Partner
- By: /s/ Nan Peng Shen Nan Peng Shen

Sequoia Capital China Growth Fund Management I, L.P.

- By: SC China Holding Limited its General Partner
- By: /s/ Nan Peng Shen Nan Peng Shen

Sequoia Capital China GF Holdco III-A, Ltd.

- By: Sequoia Capital China Growth Fund III, L.P. its Member
- By: SC China Growth III Management, L.P. its General Partner
- By: SC China Holding Limited its General Partner
- By: /s/ Nan Peng Shen Nan Peng Shen

Sequoia Capital China Growth Fund III, L.P.

- By: SC China Growth III Management, L.P. its General Partner
- By: SC China Holding Limited its General Partner

By: /s/ Nan Peng Shen Nan Peng Shen

SC China Growth III Co-Investment 2014-A, L.P.

- By: SC China Growth III Management, L.P. its General Partner
- By: SC China Holding Limited its General Partner

By: /s/ Nan Peng Shen Nan Peng Shen

SC China Growth III Management, 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