

Momo Inc.  
Form SC 13D  
July 06, 2015

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**

**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**  
**Sichuan Zhang**  
**Gallant Future Holdings Limited**  
**c/o 20th Floor, Block B**  
**Tower 2, Wangjing SOHO**  
**No.1 Futongdong Street**

**Matrix Partners China II Hong Kong Limited**  
**Matrix Partners China II, L.P.**  
**Matrix Partners China II-A, L.P.**  
**Matrix China Management II, L.P.**  
**Matrix China II GP GP, Ltd.**  
**Yibo Shao**

**Chaoyang District, Beijing 100102**

**People's Republic of China**

**+86-10 5731-0567**

**c/o Suite 08, 20th Floor,**

**One International Finance Centre**

**1 Harbour View Street, Central, Hong Kong**

**+852 3960-6592**

**With copies to:**

**Z. Julie Gao, Esq.**

**Haiping Li, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

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

**15 Queen's Road Central**

**Hong Kong**

**+852 3740-4700**

**Peter X. Huang, Esq.**

**Daniel Dusek, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**30/F, China World Office 2**

**No. 1, Jian Guo Men Wai Avenue**

**Beijing 100004 China**

**+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.

Edgar Filing: Momo Inc. - Form SC 13D

- \* This statement on Schedule 13D (the Schedule 13D ) constitutes an initial Schedule 13D filing on behalf of each 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 ), 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 ). The Class A Ordinary Shares beneficially owned by Mr. Tang, Ms. Zhang and Gallant Future were previously reported on a Schedule 13G filed on February 17, 2015. The Class A Ordinary Shares beneficially owned by the Matrix Funds and Mr. Shao were previously reported on a Schedule 13G filed on February 4, 2015.
- \*\* This CUSIP number applies to the Issuer's American depositary 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

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

99,348,870 Ordinary Shares<sup>(1)</sup>

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

99,348,870 Ordinary Shares<sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person

99,348,870 Ordinary Shares<sup>(1)</sup>

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

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

26.1%<sup>(2)</sup> (representing 77.7% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)<sup>(3)</sup>

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) 1,968,750 Class A Ordinary Shares that Mr. Tang has the right to acquire upon exercise of options within 60 days after June 23, 2015, and (ii) 493,750 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 June 23, 2015.
- (2) The calculation is based on 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, 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

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

99,348,870 Ordinary Shares<sup>(1)</sup>

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

99,348,870 Ordinary Shares<sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person

99,348,870 Ordinary Shares<sup>(1)</sup>

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

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

26.1%<sup>(2)</sup> (representing 77.7% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)<sup>(3)</sup>

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) 1,968,750 Class A Ordinary Shares that Mr. Tang has the right to acquire upon exercise of options within 60 days after June 23, 2015, and (ii) 493,750 Class A Ordinary Shares that Ms. Zhang has the right to acquire upon exercise of options within 60 days after June 23, 2015.
- (2) The calculation is based on 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, 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

7 Sole voting power

Number of

shares

96,886,370 Ordinary Shares<sup>(1)</sup>

beneficially 8 Shared voting power

owned by

each

0  
9 Sole dispositive power

reporting

person

96,886,370 Ordinary Shares<sup>(1)</sup>

with 10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person



96,886,370 Ordinary Shares<sup>(1)</sup>

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

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

25.6%<sup>(2)</sup> (representing 77.5% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)<sup>(3)</sup>

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 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, 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

7 Sole voting power

Number of

shares

65,970,897 Ordinary Shares<sup>(1)</sup>

beneficially

8 Shared voting power

owned by

each

0

9 Sole dispositive power

reporting

person

65,970,897 Ordinary Shares<sup>(1)</sup>

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

65,970,897 Ordinary Shares<sup>(1)</sup>

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

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

17.5%<sup>(2)</sup> (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)<sup>(3)</sup>

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 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, 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

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

65,970,897 Ordinary Shares<sup>(1)</sup>

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

65,970,897 Ordinary Shares<sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person

65,970,897 Ordinary Shares<sup>(1)</sup>

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

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

17.5%<sup>(2)</sup> (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)<sup>(3)</sup>

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 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, 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

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

65,970,897 Ordinary Shares<sup>(1)</sup>  
9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

65,970,897 Ordinary Shares<sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person

65,970,897 Ordinary Shares<sup>(1)</sup>

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

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

17.5%<sup>(2)</sup> (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)<sup>(3)</sup>

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 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, 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

7 Sole voting power

Number of

shares

65,970,897 Ordinary Shares<sup>(1)</sup>

beneficially

8 Shared voting power

owned by

each

0  
9 Sole dispositive power

reporting

person

65,970,897 Ordinary Shares<sup>(1)</sup>

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person



65,970,897 Ordinary Shares<sup>(1)</sup>

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

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

17.5%<sup>(2)</sup> (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)<sup>(3)</sup>

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 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, 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 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

7 Sole voting power

Number of

shares

65,970,897 Ordinary Shares<sup>(1)</sup>

beneficially

8 Shared voting power

owned by

each

0  
9 Sole dispositive power

reporting

person

65,970,897 Ordinary Shares<sup>(1)</sup>

with

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

65,970,897 Ordinary Shares<sup>(1)</sup>

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

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

17.5%<sup>(2)</sup> (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)<sup>(3)</sup>

14 Type of reporting person (see instructions)

CO

- (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 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, 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

Yibo Shao

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

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

65,970,897 Ordinary Shares<sup>(1)</sup>

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

65,970,897 Ordinary Shares<sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person

65,970,897 Ordinary Shares<sup>(1)</sup>

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

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

17.5%<sup>(2)</sup> (representing 5.3% of the voting power of the total outstanding Ordinary Shares (including Class A and Class B Ordinary Shares) of the Company)<sup>(3)</sup>

14 Type of reporting person (see instructions)

IN

- (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 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, 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.

## Item 1. Security and Issuer.

This Schedule 13D relates to the Class A Ordinary Shares of the Company. The Ordinary Shares of the Company consist of Class A Ordinary Shares and Class B Ordinary Shares, par value US\$0.0001 each.

American depositary shares (the ADSs, and each, an ADS ), each representing two Class A Ordinary Shares, of the Company are listed on the NASDAQ Global Select Market under the symbol MOMO.

The principal executive offices of the Company are located at 20<sup>th</sup> Floor, Block B, Tower 2, Wangjing SOHO, No.1 Futongdong Street, Chaoyang District, Beijing 100102, People's Republic of China (the PRC ).

## Item 2. Identity and Background.

Mr. Tang, Ms. Zhang, Gallant Future, the Matrix Funds and Mr. Shao are collectively referred to herein as Reporting Persons, and each, a Reporting Person.

(a) (c), (f) This Schedule 13D is being filed jointly by the Reporting Persons pursuant to Rule 13d-1(k) promulgated by the SEC under Section 13 of the Act. The Reporting Persons may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Act with respect to the transaction described in Item 4 of this Schedule 13D.

Except as otherwise stated herein, each Reporting Person expressly disclaims beneficial ownership for all purposes of the Ordinary Shares (including Class A Ordinary Shares represented by the ADSs) held by each other Reporting Person or by any member of the Buyer Group (as defined in Item 4) that is not a Reporting Person.

The agreement among the Reporting Persons relating to the joint filing is attached hereto as Exhibit A. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information concerning the other Reporting Persons, except as otherwise provided in Rule 13d-1(k).

Mr. Tang is the co-founder, chairman of board of directors and chief executive officer of the Company. Ms. Zhang is a director and the president of U.S. operations of the Company, and the wife of Mr. Tang. Each of Mr. Tang and Ms. Zhang is a PRC citizen. Gallant Future is principally an investment holding vehicle. Gallant Future is a company organized and existing under the laws of the British Virgin Islands, and is wholly owned and controlled by a family trust controlled by Mr. Tang. The principal business address of each of Mr. Tang, Ms. Zhang and Gallant Future is c/o 20th Floor, Block B, Tower 2, Wangjing SOHO, No.1 Futongdong Street, Chaoyang District, Beijing 100102, People's Republic of China.

The principal business of Matrix Management and Matrix GP are to serve as direct and indirect general partners, respectively, of Matrix China II and Matrix China II-A. The principal business of Matrix HK is to acquire, hold and dispose of interests in various companies for investment purposes and to take all actions incidental thereto. The principal business of Matrix China II and Matrix China II-A is to hold indirect interests in various companies for investment purposes. Mr. Shao is a director of Matrix GP and is a PRC citizen. Matrix HK is a company incorporated in Hong Kong. Matrix China II and Matrix China II-A are limited partnerships formed in the Cayman Islands and managed by Matrix Management, a limited partnership formed in the Cayman Islands, which in turn is managed by Matrix GP, a company incorporated in the Cayman Islands. The business address of each of the Matrix Funds and Mr. Shao is c/o Suite 08, 20th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.

The name, business address, present principal occupation or employment and citizenship of each of the executive officers and directors of each of Gallant Future, Matrix HK and Matrix GP are set forth on Schedule A hereto and are incorporated herein by reference.

(d) (e) During the last five years, none of the Reporting Persons and, to the best knowledge of each Reporting Person, any of the persons listed on Schedule A hereto has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### **Item 3. Source and Amount of Funds or Other Consideration.**

This Schedule 13D is being filed because, under the facts and circumstances described in Items 2, 4 and 5, the Reporting Persons, and members of the Buyer Group (as defined in Item 4) that are not Reporting Persons, may be deemed to be a group within the meaning of Section 13(d)(3) of the Act. This filing is not being made as a result of any particular acquisitions or dispositions of Ordinary Shares by the Reporting Persons.

The descriptions of the principal terms of the Proposal (as defined below) under Item 4 are incorporated herein by reference in its entirety.

### **Item 4. Purpose of Transaction.**

On June 23, 2015, Mr. Tang, Matrix HK, Sequoia Capital China Investment Management L.P. and Huatai Ruilian Fund Management Co., Ltd. (collectively, the Buyer Group ) jointly submitted a non-binding proposal (the Proposal ) to the Company's board of directors related to the proposed acquisition of all of the Ordinary Shares not beneficially owned by the Buyer Group for cash consideration equal to US\$18.90 per ADS, or US\$9.45 per Class A Ordinary Share (the Proposed Transaction ).

The Proposed Transaction is subject to a number of conditions, including, among other things, the negotiation and execution of a definitive merger agreement and other related agreements mutually acceptable in form and substance to the Company and the Buyer Group. Neither the Company nor any member of the Buyer Group is obligated to complete the Proposed Transaction, and a binding commitment with respect to the Proposed Transaction will result only from the execution of definitive documents, and then will be on the terms provided in such documentation.

On July 6, 2015, the Buyer Group entered into a consortium agreement (the Consortium Agreement ), pursuant to which the Buyer Group will cooperate in connection with a possible acquisition transaction (the Transaction ) with respect to the Company as contemplated by the Proposal. The Consortium Agreement provides, among other things, for: cooperation in arranging financing; engaging advisors; and cooperation in preparing definitive documentation with respect to the Transaction. During the period beginning on the date of the Consortium Agreement and ending on the earlier of (i) 9-month after the date of the Consortium Agreement and (ii) the termination of the Consortium Agreement on the mutual written agreement of the members of the Buyer Group, members of the Buyer Group have agreed to work exclusively with each other with respect to the Transaction.

If the Proposed Transaction is completed, the Company's ADSs would become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Act and would be delisted from the NASDAQ Global Select Market.

References to each of the Consortium Agreement and the Proposal in this Schedule 13D are qualified in their entirety by reference to the Consortium Agreement and the Proposal, copies of which are attached hereto as Exhibit B and Exhibit C, and incorporated herein by reference in their entirety.

Except as indicated above, the Reporting Persons have no plans or proposals which relate to or would result in any of the actions specified in paragraphs (a) through (j) of Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

(a) (b) The responses of each Reporting Person to Rows (11) through (13) of the cover pages of this Schedule 13D 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 377,756,110 Ordinary Shares (including Class A and Class B Ordinary Shares) outstanding as of March 31, 2015, as disclosed in the Company's current report on Form 6-K furnished to the Commission on May 19, 2015, assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.

Holders of Class A Ordinary Share and Class B Ordinary Share have the same rights except for voting and conversion rights. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. 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.

By virtue of their actions in respect of the Proposed Transaction as described herein, the Reporting Persons, and members of the Buyer Group that are not Reporting Persons, may be deemed to constitute a group within the meaning of Rule 13d-5(b) under the Act. As a member of a group, each of the Reporting Persons may be deemed to beneficially own the Ordinary Shares beneficially owned by the members of the group as a whole; thus, each Reporting Person may be deemed to beneficially own an aggregate of 183,890,733 outstanding Ordinary Shares (including an aggregate of 2,462,500 Class A Ordinary Shares issuable upon the exercise of options held by Reporting Persons that are exercisable within 60 days after June 23, 2015), which represents approximately 48.4% of the total outstanding Ordinary Shares and approximately 84.3% of the voting power of the total outstanding Ordinary Shares. The aggregate of 183,890,733 outstanding Ordinary Shares include (i) 2,063,441 Class A Ordinary Shares held by SCC Growth I Holdco A, Ltd., (ii) 11,348,923 Class A Ordinary Shares held by Sequoia Capital China GF Holdco III-A, Ltd. and (iii) 5,158,602 Class A Ordinary Shares held by SC China Growth III Co-Investment 2014-A, L.P., as reported in a Schedule 13G filed by Sequoia Capital China GF Holdco III-A, Ltd. on February 12, 2015. Except as otherwise stated herein, each Reporting Person expressly disclaims any beneficial ownership of the Ordinary Shares held by each other Reporting Person or by any member of the Buyer Group that is not a Reporting Person.

Mr. David Ying Zhang, a director of Matrix GP, is the beneficially owner of 284,375 Class A Ordinary Shares, representing 284,375 Class A Ordinary Shares that Mr. Zhang has the right to acquire upon exercise of options within 60 days from June 23, 2015.



Except as disclosed in this Schedule 13D, none of the Reporting Persons nor, to the best of their knowledge, any of the persons listed in Schedule A hereto, beneficially owns any Ordinary Shares or has the right to acquire any Ordinary Shares.

Except as disclosed in this Schedule 13D, none of the Reporting Persons nor, to the best of their knowledge, any of the persons listed in Schedule A hereto, presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the Ordinary Shares which it may be deemed to beneficially own.

(c) None of the Reporting Persons nor, to the best of their knowledge, any of the persons listed in Schedule A hereto, has effected any transaction in the Ordinary Shares during the past 60 days.

(d) Except as disclosed in this Schedule 13D, to the best knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Ordinary Shares beneficially owned by any of the Reporting Persons.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.**

The descriptions of the principal terms of the Consortium Agreement and the Proposal under Item 4 are incorporated herein by reference in their entirety.

To the best knowledge of the Reporting Persons, except as provided herein, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and between any of the Reporting Persons and any other person with respect to any securities of the Company, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies, or a pledge or contingency, the occurrence of which would give another person voting power over the securities of the Company.

**Item 7. Material to be Filed as Exhibits.**

**Exhibit  
No.**

**Description**

- |   |   |
|---|---|
| A | Joint Filing Agreement dated July 6, 2015 by and among the Reporting Persons.   |
| B | Consortium Agreement, dated July 6, 2015, by and among Mr. Tang, Matrix HK, Sequoia Capital China Investment Management L.P. and Huatai Ruilian Fund Management Co., Ltd. |
| C | Proposal Letter dated June 23, 2015 from the Buyer Group to the board of directors of the Company.  |

**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.

Date: July 6, 2015

**Yan Tang**

By: /s/ Yan Tang

**Sichuan Zhang**

By: /s/ Sichuan Zhang

**Gallant Future Holdings Limited**

By: /s/ Yan Tang  
Name: Yan Tang  
Title: Director

**Matrix Partners China II Hong Kong Limited**

By: Matrix Partners China II, L.P.  
By: Matrix China Management II, L.P.  
By: Matrix China II GP GP, Ltd.

By: /s/ Yibo Shao  
Name: Yibo Shao  
Title: Director

**Matrix Partners China II, L.P.**

By: Matrix China Management II, L.P.  
By: Matrix China II GP GP, Ltd.

By: /s/ Yibo Shao  
Name: Yibo Shao  
Title: Director

**Matrix Partners China II-A, L.P.**

By: Matrix China Management II, L.P.  
By: Matrix China II GP GP, Ltd.

By: /s/ Yibo Shao  
Name: Yibo Shao  
Title: Director

**Matrix China Management II, L.P.**

By: Matrix China II GP GP, Ltd.

By: /s/ Yibo Shao  
Name: Yibo Shao  
Title: Director

**Matrix China II GP GP, Ltd.**

By: /s/ Yibo Shao  
Name: Yibo Shao  
Title: Director

**Yibo Shao**

By: /s/ Yibo Shao

---

**SCHEDULE A**

**EXECUTIVE OFFICERS AND DIRECTORS**

**Gallant Future Holdings Limited**

The business address of each of the following individuals is c/o 20<sup>th</sup> Floor, Block B, Tower 2, Wangjing SOHO, No.1 Futongdong Street, Chaoyang District, Beijing 100102, People's Republic of China.

**Directors:**

| <b>Name</b> | <b>Country of Citizenship</b>  |
|-------------|--------------------------------|
| Yan Tang    | The People's Republic of China |

**Executive Officers:**

None

**Matrix Partners China II Hong Kong Limited**

The business address of each of the following individuals is c/o Suite 08, 20<sup>th</sup> Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.

**Directors:**

| <b>Name</b>        | <b>Country of Citizenship</b>  |
|--------------------|--------------------------------|
| David Ying Zhang   | United States of America       |
| Timothy A. Barrows | United States of America       |
| David Su           | The Republic of Singapore      |
| Yibo Shao          | The People's Republic of China |

**Executive Officers:**

None

**Matrix China II GP GP, Ltd.**

The business address of each of the following individuals is c/o Suite 08, 20<sup>th</sup> Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.

**Directors:**

| <b>Name</b>        | <b>Country of Citizenship</b> |
|--------------------|-------------------------------|
| David Ying Zhang   | United States of America      |
| Timothy A. Barrows | United States of America      |
| David Su           | The Republic of Singapore     |

Yibo Shao

**Executive Officers:**

The People's Republic of China

None