UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

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

August 18, 2016 (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. \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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1.	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)				
	98-114	1870			
2.			ropriate box if a member of a group (see instructions)		
	(a) □	(b)			
3.	SEC use	only			
٥.	SEC use	Ollry			
4.	Source o	f func	ds (see instructions)		
_	00	1. 1			
5.	Check if	discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e) \Box		
6.	Citizensl	nip or	place of organization		
	Cayman Islands				
7. Sole voting p			Sole voting power		
Νι	ımber of		0		
	shares	8.	Shared voting power		
	neficially				
OV	vned by each		2,063,441		
re	porting	9.	Sole dispositive power		
I	person		0		
	with	10.	Shared dispositive power		
			2,063,441		
11.	Aggrega	te am	ount beneficially owned by each reporting person		
	2,063,4	<i>/</i> 11			
12.			ggregate amount in Row (11) excludes certain shares (see instructions)		
		0	50 - 50 - 10 - 10 - 10 - 10 - 10 - 10 -		
13.	Percent o	of clas	ss represented by amount in Row (11)		
	0.70/				
1.4	0.7%	ion oxt	ing person (see instructions)		
14.	Type of 1	eport	ing person (see instructions)		
	00				

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1.	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 th		ropriate box if a member of a group (see instructions)		
	(a) □	(b)			
3.	SEC use	only			
4.	Source o	t tunc	ds (see instructions)		
	00				
5.		discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e)		
Э.	CHECK II	uisci	usuale of regal proceedings is required pursuant to items 2(d) of 2(e)		
6.	Citizensl	nip or	place of organization		
	Cayma	n Isla	ands		
7. Sole voting power					
	imber of		0		
	shares reficially	8.	Shared voting power		
	vned by		D 000 444		
0,	each -		2,063,441		
re	porting	9.	Sole dispositive power		
]	person		0		
	with	10.	Shared dispositive power		
		10.	Shared dispositive power		
			2,063,441		
11.					
	2,063,441				
12.	Check if	the a	ggregate amount in Row (11) excludes certain shares (see instructions) \Box		
12	Doveout	.f al-	to varyacented by amount in Day (11)		
13.	13. Percent of class represented by amount in Row (11)				
	0.7%				
14.		enort	ing person (see instructions)		
17.	Type of i	сроп	mb person (see mountains)		
	PN				

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1.	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 th		ropriate box if a member of a group (see instructions)		
	(a) □	(b)			
3.	SEC use	only			
4.	Source o	f func	ds (see instructions)		
٦.	bource o	1 Iuii	is (see instructions)		
	00				
5.	Check if	discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e)		
6.	Citizensl	nip or	place of organization		
	C	. T.l.			
	Cayman Islands 7. Sole voting power				
		/.	Sole voling power		
Νι	ımber of		0		
	shares	8.	Shared voting power		
	neficially				
OV	vned by each		2,063,441		
re	porting	9.	Sole dispositive power		
	person				
	with	10			
		10.	Shared dispositive power		
			2,063,441		
11.	Aggrega	te am	ount beneficially owned by each reporting person		
	00 0				
	2,063,441				
12.	Check if	the a	ggregate amount in Row (11) excludes certain shares (see instructions) \Box		
12	Davaart	of also	or various anti-d by amount in Day (11)		
13.	13. Percent of class represented by amount in Row (11)				
	0.7%				
14.		eport	ing person (see instructions)		
	PN				

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1.	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				
٥.	SEC use	omy				
4.	Source o	f func	ds (see instructions)			
	00					
5.		discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
6.	Citizensl	nip or	place of organization			
	CAYMAN ISLANDS					
	7. Sole voting power					
_						
	ımber of shares					
	snares neficially	8.	Shared voting power			
	vned by		11,348,923			
	each	9.	Sole dispositive power			
	porting person					
1	with		0			
		10.	Shared dispositive power			
			11,348,923			
11.	Aggrega	te am	11,348,923 ount beneficially owned by each reporting person			
11.	Aggregate amount benefiterary owned by each reporting person					
	11,348,					
12.	Check if	the a	ggregate amount in Row (11) excludes certain shares (see instructions)			
13.	B. Percent of class represented by amount in Row (11)					
13.	reiceiil (or CldS	so represented by annount in Now (11)			
	4.0%					
14.	Type of	report	ing person (see instructions)			
	00					

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1.	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.			ropriate box if a member of a group (see instructions)		
	(a) □	(b)			
3.	SEC use	only			
٥.	SEC use	Olliy			
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		
	Ciri				
6.	Citizensi	np or	place of organization		
	CAYM	AN I	ISLANDS		
	7. Sole voting power				
Nı	ımber of		0		
	shares	8.	Shared voting power		
	eficially		St. ve. St. ve.		
OV	vned by each		11,348,923		
re	porting	9.	Sole dispositive power		
I	oerson with		0		
	witti	10.	Shared dispositive power		
			11,348,923		
11.	Aggrega	te am	ount beneficially owned by each reporting person		
	11,348,				
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)		
	4.0%				
14.	Type of	report	ing 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)				
	98-116				
2.			ropriate box if a member of a group (see instructions)		
	(a) □	(b)			
-	CE C				
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.	Citigonal	in or	place of organization		
0.	Citizensi	прог	place of organization		
	CAYMAN ISLANDS				
	7. Sole voting power				
	ımber of		0		
	shares neficially	8.	Shared voting power		
	vned by		5,158,602		
	each	9.	Sole dispositive power		
	porting	٦.	Sole dispositive power		
]	person with		0		
	With	10.	Shared dispositive power		
			5,158,602		
11.	Aggrega	te am	ount beneficially owned by each reporting person		
	F 1F0 C	'02			
12	5,158,6		ggregate amount in Row (11) excludes certain shares (see instructions)		
12.	CHECK II	uie d	ggregate amount in Now (11) excludes certain shales (see instructions).		
13.	3. Percent of class represented by amount in Row (11)				
	1.8%				
14.	1. Type of reporting person (see instructions)				
	DNI				

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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)				
	98-115				
2.			ropriate box if a member of a group (see instructions)		
	(a) □	(b)			
2	SEC use	1			
3.	SEC use	only			
4.	Source o	f func	ds (see instructions)		
	00	1. 1			
5.	Check if	discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e)		
6.	Citizensl	nip or	place of organization		
	CAYMAN ISLANDS				
7. Sole voting power					
Nı	ımber of		0		
	shares	8.	Shared voting power		
	neficially	0.	Shared voting power		
70	vned by		16,507,525		
rc	each porting	9.	Sole dispositive power		
	person				
	with		0		
		10.	Shared dispositive power		
			16,507,525		
11.	Aggrega	te am	ount beneficially owned by each reporting person		
	16,507				
12.	2. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) □				
13.	3. Percent of class represented by amount in Row (11)				
	5.8%				
14.	Type of	report	ing person (see instructions)		
	DN				

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1.	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.			ropriate box if a member of a group (see instructions)		
	(a) 🗆	(b)			
3.	SEC use	only			
5	one use	Olliy			
4.	Source o	f func	ds (see instructions)		
	00				
5.		disclo	osure of legal proceedings is required pursuant to Items 2(d) or 2(e)		
6.	Citizensl	nip or	place of organization		
	CANA	A NT 1	ICI ANDC		
	CAYMAN ISLANDS 7. Sole voting power				
7. Sole voting power					
Νι	ımber of		0		
	shares	8.	Shared voting power		
	neficially vned by				
Ü	each		18,570,966		
	porting	9.	Sole dispositive power		
I	person with		0		
	wiui	10.	Shared dispositive power		
18,570,966					
11.	Aggrega	te am	ount beneficially owned by each reporting person		
	18,570	966			
12.			ggregate amount in Row (11) excludes certain shares (see instructions)		
	2. Check it the aggregate amount in Now (11) excludes certain shares (see instructions)				
13.	Percent o	of clas	ss represented by amount in Row (11)		
	<i>C</i> F0/				
14.	6.5%	toport	ing percen (con instructions)		
14.	. Type of reporting person (see instructions)				
	Ω				

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1.	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 th	e app	ropriate 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.	Citizensl	nip or	place of organization	
	BRITISH VIRGIN ISLANDS			
		7.	Sole voting power	
Νι	ımber of		0	
	shares	8.	Shared voting power	
	eficially			
OV	vned by		18,570,966	
re	each porting	9.	Sole dispositive power	
	oerson			
	with	10		
		10.	Shared dispositive power	
			18,570,966	
11.	Aggrega	te am	ount beneficially owned by each reporting person	
	18,570,966			
12.	2. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) □			
13.	3. Percent of class represented by amount in Row (11)			
	6.5%			
14.	Type of	eport	ing person (see instructions)	
	00			

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1.	Names o	f repo	orting persons. I.R.S. Identification Nos. of above persons (entities only)	
	NAN PENG SHEN			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
2.			ropriate 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.		discl	osure of legal proceedings is required pursuant to Items 2(d) or 2(e) \Box	
	G			
6.	Citizensl	nip or	place of organization	
	HONG	KO	NG SAR	
		7.	Sole voting power	
Nı	ımber of		0	
	shares	8.	Shared voting power	
	neficially			
07	wned by each		18,570,966	
re	porting	9.	Sole dispositive power	
]	person with		0	
	WILLI	10.	Shared dispositive power	
			40 000	
11	Λασχοσο		18,570,966 ount beneficially owned by each reporting person	
11.	Aggrega	le aiii	ount beneficially owned by each reporting person	
	18,570,			
12.	Check if	the a	ggregate amount in Row (11) excludes certain shares (see instructions) \square	
13.	Percent o	of clas	ss represented by amount in Row (11)	
10.	1 creem (, citt	a represented by amount in toon (11)	
	6.5%			
14.	Type of i	eport	ing 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 Growth Fund Management I, L.P. ("SCCGF PRIN I"), Sequoia Capital China Growth Fund Management I, L.P. ("SCCGF MGMT I"), 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 (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.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Original Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

As described in Item 4 below, pursuant to the Proposal Withdrawal Notice (as defined in Item 4 below) and the Termination Agreement (as defined in Item 4 below), on August 18, 2016, the Buyer Group withdrew the Proposal and terminated the Consortium Agreement, as amended by the Amendment to the Consortium Agreement and Supplemented by the AIL Adherence Agreement and Yunfeng Adherence Agreement (the "Amended Consortium Agreement").

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

On August 18, 2016, the Buyer Group delivered a notice (the "<u>Proposal Withdrawal Notice</u>") to the Special Committee of the Board of Directors of the Issuer that notified the Issuer that the Buyer Group was withdrawing the Proposal and terminating any further discussion with the Issuer regarding the Proposal, with immediate effect.

On August 18, 2016, each of the members of the Buyer Group entered into a Termination Agreement dated as of August 18, 2016 (the "<u>Termination</u> Agreement") pursuant to which the Buyer Group terminated the Amended Consortium Agreement.

The descriptions of the Proposal Withdrawal Notice and the Termination Agreement in this Item 4 are qualified in their entirety by reference to the complete text of the Proposal Withdrawal Notice and the Termination Agreement, which have been filed as Exhibit 99.2 and Exhibit 99.3, respectively, to this Schedule 13D/A and are incorporated by reference in their entirety into this Item 4.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Original Schedule 13D is hereby amended by replacing the first paragraph of Item 5(a) and (b) thereof 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.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Original 13D is hereby amended and supplemented by adding the following at the end thereof:

The Proposal Withdrawal Notice and the Termination Agreement, which have been filed as Exhibit 99.2 and Exhibit 99.3, respectively, to this Schedule 13D/A, are hereby incorporated by reference in their entirety into this Item 6.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

<u>Exhibit</u>	<u>Description</u>
99.1	Joint Filing Agreement dated as of July 6, 2015, by and among SCCG I HOLDCO A, SCCGF I, SCCGF MGMT I, SCCGF HOLDCO III-A, SCCGF III, SCCGIII CO-INV 2014-A, SCCG III MGMT, SCC HOLD, SNP and NS (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed by the Reporting Persons on July 7, 2015 with the Securities and Exchange Commission).
99.2	Proposal Withdrawal Notice, dated August 18, 2016, addressed to the Special Committee of the Board of Directors of Momo Inc. by Mr. Yan Tang, Matrix Partners China II Hong Kong Limited, Sequoia Capital China Investment Management L.P., Huatai Ruilian Fund Management Co., Ltd., Alibaba Investment Limited and Rich Moon Limited (incorporated by reference to Exhibit 99.2 to the Schedule 13D/A filed by Alibaba Group Holding Ltd on August 19, 2016 with the Securities and Exchange Commission).
99.3	Termination Agreement, dated as of August 18, 2016, by and among Mr. Yan Tang, Matrix Partners China II Hong Kong Limited, Sequoia Capital China Investment Management L.P., Huatai Ruilian Fund Management Co., Ltd., Alibaba Investment Limited and Rich Moon Limited (incorporated by reference to Exhibit 99.3 to the Schedule 13D/A filed by Alibaba Group Holding Ltd on August 19, 2016 with the Securities and Exchange Commission).

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: August 24, 2016

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: <u>/s/ Nan Peng Shen</u>

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