

Noah Holdings Ltd
Form SC 13G/A
February 14, 2019

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

SCHEDULE 13G
(Rule 13d-102)
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

Noah Holdings Limited
(Name of Issuer)
Ordinary Shares, Par Value US\$0.0005 Per Share¹

(Title of Class of Securities)

65487X102²

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

¹ Two American depositary shares represent one ordinary share.

² This CUSIP number applies to the Issuer's American depositary shares.

CUSIP No. 65487X102

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1 NAMES OF REPORTING PERSON

Zhe Yin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

The People's Republic of China

5 SOLE VOTING POWER

NUMBER OF

SHARES

61,694,689.5 ordinary shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7

SOLE DISPOSITIVE POWER

REPORTING

PERSON

81,694,689.5 ordinary shares
SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,694,689.5 ordinary shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

5.6%³

12 TYPE OF REPORTING PERSON

IN

³ Based on 30,064,774 ordinary shares outstanding as of December 31, 2018

1 NAMES OF REPORTING PERSON

Yin Investment Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES

61,694,689.5 ordinary shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7

SOLE DISPOSITIVE POWER

REPORTING

PERSON

81,694,689.5 ordinary shares
SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,694,689.5 ordinary shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

5.6%⁴

12 TYPE OF REPORTING PERSON

CO

⁴ Based on 30,064,774 ordinary shares outstanding as of December 31, 2018

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Item 1(a).NAME OF ISSUER

Noah Holdings Limited

Item 1(b).ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES

No. 1687 Changyang Road, Changyang Valley, Building 2, Shanghai 200090, The People s Republic of China

Item 2(a).NAME OF PERSON FILING

Zhe Yin

Yin Investment Co., Ltd.

Item 2(b).ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

For each of Zhe Yin and Yin Investment Co., Ltd.:

Building 2, 1687 Changyang Road, Yangpu District, Shanghai, P.R. China, 200090

Item 2(c).CITIZENSHIP

Mr. Zhe Yin is a citizen of the People s Republic of China.

Yin Investment Co., Ltd. is a British Virgin Islands company.

Item 2(d).TITLE OF CLASS OF SECURITIES

Ordinary shares, par value US\$0.0005 per share

Item 2(e).CUSIP No.

65487X102.

This CUSIP number applies to the issuer s American depositary shares; Two American depositary shares represent one ordinary share.

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13D-1(B), OR 240.13D-2(B) OR (C),
CHECK WHETHER THE PERSON FILING IS A:**

Not applicable.

Item 4. OWNERSHIP

The information required by Items 4(a) - (c) is set forth in Rows 5-11 of the cover page hereto and is incorporated herein by reference.

Yin Investment Co., Ltd. (Yin Investment) is the record owner of 1,694,689.5 ordinary shares of the issuer. Mr. Zhe Yin is the sole director of Yin Investment and as such has power to vote and dispose of the ordinary shares held by Yin Investment. Mr. Zhe Yin is the beneficial owner of all the ordinary shares held by Yin Investment. The Trust was established for the purposes of Mr. Zhe Yin 's wealth management.

Yin Investment is indirectly wholly owned by ARK Trust (Hong Kong) Limited in its capacity as trustee of the Safe Harbor Trust (the Trust) constituted under the laws of Hong Kong, with Mr. Zhe Yin as the settlor and sole beneficiary of the Trust. Yin Investment is directly wholly owned by Phythm Profit Investment Limited, a British Virgin Islands company, which is in turn wholly owned by ARK Trust (Hong Kong) Limited, a professional trustee company. Therefore, ARK Trust (Hong Kong) Limited as trustee of the Trust may be considered to indirectly hold the shares of Yin Investment. However, the Trustee disclaims beneficial ownership of all such shares. ARK Trust (Hong Kong) Limited as trustee of the Trust has no power to dispose of the ordinary shares held by Yin Investment except upon written instruction by Mr. Zhe Yin, or to avoid criminal sanction or civil liability to persons not connected with the Trust, or to avoid adverse impact on the reputation of ARK Trust (Hong Kong) Limited or any of its associates.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

SIGNATURES

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

DATED: February 14, 2019

ZHE YIN

By: /s/ Zhe Yin

Name: Zhe Yin

YIN INVESTMENT CO., LTD.

By: /s/ Zhe Yin

Name: Zhe Yin

Title: Director

Exhibit

No.	Description
99.1*	Joint Filing Agreement, dated February 13, 2012, by and between Yin Investment Co., Ltd. and Zhe Yin

* previously filed