

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 *

Momo Inc.

(Name of Issuer)

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

(Title of Class of Securities)

60879B107⁽¹⁾

(CUSIP Number)

December 31, 2014

(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 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).

(1) This CUSIP number applies to the Issuer's American Depositary Shares, each representing two Class A Ordinary Shares.

1. Names of Reporting Persons
Alibaba Group Holding Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Cayman Islands

5. Sole Voting Power
77,749,140 Class A Ordinary Shares ⁽¹⁾

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
77,749,140 Class A Ordinary Shares ⁽¹⁾

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
Not applicable
-
11. Percent of Class Represented by Amount in Row (9)
28.2% of Class A Ordinary Shares (or 20.8% of the total ordinary shares assuming conversion of all outstanding Class B Ordinary Shares into the same number of Class A Ordinary Shares) ⁽¹⁾
-
12. Type of Reporting Person (See Instructions)
CO
-

(1) The Reporting Persons are deemed to beneficially own 77,749,140 Class A Ordinary Shares based on beneficial ownership of 76,269,140 Class A Ordinary Shares and 740,000 American depositary shares (the "ADSs"), representing 1,480,000 Class A Ordinary Shares. The percentage is based on the aggregate number of Class A Ordinary Shares and Class B Ordinary Shares issued and outstanding as of December 10, 2014, as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(4) of the Securities Act of 1933, as amended (the "Securities Act") with the Securities and Exchange Commission (the "SEC") on December 11, 2014.

1. Names of Reporting Persons
Alibaba Investment Limited
-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) o
- (b) x
-

3. SEC Use Only

4. Citizenship or Place of Organization
British Virgin Islands

5. Sole Voting Power
77,749,140 Class A Ordinary Shares ⁽¹⁾

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
77,749,140 Class A Ordinary Shares ⁽¹⁾

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
77,749,140 Class A Ordinary Shares ⁽¹⁾

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
Not applicable

11. Percent of Class Represented by Amount in Row (9)
28.2% of Class A Ordinary Shares (or 20.8% of the total ordinary shares assuming conversion of all outstanding Class B Ordinary Shares into the same number of Class A Ordinary Shares) ⁽¹⁾

12. Type of Reporting Person (See Instructions)
CO

- (1) The Reporting Persons are deemed to beneficially own 77,749,140 Class A Ordinary Shares based on beneficial ownership of 76,269,140 Class A Ordinary Shares and 740,000 American depositary shares (the “ADSs”), representing 1,480,000 Class A Ordinary Shares. The percentage is based on the aggregate number of Class A Ordinary Shares and Class B Ordinary Shares issued and outstanding as of December 10, 2014, as reported in the Issuer’s prospectus filed pursuant to Rule 424(b)(4) of the Securities Act of 1933, as amended (the “Securities Act”) with the Securities and Exchange Commission (the “SEC”) on December 11, 2014.

Item 1.

- (a) Name of Issuer
Momo Inc.
-
- (b) Address of Issuer’s Principal Executive Offices
20th Floor, Block B, Tower 2, Wangjing SOHO
No .1 Futongdong Road
Chaoyang District, Beijing 100020
People’s Republic of China
-

Item 2.

- (a) Name of Person Filing
This schedule is filed by and on behalf of:
- 1 Alibaba Group Holding Limited
2 Alibaba Investment Limited
-
- (b) Address of the Principal Office or, if none, Residence
- | | | |
|---|-------------------------------|---|
| 1 | Alibaba Group Holding Limited | c/o Alibaba Group Services Limited, 26/F Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. |
| 2 | Alibaba Investment Limited | Trident Chambers, P.O. Box 146 Road Town, Tortola, British Virgin Islands. |
-
- (c) Citizenship
- | | | |
|---|-------------------------------|------------------------|
| 1 | Alibaba Group Holding Limited | Cayman Islands |
| 2 | Alibaba Investment Limited | British Virgin Islands |
-
- (d) Title of Class of Securities
Class A Ordinary Shares
-
- (e) CUSIP Number
60879B107
-

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.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Reporting Person ⁽¹⁾	Amount beneficially owned	Percent of class ⁽²⁾	Sole power to vote or direct the vote ⁽²⁾	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of ⁽¹⁾	Shared power to dispose or to direct the disposition of
Alibaba Group Holding Limited	77,749,140	28.2%	77,749,140	0	77,749,140	0
Alibaba Investment Limited	77,749,140	28.2%	77,749,140	0	77,749,140	0

- (1) Alibaba Investment Limited is the record holder of 77,749,140 Class A Ordinary Shares of the Issuer based on beneficial ownership of 76,269,140 Class A Ordinary Shares and 740,000 American depositary shares, representing 1,480,000 Class A Ordinary Shares. Alibaba Investment Limited is wholly owned by Alibaba Group Holding Limited. Alibaba Group Holding Limited has voting and investment power with respect to these Class A Ordinary Shares or ADSs representing the Class A Ordinary Shares.
- (2) Represent 28.2% of Class A Ordinary Shares (or 20.8% of the total ordinary shares assuming conversion of all outstanding Class B Ordinary Shares into the same number of Class A Ordinary Shares). The percentage is based on the aggregate number of Class A Ordinary Shares and Class B Ordinary Shares issued and outstanding as of December 10, 2014, as reported in the Issuer’s prospectus filed pursuant to Rule 424(b)(4) of the Securities Act with the SEC on December 11, 2014.

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.

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

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SIGNATURES

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: February 13, 2015

Alibaba Group Holding Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert
Title: General Counsel and Secretary

Alibaba Investment Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert
Title: Director

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EXHIBIT INDEX

Exhibit No. _____ Agreement pursuant to 13d-1(k) among Alibaba Group Holding Limited and Alibaba Investment Limited.
99.1

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Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A Ordinary Shares, par value US\$0.0001 per share, of Momo Inc., a Cayman Islands company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

Signature Page

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 13, 2015.

Alibaba Group Holding Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert
Title: General Counsel and Secretary

Alibaba Investment Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert
Title: Director
