SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

3235-0104 OMB Number:

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Date of Event Requiring Statement (Month/Day/Year) 06/16/2021		3. Issuer Name and Ticker or Trading Symbol <u>23andMe Holding Co.</u> [ME]					
(Last) (First) (Middle) 2800 SAND HILL ROAD, SUITE 101			4. Relationship of Report Issuer (Check all applicable) Director Officer (give	X 10% O	wner 6.	ed (Month/Day/	int/Group Filing
(Street) MENLO PARK CA 94025			title below)	below)		Form filed I Person	by One Reporting
(City) (State) (Zip)							
1. Title of Security (Instr. 4)	lable I - No	on-Deriva	tive Securities Bene 2. Amount of Securities Beneficially Owned (Ins 4)	3. Owne	ership 4. N Direct Owr Direct	ature of Indire ership (Instr. !	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
			3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	5)
Class B Common Stock, \$0.0001 par value	(1)	(1)	Class A Common Stock	3,634,310	(1)	I	Sequoia Capital Growth Fund III, L.P. ⁽²⁾⁽³⁾⁽⁴⁾
Class B Common Stock, \$0.0001 par value	(1)	(1)	Class A Common Stock	6,135,652	(1)	I	Sequoia Capital U.S. Growth Fund VII, L.P. ⁽²⁾ (3)(4)
Class B Common Stock, \$0.0001 par value	(1)	(1)	Class A Common Stock	504,692	(1)	I	Sequoia Capital U.S. Growth VII Principals Fund, L.P. ⁽²⁾⁽³⁾⁽⁴⁾
Class B Common Stock, \$0.0001 par value	(1)	(1)	Class A Common Stock	3,818,329	(1)	I	Sequoia Capital U.S. Growth Fund VIII, L.P. (2)(3)(4)
Class B Common Stock, \$0.0001 par value	(1)	(1)	Class A Common Stock	3,670,314	(1)	I	Sequoia Capital Global Growth Fund II, L.P. ⁽²⁾⁽³⁾ (4)
Class B Common Stock, \$0.0001 par value	(1)	(1)	Class A Common Stock	55,143	(1)	I	Sequoia Capital Global Growth II Principals Fund, L.P. ⁽²⁾⁽³⁾⁽⁴⁾
Class B Common Stock, \$0.0001 par value	(1)	(1)	Class A Common Stock	1,235,148	(1)	Ι	Sequoia Grove II, LLC ⁽⁵⁾

Name and Address of Reporting Person

<u>SC US (TTG</u>	<u>P), LTD.</u>	
	(First) LL ROAD, SUITE	
(Street) MENLO PARK	CA	94025
(City)	(State)	(Zip)
	ss of Reporting Perso wth VII Manag	
(Last) 2800 SAND HII	(First) LL ROAD, SUITE	(Middle)
(Street) MENLO PARK	СА	94025
(City)	(State)	(Zip)
	ss of Reporting Perso APITAL U.S. (<u>P.</u>	
	(First) LL ROAD, SUITE	(Middle) 101
(Street) MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Addres	(State) ss of Reporting Perso APITAL U.S. (ALS FUND, L	n [*] GROWTH
1. Name and Addres <u>SEQUOIA C</u> <u>VII PRINCIP</u> (Last)	ss of Reporting Perso	n* <u>GROWTH</u> <u>P.</u> (Middle)
1. Name and Addres <u>SEQUOIA C</u> <u>VII PRINCIP</u> (Last)	ss of Reporting Perso APITAL U.S. (ALS FUND, L (First) LL ROAD, SUITE	n* <u>GROWTH</u> <u>P.</u> (Middle)
1. Name and Addres <u>SEQUOIA C</u> <u>VII PRINCIP</u> (Last) 2800 SAND HII (Street)	ss of Reporting Perso APITAL U.S. (ALS FUND, L (First) LL ROAD, SUITE	n* <u>GROWTH</u> <u>.P.</u> (Middle) 101
1. Name and Address SEQUOIA C. VII PRINCIP (Last) 2800 SAND HII (Street) MENLO PARK (City) 1. Name and Address	cA	n* <u>GROWTH</u> <u>P.</u> (Middle) 101 94025 (Zip) n*
1. Name and Addres SEQUOIA C. VII PRINCIP (Last) 2800 SAND HII (Street) MENLO PARK (City) 1. Name and Addres SCGF III MA (Last)	ss of Reporting Perso APITAL U.S. (ALS FUND, I (First) LL ROAD, SUITE CA (State)	n* <u>GROWTH</u> <u>.P.</u> (Middle) 101 94025 (Zip) n* <u>LLC</u> (Middle)
1. Name and Addres SEQUOIA C. VII PRINCIP (Last) 2800 SAND HII (Street) MENLO PARK (City) 1. Name and Addres SCGF III MA (Last)	ss of Reporting Perso APITAL U.S. (PALS FUND, I (First) LL ROAD, SUITE CA (State) ss of Reporting Perso NAGEMENT (First) LL ROAD, SUITE	n* <u>GROWTH</u> <u>.P.</u> (Middle) 101 94025 (Zip) n* <u>LLC</u> (Middle)
1. Name and Addres SEQUOIA C. VII PRINCIP (Last) 2800 SAND HII (Street) MENLO PARK (City) 1. Name and Addres SCGF III MA (Last) 2800 SAND HII (Street)	ss of Reporting Perso APITAL U.S. (PALS FUND, I (First) LL ROAD, SUITE CA (State) ss of Reporting Perso NAGEMENT (First) LL ROAD, SUITE	n* <u>GROWTH</u> <u>.P.</u> (Middle) 101 94025 (Zip) n* <u>LLC</u> (Middle) 101
1. Name and Addres SEQUOIA C. VII PRINCIP (Last) 2800 SAND HII (Street) MENLO PARK (City) 1. Name and Addres SCGF III MA (Last) 2800 SAND HII (Street) MENLO PARK (City) 1. Name and Addres	ss of Reporting Perso APITAL U.S. (PALS FUND, L (First) LL ROAD, SUITE CA (State) ss of Reporting Perso NAGEMENT (First) LL ROAD, SUITE CA	n* <u>GROWTH</u> <u>.P.</u> (Middle) 101 94025 (Zip) n* <u>LLC</u> (Middle) 101 94025 (Zip) 101

(Street) MENLO PARK	CA	94025
(City)	(State)	(Zip)
	s of Reporting Perso	
SC U.S. Grov	<u>vth VIII Manag</u>	<u>gement, L.P.</u>
(Last)	(First)	(Middle)
2800 SAND HIL	L ROAD, SUITE	101
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
	(State) ss of Reporting Perso	
1. Name and Addres	. ,	n*
1. Name and Addres	s of Reporting Perso	n*
1. Name and Addres	s of Reporting Perso	n*
1. Name and Address Sequoia Capit L.P.	s of Reporting Perso tal U.S. Growt	n [*] <u>h Fund VIII</u> , (Middle)
1. Name and Address Sequoia Capit L.P.	ss of Reporting Perso tal U.S. Growt (First)	n [*] <u>h Fund VIII</u> , (Middle)
1. Name and Address Sequoia Capit L.P. (Last) 2800 SAND HIL	ss of Reporting Perso tal U.S. Growt (First) .L ROAD, SUITE	n [*] <u>h Fund VIII</u> , (Middle)

Explanation of Responses:

1. Shares of Class B Common Stock, which are not registered under the Securities Exchange Act of 1934, as amended, are convertible into shares of Class A Common Stock on a share-for-share basis.

2. SC US (TTGP), Ltd. is (i) the general partner of SC U.S. Growth VII Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund VII, L.P. ("GF VII") and Sequoia Capital U.S. Growth VII Principals Fund, L.P. ("GFVII PF") (collectively, the GF VII Funds); (ii) the general partner of SC U.S. Growth VIII Management, L.P., which is the general partner of Sequoia Capital U.S. Growth VII Principals Fund, L.P. ("GFVII"); and (iii) the general partner of SC Global Growth II Management, L.P., which is the general partner of sequoia Capital Global Growth Fund VII, L.P. ("GF VIII"); and (iii) the general partner of SC Global Growth II Management, L.P., which is the general partner of each of Sequoia Capital Global Growth Fund II, L.P. ("GGF II") and Sequoia Capital Global Growth II Principals Fund, L.P ("GGFII PF") (collectively, the GGF II") and Sequoia Capital Global Growth II Principals Fund, L.P ("GGFII PF") (collectively, the GGF II") and Sequoia Capital Global Growth II Principals Fund, L.P ("GGFII PF") (collectively, the GGF II Funds).

3. (Continued from Footnote 2) As a result, SC US (TTGP), Ltd. may be deemed to share voting and dispositive power with respect to the shares held by the GFVII Funds, GF VIII and the GGF II Funds. SCGF III Management, LLC is a general partner of Sequoia Capital Growth Fund III, L.P., and, as a result, SCGF III Management, LLC may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Growth Fund III, L.P. The directors and stockholders of SC US (TTGP), Ltd. who exercise voting and investment discretion with respect to the GGF II Funds are Douglas Leone and Roelof Botha. By virtue of the relationships described in this paragraph, Douglas Leone and Roelof Botha may be deemed to share voting and dispositive power with respect to the shares held by the GGF II Funds.

4. (Continued from Footnote 3) Each of Douglas Leone, Roelof Botha, SC US (TTGP), Ltd., SC U.S. Growth VII Management, L.P., SC U.S. Growth VIII Management, L.P. and SC Global Growth II Management, L.P. disclaims beneficial ownership of the shares held by the GFVII Funds, GF VIII and the GGF II Funds, as applicable, except to the extent of his or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes. SCGF III Management, LLC disclaims beneficial ownership of the shares held by Sequoia Capital Growth Fund III, L.P., except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

5. Sequoia Grove Manager, LLC is the manager of Sequoia Grove II, LLC. As a result, Sequoia Grove Manager, LLC may be deemed to share beneficial ownership with respect to the shares held by Sequoia Grove II, LLC. Each of Sequoia Grove Manager, LLC and Sequoia Grove II, LLC disclaims beneficial ownership of the shares held by Sequoia Grove II, LLC except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

Form 1 of 2

By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd.	<u>06/25/2021</u>
<u>By: /s/ Jung Yeon Son, by</u> power of attorney for	
Douglas Leone, a Director of SC US (TTGP), Ltd., the General Partner of SC U.S. Growth VII Management, L.P.	<u>06/25/2021</u>
By: /s/ Jung Yeon Son, by power of attorney for	<u>06/25/2021</u>
Douglas Leone, a Director of SC US (TTGP), Ltd., the General Partner of SC U.S. Growth VII	

Management, L.P., the **General Partner of Sequoia** Capital U.S. Growth Fund VII, L.P. By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd., the General Partner of SC 06/2<u>5/2021</u> U.S. Growth VII Management, L.P., the General Partner of Sequoia Capital U.S. Growth VII Principals Fund, L.P. By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director 06/25/2021 of SCGF III Management, LLC By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SCGF III Management, 06/25/2021 LLC, the General Partner of Sequoia Capital Growth Fund III, L.P. By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd., 06/25/2021 the General Partner of SC U.S. Growth VIII Management, L.P. By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd., the General Partner of SC 06/25/2021 U.S. Growth VIII Management, L.P., the **General Partner of Sequoia** Capital U.S. Growth Fund VIII, L.P. ** Signature of Reporting Date Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.