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 SC US (TTGP), LTD. (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 - Ne	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)							
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration D (Month/Day/	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	Beneficial) Ownership (Instr. ct 5)
	Date Exercisable	Expiration Date	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 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 (TTGP), LTD.</u>				
(Last)	(First)	(Middle)		
2800 SAND HIL	L ROAD, SUITE	101		
(Street)				
MENLO PARK	CA	94025		
(City)	(State)	(Zip)		
1. Name and Addres	s of Reporting Perso	n*		
<u>SC Global Gr</u>	owth II Manag	<u>ement, L.P.</u>		
(Last)	(First)	(Middle)		
2800 SAND HIL	L ROAD, SUITE	101		
(Street)				
MENLO PARK	CA	94025		
(City)	(State)	(Zip)		
	s of Reporting Perso			
<u>SEQUOIA C.</u> GROWTH FU	APITAL GLOI	<u>BAL</u>		
	<u>JND II, L.I.</u>			
(Last)	(First)	(Middle)		
2800 SAND HIL	L ROAD, SUITE	101		
(Street)				
MENLO PARK	CA	94025		
(City)	(State)	(Zip)		
	s of Reporting Perso			
<u>SEQUOIA C.</u>	APITAL GLO			
GROWTH II	PRINCIPALS			
GROWTH II	PRINCIPALS	<u>1'UND, L.F.</u>		
(Last)	(First)	(Middle)		
(Last)		(Middle)		
(Last)	(First)	(Middle)		
(Last) 2800 SAND HIL	(First) .L ROAD, SUITE	(Middle)		
(Last) 2800 SAND HII (Street)	(First) .L ROAD, SUITE	(Middle) 101		
(Last) 2800 SAND HII (Street) MENLO PARK (City) 1. Name and Address	(First) L ROAD, SUITE CA (State) ss of Reporting Perso	(Middle) 101 94025 (Zip)		
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(Street) MENLO PARK	CA	94025		
(City)	(State)	(Zip)		
1. Name and Address of Reporting Person [*] Sequoia Grove Manager, LLC				
(Last)	(First)	(Middle)		
2800 SAND HIL	LL ROAD, SUITE	101		
(Street) MENLO PARK	СА	94025		
(City)	(State)	(Zip)		
1. Name and Address of Reporting Person [*] Sequoia Grove II, LLC				
(Last)	(First)	(Middle)		
2800 SAND HILL ROAD, SUITE 101				
(Street) MENLO PARK	СА	94025		
(City)	(State)	(Zip)		

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 SC Global Growth II Management, L.P., which is the general partner of SC Global Growth II Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund VIII, 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.("GF II") and Sequoia Capital Global Growth II Principals Fund, L.P ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth II Principals Fund, L.P. ("GFF II") and Sequoia Capital Global Growth Fund II, L.P. ("GFF II") and Sequoia Capital Global Growth Fund II Global Growth Fund II") and Sequoia Capital Global Growth Fund II Global Growth

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 2 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>
By: /s/ Jung Yeon Son, by	
power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd., the General Partner of SC Global Growth II Management, L.P.	<u>06/25/2021</u>
By: /s/ Jung Yeon Son, by	06/25/2021
power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd.,	
the General Partner of SC	
Global Growth II	
<u>Management, L.P., the</u>	
General Partner of Sequoia	

<u>Capital Global Growth</u> <u>Fund II, L.P.</u>	
By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Directo of SC US (TTGP), Ltd., the General Partner of SC Global Growth II Management, L.P., the General Partner of Seque Capital Global Growth II Principals Fund, L.P.	<u>57</u> <u>06/25/2021</u> <u>51a</u>
<u>By: /s/ Jung Yeon Son, b</u> power of attorney for Douglas Leone	<u>y</u> <u>06/25/2021</u>
<u>By: /s/ Jung Yeon Son, b</u> power of attorney for <u>Roelof Botha</u>	<u>y</u> <u>06/25/2021</u>
<u>By: /s/ Jung Yeon Son, b</u> <u>power of attorney for</u> <u>Douglas Leone, a</u> <u>Managing Member of</u> <u>Sequoia Grove Manager,</u> <u>LLC</u>	<u>06/25/2021</u>
<u>By: /s/ Jung Yeon Son, b</u> <u>power of attorney for</u> <u>Douglas Leone, a</u> <u>Managing Member of</u> <u>Sequoia Grove Manager</u> , <u>LLC, the manager of</u> <u>Sequoia Grove II, LLC</u>	<u>06/25/2021</u>
** Signature of Reporting Person v or indirectly.	Date
or munectly.	

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.