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

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

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**Maplebear Inc.**  
(Name of Issuer)

**Class A Common Stock, par value \$0.00001 per share**  
(Title of Class of Securities)

**565394103\*\***  
(CUSIP Number)

**SC US (TTGP), Ltd.  
2800 Sand Hill Road  
Suite 101  
Menlo Park, CA 94025  
Attention: Roelof Botha  
Telephone: (650) 854-3927**  
(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**

**November 19, 2024**  
(Date of Event which Requires Filing of this Statement)

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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.

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**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.

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\* 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.

\*\* This CUSIP number applies to the Issuer's Class A Common Stock.

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.	Names of Reporting Persons. SEQUOIA CAPITAL GLOBAL GROWTH FUND II, L.P. (“SEQUOIA CAPITAL GLOBAL GROWTH FUND II”)	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) PN	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0% <sup>1</sup>	
14.	Type of Reporting Person (See Instructions) PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, L.P. (“SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND”)	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) PN	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0% <sup>1</sup>	
14.	Type of Reporting Person (See Instructions) PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SEQUOIA CAPITAL U.S. GROWTH FUND VII, L.P. ("SEQUOIA CAPITAL U.S. GROWTH FUND VII")	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) PN	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0% <sup>1</sup>	
14.	Type of Reporting Person (See Instructions) PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND, L.P. (“SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND”)	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) PN	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0% <sup>1</sup>	
14.	Type of Reporting Person (See Instructions) PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SEQUOIA CAPITAL GLOBAL GROWTH FUND III - ENDURANCE PARTNERS, L.P. ("SC GGF III ")	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) PN	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 351,374
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 351,374
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 351,374	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0.1% <sup>1</sup>	
14.	Type of Reporting Person (See Instructions) PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SEQUOIA CAPITAL US/E EXPANSION FUND I, L.P. ("SC US/E EXPANSION FUND I")	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) PN	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,000,000
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,000,000
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,000,000	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0.4% <sup>1</sup>	
14.	Type of Reporting Person (See Instructions) PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SEQUOIA CAPITAL US/E EXPANSION FUND I MANAGEMENT, L.P. ("SC US/E EXPANSION FUND I MGMT")	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) PN	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 3,150,331 of which 1,000,000 shares are directly owned by SC US/E EXPANSION FUND I. The general partner of SC US/E EXPANSION FUND I is SC US/E EXPANSION FUND I MGMT.
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 3,150,331 of which 1,000,000 shares are directly owned by SC US/E EXPANSION FUND I. The general partner of SC US/E EXPANSION FUND I is SC US/E EXPANSION FUND I MGMT.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,150,331	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 1.2% <sup>1</sup>	
14.	Type of Reporting Person (See Instructions) PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.



1.	Names of Reporting Persons. SC GLOBAL GROWTH II MANAGEMENT, L.P. ("SC GLOBAL GROWTH II MANAGEMENT")
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) PN
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Cayman Islands
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 0 shares, of which 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH FUND II and 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND. The General Partner of each of SEQUOIA CAPITAL GLOBAL GROWTH FUND II and SEQUOIA CAPITAL GLOBAL GROWTH FUND II PRINCIPALS FUND is SC GLOBAL GROWTH II MANAGEMENT.
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 0 shares, of which 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH FUND II and 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND. The General Partner of each of SEQUOIA CAPITAL GLOBAL GROWTH FUND II and SEQUOIA CAPITAL GLOBAL GROWTH FUND II PRINCIPALS FUND is SC GLOBAL GROWTH II MANAGEMENT.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 0.0% <sup>1</sup>
14.	Type of Reporting Person (See Instructions) PN

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SCGGF III – U.S./INDIA MANAGEMENT, L.P. (“SCGGF III – U.S./INDIA MANAGEMENT”)	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) PN	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,217,532
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,217,532
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,217,532	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0.5% <sup>1</sup>	
14.	Type of Reporting Person (See Instructions) PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SC U.S. GROWTH VII MANAGEMENT, L.P. ("SC U.S. GROWTH VII MANAGEMENT")
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) PN
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Cayman Islands
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 0 shares, of which 0 shares are directly owned by SEQUOIA CAPITAL U.S. GROWTH FUND VII and 0 shares are directly owned by SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND. The General Partner of each of SEQUOIA CAPITAL U.S. GROWTH FUND VII and SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND is SC U.S. GROWTH VII MANAGEMENT.
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 0 shares, of which 0 shares are directly owned by SEQUOIA CAPITAL U.S. GROWTH FUND VII and 0 shares are directly owned by SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND. The General Partner of each of SEQUOIA CAPITAL U.S. GROWTH FUND VII and SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND is SC U.S. GROWTH VII MANAGEMENT.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 0% <sup>1</sup>
14.	Type of Reporting Person (See Instructions) PN

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SEQUOIA CAPITAL GLOBAL GROWTH FUND III – ENDURANCE PARTNERS MANAGEMENT, L.P. (“SC GGF III MGMT”)	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) PN	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 351,374 shares, of which 351,374 shares are directly owned by SC GGF III. The general partner of SC GGF III is SC GGF III MGMT.
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 351,374 shares, of which 351,374 shares are directly owned by SC GGF III. The general partner of SC GGF III is SC GGF III MGMT.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 351,374	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0.1% <sup>1</sup>	
14.	Type of Reporting Person (See Instructions) PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1	NAME OF REPORTING PERSON	
	SEQUOIA CAPITAL FUND PARALLEL, LLC ("SCFP")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		3,108,968
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		3,108,968
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,108,968	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	1.2% <sup>1</sup>	
12	TYPE OF REPORTING PERSON	
	OO	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1	NAME OF REPORTING PERSON SEQUOIA CAPITAL FUND, L.P. ("SCF")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 20,211,724
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 20,211,724
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,211,724	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.9% <sup>1</sup>	
12	TYPE OF REPORTING PERSON PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1	NAME OF REPORTING PERSON SEQUOIA CAPITAL FUND MANAGEMENT, L.P. (“SEQUOIA CAPITAL FUND MANAGEMENT”)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 23,320,692 shares, of which 3,108,968 shares are directly owned by SCFP and 20,211,724 shares are directly owned by SCF. SEQUOIA CAPITAL FUND MANAGEMENT is the general partner of SCF and the manager of SCFP.
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 23,320,692 shares, of which 3,108,968 shares are directly owned by SCFP and 20,211,724 shares are directly owned by SCF. SEQUOIA CAPITAL FUND MANAGEMENT is the general partner of SCF and the manager of SCFP.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 23,320,692	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.1% <sup>1</sup>	
12	TYPE OF REPORTING PERSON PN	

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. SC US (TTGP), LTD. (“SC US (TTGP)”)
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) PN
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Cayman Islands
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 28,039,929 shares, of which 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, 1,217,532 shares are directly owned by SCGGF III – U.S./INDIA MANAGEMENT, 0 shares are directly owned by SEQUOIA CAPITAL U.S. GROWTH FUND VII, 0 shares are directly owned by SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND, 351,374 shares are directly owned by SC GGF III, 1,000,000 shares are directly owned by SC US/E EXPANSION FUND I, 2,150,331 shares are directly owned by SC US/E EXPANSION FUND I MGMT, 3,108,968 shares are directly owned by SCFP and 20,211,724 shares are directly owned by SCF. The General Partner of each of SEQUOIA CAPITAL GLOBAL GROWTH FUND II and SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND is SC GLOBAL GROWTH II MANAGEMENT. The General Partner of each of SEQUOIA CAPITAL U.S. GROWTH FUND VII and SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND is SC U.S. GROWTH VII MANAGEMENT. The general partner of SC GGF III is SC GGF III MGMT. The general partner of SC US/E EXPANSION FUND I is SC US/E EXPANSION FUND I MGMT. The General Partner of SCF and the manager of SCFP is SEQUOIA CAPITAL FUND MANAGEMENT. SC US TTGP is the General Partner of SC GLOBAL GROWTH II MANAGEMENT, SCGGF III- U.S./INDIA MANAGEMENT, SC U.S. GROWTH VII MANAGEMENT, SC GGF III MGMT, SC US/E EXPANSION FUND I MGMT and SEQUOIA CAPITAL FUND MANAGEMENT.
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 28,039,929 shares, of which 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, 1,217,532 shares are directly owned by SCGGF III – U.S./INDIA MANAGEMENT, 0 shares are directly owned by SEQUOIA CAPITAL U.S. GROWTH FUND VII, 0 shares are directly owned by SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND, 351,374 shares are directly owned by SC GGF III, 1,000,000 shares are directly owned by SC US/E EXPANSION FUND I, 2,150,331 shares are directly owned by SC US/E EXPANSION FUND I MGMT, 3,108,968 shares are directly owned by SCFP and 20,211,724 shares are directly owned by SCF. The General Partner of each of SEQUOIA CAPITAL GLOBAL GROWTH FUND II and SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND is SC GLOBAL GROWTH II MANAGEMENT. The General Partner of each of SEQUOIA CAPITAL U.S. GROWTH FUND VII and SEQUOIA CAPITAL U.S. GROWTH VII PRINCIPALS FUND is SC U.S. GROWTH VII MANAGEMENT. The general partner of SC GGF III is SC GGF III MGMT. The general partner of SC US/E EXPANSION FUND I is SC US/E EXPANSION FUND I MGMT. The General Partner of SCF and the manager of SCFP is SEQUOIA CAPITAL FUND MANAGEMENT. SC US TTGP is the General Partner of SC GLOBAL GROWTH II MANAGEMENT, SCGGF III- U.S./INDIA MANAGEMENT, SC U.S. GROWTH VII MANAGEMENT, SC GGF III MGMT, SC US/E EXPANSION FUND I MGMT and SEQUOIA CAPITAL FUND MANAGEMENT.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 28,039,929
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 10.9% <sup>1</sup>
14.	Type of Reporting Person (See Instructions) PN

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.



1.	Names of Reporting Persons. DOUGLAS LEONE (“DL”)
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) PN
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization USA
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 2,294,244
	8. Shared Voting Power 1,568,906, of which 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, 1,217,532 shares are directly owned by SCGGF III – U.S./INDIA MANAGEMENT and 351,374 shares are directly owned by SCGGF III. The General Partner of each of SEQUOIA CAPITAL GLOBAL GROWTH FUND II and SEQUOIA CAPITAL GLOBAL II PRINCIPALS FUND is SC GLOBAL GROWTH II MANAGEMENT. The General Partner of SC GGF III is SC GGF III MGMT. The General Partner of each of SC GLOBAL GROWTH II MANAGEMENT, SCGGF III – U.S./INDIA MANAGEMENT and SC GGF III MGMT is SC US (TTGP). The directors and stockholders of SC US (TTGP) who exercise voting and investment discretion with respect to the shares held by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, SCGGF III – U.S./INDIA MANAGEMENT and SC GGF III MGMT are Messrs. DL and RB.
	9. Sole Dispositive Power 2,294,244
	10. Shared Dispositive Power 1,568,906, of which 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, 1,217,532 shares are directly owned by SCGGF III – U.S./INDIA MANAGEMENT and 351,374 shares are directly owned by SCGGF III. The General Partner of each of SEQUOIA CAPITAL GLOBAL GROWTH FUND II and SEQUOIA CAPITAL GLOBAL II PRINCIPALS FUND is SC GLOBAL GROWTH II MANAGEMENT. The General Partner of SC GGF III is SC GGF III MGMT. The General Partner of each of SC GLOBAL GROWTH II MANAGEMENT, SCGGF III – U.S./INDIA MANAGEMENT and SC GGF III MGMT is SC US (TTGP). The directors and stockholders of SC US (TTGP) who exercise voting and investment discretion with respect to the shares held by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, SCGGF III – U.S./INDIA MANAGEMENT and SC GGF III MGMT are Messrs. DL and RB.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,863,150
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 1.5% <sup>1</sup>
14.	Type of Reporting Person (See Instructions) IN

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

1.	Names of Reporting Persons. ROELOF BOTHA (“RB”)
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) PN
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization USA
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 932,963
	8. Shared Voting Power 1,568,906, of which 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, 1,217,532 shares are directly owned by SCGGF III – U.S./INDIA MANAGEMENT and 351,374 shares are directly owned by SCGGF III. The General Partner of each of SEQUOIA CAPITAL GLOBAL GROWTH FUND II and SEQUOIA CAPITAL GLOBAL II PRINCIPALS FUND is SC GLOBAL GROWTH II MANAGEMENT. The General Partner of SC GGF III is SC GGF III MGMT. The General Partner of each of SC GLOBAL GROWTH II MANAGEMENT, SCGGF III – U.S./INDIA MANAGEMENT and SC GGF III MGMT is SC US (TTGP). The directors and stockholders of SC US (TTGP) who exercise voting and investment discretion with respect to the shares held by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, SCGGF III – U.S./INDIA MANAGEMENT and SC GGF III MGMT are Messrs. DL and RB.
	9. Sole Dispositive Power 932,963
	10. Shared Dispositive Power 1,568,906, of which 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, 0 shares are directly owned by SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, 1,217,532 shares are directly owned by SCGGF III – U.S./INDIA MANAGEMENT and 351,374 shares are directly owned by SCGGF III. The General Partner of each of SEQUOIA CAPITAL GLOBAL GROWTH FUND II and SEQUOIA CAPITAL GLOBAL II PRINCIPALS FUND is SC GLOBAL GROWTH II MANAGEMENT. The General Partner of SC GGF III is SC GGF III MGMT. The General Partner of each of SC GLOBAL GROWTH II MANAGEMENT, SCGGF III – U.S./INDIA MANAGEMENT and SC GGF III MGMT is SC US (TTGP). The directors and stockholders of SC US (TTGP) who exercise voting and investment discretion with respect to the shares held by SEQUOIA CAPITAL GLOBAL GROWTH FUND II, SEQUOIA CAPITAL GLOBAL GROWTH II PRINCIPALS FUND, SCGGF III – U.S./INDIA MANAGEMENT and SC GGF III MGMT are Messrs. DL and RB.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,501,869
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 1.0% <sup>1</sup>
14.	Type of Reporting Person (See Instructions) IN

<sup>1</sup> Based on a total of 256,894,776 shares of Class A common stock as of October 31, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

Except as set forth in this Amendment No. 5 (this “Amendment”), the initial Schedule 13D that was filed on February 27, 2024, as amended by Amendment No. 1 thereto on August 13, 2024 (“Amendment No. 1”), Amendment No. 2 thereto on August 28, 2024 (“Amendment No. 2”), Amendment No. 3 thereto on September 4, 2024 (“Amendment No. 3”) and Amendment No. 4 thereto on September 9, 2024 (“Amendment No. 4” and collectively, with the initial Schedule 13D, Amendment No. 1, Amendment No. 2 and Amendment No. 3, the “Original 13D”) remains in effect, and capitalized terms used herein but not defined herein have such respective meanings, as defined in such Original 13D. The information set forth in response to the Item below shall be deemed to be a response to all Items where such information is relevant. The information set forth in the Exhibits to the Original 13D is expressly incorporated herein by reference and the response to each Item of this Statement is qualified in its entirety by the provisions of such Exhibits.

The Reporting Persons are filing this Amendment to reflect a pro rata in-kind shares distribution of Class A Common Stock of the Company to partners or members for no consideration by Sequoia Capital Global Growth Fund II, Sequoia Capital U.S. Growth Fund VII, Sequoia Capital U.S. Growth VII Principals Fund and Sequoia Capital Global Growth II Principals Fund and subsequent distributions by general partners or managing members to their respective partners or members.

#### **ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

Paragraphs (a), (b), (c) and (e) of Item 5 are hereby amended and restated in their entirety as follows:

(a) The aggregate number of Class A Common Stock and the percentage of total outstanding Class A Common Stock beneficially owned by the Reporting Persons is set forth below. References to percentage ownerships of Class A Common Stock in this Statement are based upon the 256,894,776 shares of Class A common stock stated to be outstanding as of October 31, 2024, as reported in the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024. The Reporting Persons may be deemed to beneficially own an aggregate of 28,039,929 shares of Class A Common Stock, which constitutes approximately 10.9% of the Company’s Class A Common Stock, calculated in accordance with Rule 13d-3 under the Act. The filing of this Statement shall not be construed as an admission that a Reporting Person beneficially owns those shares held by any other Reporting Person.

Sequoia Capital Global Growth Fund II beneficially owns 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

Sequoia Capital Global Growth II Principals Fund beneficially owns 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

Sequoia Capital U.S. Growth Fund VII beneficially owns 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

Sequoia Capital U.S. Growth VII Principals Fund beneficially owns 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

SC GGF III beneficially owns 351,374 shares of Class A Common Stock, which represents approximately 0.1% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

SC US/E Expansion Fund I beneficially owns 1,000,000 shares of Class A Common Stock, which represents approximately 0.4% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

Sequoia Capital Fund Parallel, LLC beneficially owns 3,108,968 shares of Class A Common Stock, which represents approximately 1.2% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

Sequoia Capital Fund, L.P. beneficially owns 20,211,724 shares of Class A Common Stock, which represents approximately 7.9% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

SC US/E Expansion Fund I MGMT, as the general partner of SC US/E Expansion Fund I, may be deemed to beneficially own an aggregate of 3,150,331 shares of Class A Common Stock, which represents approximately 1.2% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

Sequoia Capital Fund Management, L.P., as the general partner of Sequoia Capital Fund, L.P. and manager of Sequoia Capital Fund Parallel, LLC, may be deemed to beneficially own an aggregate of 23,320,692 shares of Class A Common Stock, which represents approximately 9.1% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

SC Global Growth II Management, as the general partner of Sequoia Capital U.S. Growth Fund II and Sequoia Capital U.S. Growth II Principals Fund, may be deemed to beneficially own an aggregate of 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

SCGGF III – U.S./India Management beneficially owns 1,217,532 shares of Class A Common Stock, which represents approximately 0.5% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

SC U.S. Growth VII Management, as the general partner of Sequoia Capital U.S. Growth Fund VII and Sequoia Capital U.S. Growth Fund VII Principals Fund, may be deemed to beneficially own an aggregate of 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

SC GGF III MGMT, as the general partner of SC GGF III, may be deemed to beneficially own an aggregate of 351,374 shares of Class A Common Stock, which represents approximately 0.1% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

SC US (TTGP), as the general partner of SC Global Growth II Management, SCGGF III – U.S./India Management, SC U.S. Growth VII Management, SC GGF III MGMT, SC US/E Expansion Fund I MGMT and Sequoia Capital Fund Management, L.P., may be deemed to beneficially own an aggregate of 28,039,929 shares of Class A Common Stock, which represents approximately 10.9% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

DL and RB are the directors and stockholders of SC US TTGP who exercise voting and investment discretion with respect to the shares held by SC GGF III. SC US TTGP is the general partner of SC Global Growth II Management, SCGGF III – U.S./India Management, SC U.S. Growth VII Management, SC GGF III MGMT and SC US/E Expansion Fund I MGMT. As such, DL and RB may be deemed to beneficially own an aggregate of 3,863,150 and 2,501,869 shares of Class A Common Stock, which represents approximately 1.5% and 1.0% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act.

By virtue of the relationship described herein, the Reporting Persons may be deemed to constitute a “group” for purposes of Rule 13(d)(3) of the Act. Each Reporting Person expressly disclaims beneficial ownership of any securities reported herein except to the extent such Reporting Person actually exercises voting or dispositive power with respect to such securities.

(b) The number of Class A Common Stock as to which each of the Reporting Persons has sole or shared power to vote, direct the vote, dispose or direct the disposition are as set forth in rows seven through ten of the cover pages hereof. The information set forth in Item 2 is hereby incorporated by reference into this Item 5(b).

(c) Except as described in this Item 5(c), the Reporting Persons have not effected any transactions in the Class A Common Stock during the past 60 days. On November 19, 2024, Sequoia Capital Global Growth Fund II, Sequoia Capital U.S. Growth Fund VII, Sequoia Capital U.S. Growth VII Principals Fund and Sequoia Capital Global Growth II Principals Fund distributed pro rata in-kind shares of Class A Common Stock of the Company to partners or members for no consideration. Sequoia Capital Global Growth Fund II distributed 4,405,162 shares of Class A Common Stock, Sequoia Capital U.S. Growth Fund VII distributed 1,774,756 shares of Class A Common Stock, Sequoia Capital U.S. Growth VII Principals Fund distributed 164,955 shares of Class A Common Stock and Sequoia Capital Global Growth II Principals Fund distributed 68,020 shares of Class A Common Stock. As a result of those distributions, including subsequent distributions by general partners or managing members to their respective partners or members, RB acquired sole beneficial ownership of 289,948 shares of Class A Common Stock and DL acquired sole beneficial ownership of 305,375 shares of Class A Common Stock.

(e) As of November 19, 2024, Sequoia Capital Global Growth Fund II, Sequoia Capital U.S. Growth Fund VII, Sequoia Capital U.S. Growth VII Principals Fund, Sequoia Capital Global Growth II Principals Fund, SC Global Growth II Management and SC U.S. Growth VII Management no longer hold any shares of Class A Common Stock.

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**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: November 21, 2024

Sequoia Capital Global Growth Fund II, L.P.

By: SC Global Growth II Management, L.P.  
its General Partner

By: SC US (TTGP), Ltd.  
its General Partner

By: /s/ Roelof Botha  
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Roelof Botha, Authorized Signatory

Sequoia Capital Global Growth II Principals Fund, L.P.

By: SC Global Growth II Management, L.P.  
its General Partner

By: SC US (TTGP), Ltd.  
its General Partner

By: /s/ Roelof Botha  
\_\_\_\_\_  
Roelof Botha, Authorized Signatory

Sequoia Capital U.S. Growth Fund VII, L.P.

By: SC U.S. Growth VII Management, L.P.  
its General Partner

By: SC US (TTGP), Ltd.  
its General Partner

By: /s/ Roelof Botha  
\_\_\_\_\_  
Roelof Botha, Authorized Signatory

Sequoia Capital U.S. Growth VII Principals Fund, L.P.

By: SC U.S. Growth VII Management, L.P.  
its General Partner

By: SC US (TTGP), Ltd.  
its General Partner

By: /s/ Roelof Botha  
\_\_\_\_\_  
Roelof Botha, Authorized Signatory

Sequoia Capital Global Growth Fund III - Endurance  
Partners, L.P.

By: Sequoia Capital Global Growth Fund III – Endurance  
Partners Management, L.P.  
its Manager

By: SC US (TTGP), Ltd.  
its General Partner

/s/ Roelof Botha

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Roelof Botha, Authorized Signatory

Sequoia Capital US/E Expansion Fund I, L.P.

By: Sequoia Capital US/E Expansion Fund I, L.P.  
Management, L.P.  
its General Partner

By: SC US (TTGP), Ltd.  
its General Partner

/s/ Roelof Botha

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Roelof Botha, Authorized Signatory

Sequoia Capital US/E Expansion Fund I, L.P. Management,  
L.P.

By: SC US (TTGP), Ltd.  
its General Partner

By: /s/ Roelof Botha

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Roelof Botha, Authorized Signatory

SC Global Growth II Management, L.P.

By: SC US (TTGP), Ltd.  
its General Partner

By: /s/ Roelof Botha

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Roelof Botha, Authorized Signatory



SCGGF III – U.S./India Management, L.P.

By: SC US (TTGP), Ltd.  
its General Partner

By: /s/ Roelof Botha  
Roelof Botha, Authorized Signatory

SC U.S. Growth VII Management, L.P.

By: SC US (TTGP), Ltd.  
its General Partner

By: /s/ Roelof Botha  
Roelof Botha, Authorized Signatory

Sequoia Capital Global Growth Fund III – Endurance  
Partners Management, L.P.

By: Sequoia Capital Global Growth Fund III – Endurance  
Partners Management, L.P.  
its General Partner

By: SC US (TTGP), Ltd.  
its General Partner

/s/ Roelof Botha  
Roelof Botha, Authorized Signatory  
Sequoia Capital Fund Parallel, LLC

By: Sequoia Capital Fund Management, L.P.  
its Manager

By: SC US (TTGP), Ltd.  
its General Partner

/s/ Roelof Botha  
Roelof Botha, Authorized Signatory

Sequoia Capital Fund, L.P.

By: Sequoia Capital Fund Management, L.P.  
its General Partner

By: SC US (TTGP), Ltd.  
its General Partner

/s/ Roelof Botha  
Roelof Botha, Authorized Signatory

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Sequoia Capital Fund Management, L.P.

By: Sequoia Capital Fund Management, L.P.  
Its General Partner

By: SC US (TTGP), Ltd.  
its General Partner

By: /s/ Roelof Botha  
Roelof Botha, Authorized Signatory

SC US (TTGP), Ltd.

By: /s/ Roelof Botha  
Roelof Botha, Authorized Signatory

Douglas Leone

By: /s/ Douglas Leone  
Douglas Leone

Roelof Botha

By: /s/ Roelof Botha