

---

---

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

---

**SCHEDULE 13G**

(Rule 13d-102)  
**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO  
13d-2 (b)  
(Amendment No. 3)\***

---

**Sound Group Inc.**  
(Name of Issuer)

**Class A Ordinary Shares, par value \$0.0001 per share**  
(Title of Class of Securities)

**53933L 203\*\***  
(CUSIP Number)

**September 30, 2024**  
(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.

\*\* CUSIP number 53933L 203 has been assigned to the American Depositary Shares ("ADSs") of the issuer, which are quoted on The Nasdaq Global Market under the symbol "SOGP." One ADS represents two hundred Class A ordinary shares of the issuer. No CUSIP number has been assigned to the ordinary shares of the issuer.

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.	Name of Reporting Persons Matrix Partners China I, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" 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 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10.	Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (See Instructions) PN	

1.	Name of Reporting Persons Matrix Partners China I-A, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" 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 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10.	Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (See Instructions) PN	

1.	Name of Reporting Persons Matrix China Management I, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" 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 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10.	Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (See Instructions) PN	

1.	Name of Reporting Persons Matrix China I GP GP, Ltd.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" 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 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10.	Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (See Instructions) CO	

1.	Name of Reporting Persons Matrix Partners China I Hong Kong Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Hong Kong, China	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10.	Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0% (3)	
12.	Type of Reporting Person (See Instructions) CO	

1.	Name of Reporting Persons David Su Tuong Sing	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Republic of Singapore	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10.	Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (See Instructions) IN	

**Introductory Note:** This Amendment No. 3 (this “Amendment”) amends and supplements the Schedule 13G originally filed by the Reporting Persons with the United States Securities and Exchange Commission (the “Commission”) on February 12, 2021, as amended by Amendment No. 1 to the Original Schedule 13G as filed with the Commission on February 14, 2022 and by Amendment No. 2 to the Original Schedule 13G as filed with the Commission on February 8, 2024 (collectively, the “Original Schedule 13G”). Only those items that are hereby reported are amended; all other items reported in the Original Schedule 13G, remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Original Schedule 13G.

**Item 4. Ownership.**

(a) Amount beneficially owned:

See Row 9 of the cover page for each Reporting Person.\*

(b) Percent of class:

See Row 11 of the cover page for each Reporting Person.\*

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See Row 5 of the cover page for each Reporting Person.\*

(ii) Shared power to vote or to direct the vote

See Row 6 of the cover page for each Reporting Person.\*

(iii) Sole power to dispose or to direct the disposition of

See Row 7 of the cover page for each Reporting Person.\*

(iv) Shared power to dispose or to direct the disposition of

See Row 8 of the cover page for each Reporting Person.\*

\* Except to the extent of his or its pecuniary interest therein, each Reporting Person disclaims beneficial ownership of such Ordinary Shares, except for the shares, if any, such Reporting Person holds of record.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: .



**SIGNATURE**

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.

November 13, 2024

**MATRIX PARTNERS CHINA I HONG KONG LIMITED**

By: /s/ David Su  
Name: David Su  
Title: Director

**MATRIX PARTNERS CHINA I, L.P.**

By: Matrix China Management I, L.P.  
its general partner

By: Matrix China I GP GP, Ltd.  
its general partner

By: /s/ David Su  
Name: David Su  
Title: Director

**MATRIX PARTNERS CHINA I-A, L.P.**

By: Matrix China Management I, L.P.  
Its general partner

By: Matrix China I GP GP, Ltd.  
Its general partner

By: /s/ David Su  
Name: David Su  
Title: Director

**MATRIX CHINA MANAGEMENT I, L.P.**

By: Matrix China I GP GP, Ltd.  
Its general partner

By: /s/ David Su  
Name: David Su  
Title: Director

**MATRIX CHINA I GP GP, LTD.**

By: /s/ David Su  
Name: David Su  
Title: Director

/s/ David Su  
David Su