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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)

[0001544206](#)

Name of Issuer

Carlyle GMS Finance, Inc.

Jurisdiction of Incorporation/Organization

MARYLAND

Year of Incorporation/Organization

Over Five Years Ago

X Within Last Five Years (Specify Year) 2012

Yet to Be Formed

Previous Names

X None

Entity Type

X Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

Carlyle GMS Finance, Inc.

Street Address 1

520 MADISON AVENUE

City

NEW YORK

State/Province/Country

NEW YORK

Street Address 2

38th FLOOR

ZIP/PostalCode

10022

Phone Number of Issuer

(212) 813-4900

3. Related Persons

Last Name

Petrick

First Name

Michael

Middle Name

J.

Street Address 1

520 Madison Avenue

Street Address 2

38th Floor

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10022

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

Kencel

First Name

Kenneth

Middle Name

J.

Street Address 1

520 Madison Avenue

Street Address 2

40th Floor

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10022

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Merrill	Eliot	P.S.
Street Address 1	Street Address 2	
520 Madison Avenue	42nd Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Andrews	Nigel	D. T.
Street Address 1	Street Address 2	
520 Madison Avenue	38th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hendry	William	P.
Street Address 1	Street Address 2	
520 Madison Avenue	38th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Nestor	John	G.
Street Address 1	Street Address 2	
520 Madison Avenue	38th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rankowitz	Michael	L.
Street Address 1	Street Address 2	
520 Madison Avenue	38th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sandler	Ian	J.
Street Address 1	Street Address 2	
520 Madison Avenue	38th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Vejseli	Karen	T.
Street Address 1	Street Address 2	
520 Madison Avenue	40th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cottrell	Matthew	C.
Street Address 1	Street Address 2	
520 Madison Avenue	38th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
X Pooled Investment Fund	Manufacturing	Travel
Hedge Fund	Real Estate	Airlines & Airports
Private Equity Fund	Commercial	Lodging & Conventions
Venture Capital Fund	Construction	Tourism & Travel Services
X Other Investment Fund	REITS & Finance	Other Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Residential	Other
Yes X No	Other Real Estate	
Other Banking & Financial Services		
Business Services		
Energy		
Coal Mining		
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		X Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale 2013-05-02 First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
TCG Securities, L.L.C.	154788	

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

None

None

None

Street Address 1

Street Address 2

1001 Pennsylvania Avenue NW

Suite 220 South

City

State/Province/Country

ZIP/Postal Code

Washington

DISTRICT OF COLUMBIA

20004-2505

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States All States

Foreign/non-US

Recipient

Recipient CRD Number None

Morgan Stanley Smith Barney LLC and affiliated entities

149777

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

None

None

None

Street Address 1

Street Address 2

522 Fifth Avenue

13th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10036

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States All States

Foreign/non-US

Recipient

Recipient CRD Number None

Raymond James & Associates, Inc. and affiliated entities

705

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

None

None

None

Street Address 1

Street Address 2

880 Carillon Parkway

City

State/Province/Country

ZIP/Postal Code

St. Petersburg

FLORIDA

33716

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount USD or Indefinite

Total Amount Sold \$651,215,000 USD

Total Remaining to be Sold USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

894

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$7,000,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Carlyle GMS Finance, Inc.	/s/ Ian J. Sandler	Ian J. Sandler	Chief Operating Officer/ General Counsel	2013-08-06

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.