

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

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)	Previous Names	X None	Entity Type
<a href="#">0001544206</a>			X Corporation
<b>Name of Issuer</b>			Limited Partnership
Carlyle GMS Finance, Inc.			Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
MARYLAND			Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
Over Five Years Ago			
X Within Last Five Years (Specify Year) 2012			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
Carlyle GMS Finance, Inc.		520 MADISON AVENUE		38th FLOOR	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>			
NEW YORK	NEW YORK	10022	(212) 813-4900		

3. Related Persons

Last Name	First Name	Middle Name
Petrick	Michael	J.
Street Address 1	Street Address 2	ZIP/PostalCode
520 Madison Avenue	38th Floor	
New York	NEW YORK	10022
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kencel	Kenneth	J.
Street Address 1	Street Address 2	ZIP/PostalCode
520 Madison Avenue	40th Floor	
New York	NEW YORK	10022
<b>Relationship:</b> 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
<b>Relationship:</b>	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
<b>Relationship:</b>	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
<b>Relationship:</b>	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
<b>Relationship:</b>	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
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
Mizrachi	Orit	
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):

---

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

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Cottrell	Matthew	C.
<b>Street Address 1</b>	<b>Street Address 2</b>	
520 Madison Avenue	38th Floor	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
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)

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

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 <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	X 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 &amp; 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 \$894,414,000 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:

## 15. Sales Commissions &amp; 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 \$11,000,000 USD  EstimateFinders' 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 Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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.	Orit Mizrachi	Orit Mizrachi	Chief Operating Office	2014-08-01

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.