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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

| OMB APPROVAL | |
|---|-----------|
| OMB Number: | 3235-0076 |
| Estimated average burden hours per response: | 4.00 |

Notice of Exempt Offering of Securities

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
 Within Last Five Years (Specify Year) [2012](#)
 Yet to Be Formed

Previous Names None

Entity Type
 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 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: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Merrill](#) First Name [Eliot](#) Middle Name [P.S.](#)
Street Address 1 [520 Madison Avenue](#) Street Address 2 [42nd 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
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 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 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 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 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
- Banking & Financial Services
- Commercial Banking
- Insurance
- Investing
- Investment Banking
- Pooled Investment Fund
- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund
- Is the issuer registered as an investment company under the Investment Company Act of 1940?
- Yes No
- Other Banking & Financial Services
- Health Care
- Biotechnology
- Health Insurance
- Hospitals & Physicians
- Pharmaceuticals
- Other Health Care
- Manufacturing
- Real Estate
- Commercial
- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Retailing
- Restaurants
- Technology
- Computers
- Telecommunications
- Other Technology
- Travel
- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel
- Other

- 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 |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | | <input checked="" type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> 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)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)

- Rule 506
- Securities Act Section 4(5)
- Investment Company Act Section 3(c)
 - Section 3(c)(1)
 - Section 3(c)(2)
 - Section 3(c)(3)
 - Section 3(c)(4)
 - Section 3(c)(5)
 - Section 3(c)(6)
 - Section 3(c)(7)
 - Section 3(c)(9)
 - Section 3(c)(10)
 - Section 3(c)(11)
 - Section 3(c)(12)
 - Section 3(c)(13)
 - Section 3(c)(14)

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)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- 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 TCG Securities, L.L.C. (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None Street Address 1 1001 Pennsylvania Avenue NW City Washington State(s) of Solicitation (select all that apply) <input checked="" type="checkbox"/> All States Check "All States" or check individual States | Recipient CRD Number <input type="checkbox"/> None 154788 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None Street Address 2 Suite 220 South State/Province/Country DISTRICT OF COLUMBIA <input type="checkbox"/> Foreign/non-US | ZIP/Postal Code 20004-2505 |
|--|---|-------------------------------|

| | |
|--|---|
| Recipient Morgan Stanley Smith Barney LLC and affiliated entities (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None | Recipient CRD Number <input type="checkbox"/> None 149777 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None |
|--|---|

Street Address 1

522 Fifth Avenue

City

New York

State(s) of Solicitation (select all that apply) All States
Check "All States" or check individual States

Street Address 2

13th Floor

State/Province/Country

NEW YORK

Foreign/non-US

ZIP/Postal Code

10036

Recipient

Raymond James & Associates, Inc. and affiliated entities

(Associated) Broker or Dealer None

None

Street Address 1

880 Carillon Parkway

City

St. Petersburg

State(s) of Solicitation (select all that apply) All States
Check "All States" or check individual States

Recipient CRD Number None

705

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

State/Province/Country

FLORIDA

Foreign/non-US

ZIP/Postal Code

33716

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 it 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.