

Carlyle GMS Finance, Inc.
 Form 3
 April 12, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Carlyle GMS Investment Management L.L.C.

2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/12/2013

3. Issuer Name and Ticker or Trading Symbol
 Carlyle GMS Finance, Inc. [NONE]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O THE CARLYLE GROUP, 520 MADISON AVENUE, 38TH FLOOR

(Street)

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
 (Instr. 4)

2. Amount of Securities Beneficially Owned
 (Instr. 4)

3. Ownership Form:
 Direct (D)
 or Indirect (I)
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership
 (Instr. 5)

Common Stock

100

I

See Footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
 (Instr. 4)

2. Date Exercisable and Expiration Date
 (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlyle GMS Investment Management L.L.C. C/O THE CARLYLE GROUP 520 MADISON AVENUE, 38TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Holdings I GP Inc. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Holdings I GP Sub L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Holdings I L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
TC Group, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Investment Management LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	^	^ X	^	^

Signatures

CARLYLE GROUP MANAGEMENT L.L.C., By: /s/ Orit Mizrachi, attorney-in-fact	04/12/2013
**Signature of Reporting Person	Date
THE CARLYLE GROUP L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/ Orit Mizrachi, attorney-in-fact	04/12/2013
**Signature of Reporting Person	Date
CARLYLE HOLDINGS I GP INC., By: /s/ Orit Mizrachi, attorney-in-fact	04/12/2013
**Signature of Reporting Person	Date
CARLYLE HOLDINGS I GP SUB L.L.C., By: Carlyle Holdings I GP Inc., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact	04/12/2013
**Signature of Reporting Person	Date
CARLYLE HOLDINGS I L.P., By: Carlyle Holdings I GP Sub L.L.C., its general partner, By: Carlyle Holdings I GP Inc., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact	04/12/2013
**Signature of Reporting Person	Date
TC GROUP, L.L.C., By: Carlyle Holdings I L.P., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact	04/12/2013
**Signature of Reporting Person	Date
CARLYLE INVESTMENT MANAGEMENT L.L.C., By: TC Group, L.L.C., its managing member, By: Carlyle Holdings I L.P., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact	04/12/2013
**Signature of Reporting Person	Date
CARLYLE GMS INVESTMENT MANAGEMENT L.L.C., By: Carlyle Investment Management L.L.C., its managing member, By: TC Group, L.L.C., its managing member, By: Carlyle Holdings I L.P., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact	04/12/2013
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Carlyle GMS Investment Management L.L.C. is the record holder of 100 shares of common stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of Carlyle Investment Management L.L.C., which is the managing member of Carlyle GMS Investment Management L.L.C. Each of the reporting persons disclaims beneficial ownership of the securities reported herein, except to the extent of its pecuniary interest therein.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â ConfirmingÂ Statement

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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