

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 *              |         |          | 2. Date of Event Requiring Statement                       | 3. Issuer Name and Ticker or Trading Symbol |  |
| Â Carlyle GMS Investment Management L.L.C.             |         |          | (Month/Day/Year)   | 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,Â 520 MADISON AVENUE, 38TH FLOOR |         |          | (Check all applicable)                                     |   |  |
| (Street)   |         |          | ___ Director   |   | ___X___ 10% Owner                                    |
| NEW YORK,Â NYÂ 10022                                   |         |          | ___ Officer  |   | ___ Other  |
| (City)   | (State) | (Zip)    | (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           |   |  |

**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 <sup>(1)</sup>                           |

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)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Carlyle GMS Investment Management L.L.C.<br>C/O THE CARLYLE GROUP<br>520 MADISON AVENUE, 38TH FLOOR<br>NEW YORK, NY 10022   | ^             | ^ X       | ^       | ^     |
| Carlyle Group Management L.L.C.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004   | ^             | ^ X       | ^       | ^     |
| Carlyle Group L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004                | ^             | ^ X       | ^       | ^     |
| Carlyle Holdings I GP Inc.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004        | ^             | ^ X       | ^       | ^     |
| Carlyle Holdings I GP Sub L.L.C.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004  | ^             | ^ X       | ^       | ^     |
| Carlyle Holdings I L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004           | ^             | ^ X       | ^       | ^     |
| TC Group, LLC<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004                     | ^             | ^ X       | ^       | ^     |
| Carlyle Investment Management LLC<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>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,<br>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<br>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:<br>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,<br>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<br>member, By: Carlyle Holdings I L.P., its managing member, By: /s/ Orit Mizrachi,<br>attorney-in-fact  | 04/12/2013 |
| **Signature of Reporting Person   | Date       |
| CARLYLE GMS INVESTMENT MANAGEMENT L.L.C., By: Carlyle Investment<br>Management L.L.C., its managing member, By: TC Group, L.L.C., its managing member, By:<br>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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