

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)*

Carlyle GMS Finance, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

N/A
(CUSIP Number)

May 8, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of reporting persons I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) William E. Conway, Jr.
2.	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC use only
4.	Citizenship or place of organization United States
Number of shares beneficially owned by each reporting person with	5. Sole voting power 31,615
	6. Shared voting power 00,000
	7. Sole dispositive power 31,615
	8. Shared dispositive power 00,000
9.	Aggregate amount beneficially owned by each reporting person 31,615
10.	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/>
11.	Percent of class represented by amount in Row (9) 5.27%
12.	Type of reporting person (see instructions) IN

Item 1.

- (a) Name of Issuer
Carlyle GMS Finance, Inc.
- (b) Address of Issuer's Principal Executive Offices
520 Madison Avenue 38th Floor, New York, New York 10022

Item 2.

- (a) Name of Person Filing
William E. Conway, Jr.
- (b) Address of the Principal Office or, if none, residence
c/o The Carlyle Group L.P. 1001 Pennsylvania Avenue, NW Washington DC 20004
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Stock, par value \$0.01 per share
- (e) CUSIP Number
N/A

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 31,615

- (b) Percent of class: 5.27%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 31,615
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of 31,615
 - (iv) Shared power to dispose or to direct the disposition of 0

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

05/14/13

Date

/s/ Ian J. Sandler Attorney in Fact

Signature

William E. Conway, Jr.

Name/Title

List of Exhibits

<u>Exhibit No.</u>	<u>Description</u>
24	Power of Attorney

POWER OF ATTORNEY AND CONFIRMING STATEMENT

This Power of Attorney and Confirming Statement (this "Statement") confirms that the undersigned has authorized and designated each of Ian J. Sandler and Orit Mizrahi to execute and file on the undersigned's behalf all Schedules 13G (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Carlyle GMS Finance, Inc. The authority of Ian J. Sandler and Orit Mizrahi under this Statement shall continue until the undersigned is no longer required to file Schedule 13G with regard to his or her ownership of or transactions in securities of Carlyle GMS Finance, Inc., unless earlier revoked in writing. The undersigned acknowledges that Ian J. Sandler and Orit Mizrahi are not assuming any of the undersigned's responsibilities to comply with Section 13(d) and Section 13(g) of the Securities Exchange Act of 1934, as amended.

In order that Schedule 13G (including any amendments thereto) may be filed on your behalf, please provide the information requested below regarding SEC Edgar filing codes.

In witness whereof, this Statement is signed and dated as of the date set forth below.

By: /s/ William E. Conway, Jr.
William E. Conway, Jr.

Date: May 10, 2013