

Carlyle GMS Finance, Inc.  
Form SC 13G/A  
March 12, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

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Carlyle GMS Finance, Inc.  
(Name of Issuer)

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

N/A  
(CUSIP Number)

December 31, 2013  
(Date of Event Which Requires Filing of this Statement)

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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 the disclosures provided in a prior cover page.

The information required in 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).



NAMES OF REPORTING PERSONS

1

Stifel Financial Corp.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3

SEC USE ONLY:

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	5	SOLE VOTING POWER
SHARES		333,119
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY EACH		0
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH	8	333,119
		SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

333,119

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARESNot

10

Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.48%

TYPE OF REPORTING PERSON

12

CO

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, NY 10022

Item 2.

(a). Name of Person Filing

Stifel Financial Corp.

(b). Address of Principal Business Office

501 N. Broadway, St. Louis, Missouri 63102

(c). Citizenship

Delaware

(d). Title of Class of Securities

Common Stock, par value \$0.01 per share

(e). CUSIP Number

N/A

Item N/A

3.

Item Ownership:

4.

(a) Amount beneficially owned: 311,119

(b) Percent of class: 3.48%

(c) Number of shares to which such Reporting Persons have:

(i) Sole power to vote or to direct the vote: 333,119

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 333,119

(iv) Shared power to dispose or to direct the disposition of: 0

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Item Ownership of Five Percent or Less of a Class.

5.

Not Applicable.

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

6.

Not Applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent

7. Holding Company.

Not Applicable.

Item Identification and Classification of Members of the Group.

8.

Not Applicable.

Item Notice of Dissolution of Group.

9.

Not Applicable.

Item 10. Certification.

(c)

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.

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SIGNATURES

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.

Dated: March 12, 2014

Stifel Financial Corp.

/s/ James M. Zemlyak\_\_\_\_\_

Name: James M. Zemlyak

Title: Senior Vice President and Chief Financial Officer