

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).

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1	NAMES OF REPORTING PERSONS Stifel Financial Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 333,119
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 333,119
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 333,119	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.48%	
12	TYPE OF REPORTING PERSON 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 3.** N/A

**Item 4. Ownership:**

- (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 5. Ownership of Five Percent or Less of a Class.**

Not Applicable.

**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.**

(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