



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4561

September 20, 2016

William Wei Huang  
Chief Executive Officer  
GDS Holdings Limited  
2/F, Tower 2, Youyou Century Place  
428 South Yanggao Road  
Pudong, Shanghai 200127  
People's Republic of China

**Re: GDS Holdings Limited  
Amendment No. 3 to Draft Registration Statement on Form F-1  
Submitted September 2, 2016  
CIK No. 0001526125**

Dear Mr. Huang:

We have reviewed your amended draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

Capitalization, page 66

1. Please revise your pro forma information to reflect the entire dividend to be paid in cash and in ordinary shares upon completion of the offering. Also revise similar pro forma disclosure elsewhere in the prospectus accordingly.

Critical Accounting Policies, page 92

2. Considering the increased significance of your VIEs to your operations in 2016, please revise to add the consolidation of your VIEs as a critical accounting policy. Include in your disclosures significant judgments used, assumptions made and accounting guidance

followed in determining whether you are the primary beneficiary of the VIEs and why consolidation of those entities in your consolidated financial statements was appropriate.

Unaudited Condensed Consolidated Balance Sheets, page F-62

3. Please revise to reflect the preference dividend to be paid upon completion of this offering, in both cash and ordinary shares, in a pro forma balance sheet alongside the historical balance sheet, if material. Also, if material, revise to include pro forma per share data giving effect to both the number of shares that will be issued to pay the dividend and the number of shares whose proceeds will to be used to pay the cash portion of the dividend. We refer you to SAB Topic 1.B.3.

Notes to Unaudited Condensed Consolidated Financial Statements

Note 2. Principles of Consolidation, page F-69

4. Please revise to disclose, if material, any unrecognized revenue producing assets held by the VIEs such as licenses, trademarks, and other intellectual property or facilities. Refer to ASC 810-10-50-5A.d.

Note 8. Loans and Borrowings, page F-76

5. Please revise to disclose all the terms of repayment for the loan facilities discussed in Note 8(iv) as described on pages 112 – 113.

You may contact Melissa Kindelan, Staff Accountant, at (202) 551-3564 or Kathleen Collins, Accounting Branch Chief, at (202) 551-3499 if you have questions regarding comments on the financial statements and related matters. Please contact Gabriel Eckstein, Staff Attorney, at (202) 551-3286 or, in his absence, the undersigned at (202) 551-3456 with any other questions. If you require further assistance, you may contact Barbara C. Jacobs, Assistant Director, at (202) 551-3730.

Sincerely,

/s/ Matthew Crispino

Matthew Crispino  
Staff Attorney  
Office of Information  
Technologies and Services

cc: Daniel Fertig, Esq.  
Simpson Thacher & Bartlett LLP