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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Carlyle Credit Income Fund
(Name of Issuer)

Shares of Beneficial Interest
(Title of Class of Securities)

92535C104
(CUSIP Number)

Jeffrey Ferguson
The Carlyle Group
1001 Pennsylvania Avenue, NW
Suite 220 South
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(202) 729-5626

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:

Jonathan L. Corsico, Esq.
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Christopher Healey, Esq.
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900 G Street, NW
Washington, D.C. 20001
(202) 636-5500

August 28, 2023
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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, as amended (the "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. The Carlyle Group Inc.	
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.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares beneficially owned by each Reporting Person with:	7.	Sole Voting Power 0 Shares
	8.	Shared Voting Power 3,516,091 Shares
	9.	Sole Dispositive Power 0 Shares
	10.	Shared Dispositive Power 3,516,091 Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,516,091 Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 33.8%	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. Carlyle Holdings I GP Inc.	
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.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares beneficially owned by each Reporting Person with:	7.	Sole Voting Power 0 Shares
	8.	Shared Voting Power 3,516,091 Shares
	9.	Sole Dispositive Power 0 Shares
	10.	Shared Dispositive Power 3,516,091 Shares
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12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 33.8%	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. Carlyle Holdings I GP Sub L.L.C.	
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.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares beneficially owned by each Reporting Person with:	7.	Sole Voting Power 0 Shares
	8.	Shared Voting Power 3,516,091 Shares
	9.	Sole Dispositive Power 0 Shares
	10.	Shared Dispositive Power 3,516,091 Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,516,091 Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 33.8%	
14.	Type of Reporting Person (See Instructions) OO (Delaware limited liability company)	

1.	Names of Reporting Persons. Carlyle Holdings I L.P.	
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.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares beneficially owned by each Reporting Person with:	7.	Sole Voting Power 0 Shares
	8.	Shared Voting Power 3,516,091 Shares
	9.	Sole Dispositive Power 0 Shares
	10.	Shared Dispositive Power 3,516,091 Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,516,091 Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 33.8%	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons. CG Subsidiary Holdings L.L.C.	
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.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares beneficially owned by each Reporting Person with:	7.	Sole Voting Power 0 Shares
	8.	Shared Voting Power 3,516,091 Shares
	9.	Sole Dispositive Power 0 Shares
	10.	Shared Dispositive Power 3,516,091 Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,516,091 Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 33.8%	
14.	Type of Reporting Person (See Instructions) OO (Delaware limited liability company)	

1.	Names of Reporting Persons. TC Group L.L.C.	
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.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares beneficially owned by each Reporting Person with:	7.	Sole Voting Power 0 Shares
	8.	Shared Voting Power 0 Shares
	9.	Sole Dispositive Power 0 Shares
	10.	Shared Dispositive Power 0 Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0%	
14.	Type of Reporting Person (See Instructions) OO (Delaware limited liability company)	

1.	Names of Reporting Persons. Carlyle Investment Management L.L.C.	
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.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares beneficially owned by each Reporting Person with:	7.	Sole Voting Power 0 Shares
	8.	Shared Voting Power 0 Shares
	9.	Sole Dispositive Power 0 Shares
	10.	Shared Dispositive Power 0 Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0%	
14.	Type of Reporting Person (See Instructions) OO (Delaware limited liability company)	

1.	Names of Reporting Persons. Carlyle Global Credit Investment Management L.L.C.	
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.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares beneficially owned by each Reporting Person with:	7.	Sole Voting Power 0 Shares
	8.	Shared Voting Power 0 Shares
	9.	Sole Dispositive Power 0 Shares
	10.	Shared Dispositive Power 0 Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0%	
14.	Type of Reporting Person (See Instructions) OO (Delaware limited liability company)	

This Amendment No. 2 supplements and amends the Schedule 13D filed on January 23, 2023 (the “Original Schedule 13D”), as amended by Amendment No. 1 filed on July 17, 2023 (as so amended, the “Schedule 13D”), by the Reporting Persons (as defined below), relating to the shares of beneficial interest (the “Shares”) of Carlyle Credit Income Fund, a Delaware statutory trust (the “Issuer”). Each Item below amends and supplements the information disclosed under the corresponding Item of the Schedule 13D. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 2 shall have the same meanings as are ascribed to such terms in the Schedule 13D.

This Amendment No. 2 is being filed pursuant to Rule 13d-1(a) under the Act by the following persons (each a “Reporting Person” and, collectively, the “Reporting Persons”):

- (i) The Carlyle Group Inc.;
- (ii) Carlyle Holdings I GP Inc.;
- (iii) Carlyle Holdings I GP Sub L.L.C.;
- (iv) Carlyle Holdings I L.P.;
- (v) CG Subsidiary Holdings L.L.C. (“CG Sub Holdings”);
- (vi) TC Group, L.L.C. (“TC Group”);
- (vii) Carlyle Investment Management L.L.C. (“CIM”); and
- (viii) Carlyle Global Credit Investment Management L.L.C. (“CGCIM”).

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended by inserting the following:

The information in Item 4 of this Schedule 13D is hereby incorporated by reference into this Item 3.

The source of funds required for CG Sub Holdings to purchase Shares in connection with the Tender Offer was from the working capital of CG Sub Holdings.

The source of funds that will be required for CG Sub Holdings to purchase Shares in connection with the Saba Share Purchase (as defined in the Original Schedule 13D) will be from the working capital of CG Sub Holdings.

Item 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is hereby amended by inserting the following immediately after the section titled “Closing”:

Tender Offer

On July 18, 2023, CG Sub Holdings, an affiliate of CGCIM, commenced the Tender Offer.

On August 14, 2023, in response to certain comments raised by the Securities and Exchange Commission staff, CG Sub Holdings extended the offer period of the Tender Offer from 11:59 P.M., New York City time, on August 14, 2023, to 11:59 P.M., New York City time, on August 28, 2023.

On August 15, 2023, CG Sub Holdings amended the Tender Offer Statement on Schedule TO, originally filed on July 18, 2023 and amended on August 14, 2023, to provide that CG Sub Holdings offered to purchase up to 3,012,049 Shares at a price equal to \$8.30 per Share (the “Offer Price”) (for a maximum purchase price of \$25,000,006.70), which was the Issuer’s net asset value per Share on August 14, 2023.

The Tender Offer expired at 11:59 P.M., New York City time, on August 28, 2023 (the “Expiration Date”). A total of approximately 7,477,489 Shares were validly tendered and not withdrawn in connection with the Tender Offer. CG Sub Holdings has accepted for purchase 3,012,049 Shares that were validly tendered and not withdrawn, representing approximately 29.0% of the Shares outstanding as of the Expiration Date. Because the Tender Offer was oversubscribed, the number of Shares purchased from each of the tendering shareholders of the Issuer was prorated to limit CG Sub Holdings’ purchase to an aggregate value of \$25,000,006.70. The final proration factor was approximately 40.3% of the tendered Shares. All Shares tendered but not accepted for payment in the Tender Offer were returned to the tendering shareholders of the Issuer.

On September 12, 2023, as previously disclosed, CG Sub Holdings will (i) acquire 504,042 Shares in connection with the Saba Share Purchase at the Offer Price, for an aggregate purchase price of \$4,183,548.60, and (ii) invest \$10,816,451.40 into the Issuer through the acquisition of newly issued Shares in connection with the Primary Issuance (as defined in the Transaction Agreement) at the greater of the Offer Price and the then-current net asset value per Share. The number of newly issued Shares to be acquired by CG Sub Holdings in the Primary Issuance is dependent on whether the purchase price per Share will be the Offer Price or the then-current net asset value per Share.

The information set forth in Item 5 of this Amendment No. 2 is incorporated by reference in its entirety into this Item 4.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a), (b) CGCIM has delegated to CG Sub Holdings the obligation to acquire (i) Shares in the Tender Offer, (ii) Shares in connection with the Saba Share Purchase and (iii) newly issued Shares in connection with the Primary Issuance. None of TC Group, CIM or CGCIM beneficially owns any Shares acquired in the Tender Offer and will not beneficially own any Shares acquired by CG Sub Holdings in connection with the Saba Share Purchase and the Primary Issuance.

The following sets forth the aggregate number and percentage of Shares beneficially owned by certain Reporting Persons, as well as the number of Shares as to which each such Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, based on 10,389,783.31 Shares outstanding as of the Expiration Date.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
The Carlyle Group Inc.	3,516,091(1)	33.8%(1)	0	3,516,091(1)	0	3,516,091(1)
Carlyle Holdings I GP Inc.	3,516,091(1)	33.8%(1)	0	3,516,091(1)	0	3,516,091(1)
Carlyle Holdings I GP Sub L.L.C.	3,516,091(1)	33.8%(1)	0	3,516,091(1)	0	3,516,091(1)
Carlyle Holdings I L.P.	3,516,091(1)	33.8%(1)	0	3,516,091(1)	0	3,516,091(1)
CG Subsidiary Holdings L.L.C.	3,516,091(1)	33.8%(1)	0	3,516,091(1)	0	3,516,091(1)

(1) Includes (i) 3,012,049 Shares acquired in the Tender Offer and held of record by CG Sub Holdings and (ii) 504,042 Shares that CG Sub Holdings has agreed to acquire in connection with the Saba Share Purchase. Such Shares represent approximately 33.8% of the outstanding Shares, based on 10,389,783.31 aggregate Shares issued and outstanding as of the Expiration Date. Each of The Carlyle Group Inc., Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C. and Carlyle Holdings I L.P. may be deemed to be the beneficial owner of such Shares for purposes of Rule 13d-3 under the Act. This number does not include the newly issued Shares that CG Sub Holdings will acquire in connection with the Primary Issuance because the number of such Shares to be acquired is currently unknown.

The Carlyle Group Inc., which is a publicly traded entity listed on Nasdaq, is the sole shareholder of Carlyle Holdings I GP Inc., which is the sole member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which, with respect to the securities reported herein, is the managing member of CG Sub Holdings, which is the managing member of TC Group, which is the managing member of CIM, which is the sole member of CGCIM.

To the best knowledge of the Reporting Persons, none of the Related Persons beneficially owns any Shares except as described in this Item 5. The filing of this Amendment No. 2 shall not be construed as an admission that the Reporting Persons are, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owners of any Shares, except as described in this Item 5.

(c) Except as described in this Amendment No. 2, the Reporting Persons have not effected any transactions with respect to the Shares since the filing of Amendment No. 1 to the Schedule 13D.

(d) None.

(e) Since none of TC Group, CIM or CGCIM beneficially owns any Shares acquired in the Tender Offer and will not beneficially own any Shares acquired by CG Sub Holdings in connection with the Saba Share Purchase and the Primary Issuance, TC Group, CIM and CGCIM have ceased to be beneficial owners of more than 5% of the Shares.

Signatures

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

Dated: August 30, 2023

THE CARLYLE GROUP INC.

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: General Counsel

CARLYLE HOLDINGS I GP INC.

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: Managing Director and General Counsel

CARLYLE HOLDINGS I GP SUB L.L.C.

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: Managing Director and General Counsel

CARLYLE HOLDINGS I L.P.

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: Managing Director

CG SUBSIDIARY HOLDINGS L.L.C.

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: Managing Director

TC GROUP, L.L.C.

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: Managing Director

CARLYLE INVESTMENT MANAGEMENT L.L.C.

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: General Counsel

**CARLYLE GLOBAL CREDIT INVESTMENT
MANAGEMENT L.L.C.**

By: /s/ Joshua Lefkowitz

Name: Joshua Lefkowitz

Title: Managing Director