
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO §240.13d-2(a)**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)**

GDS Holdings Limited

(Name of Issuer)

Class A Ordinary Shares, par value \$0.00005 per share
(Title of Class of Securities)

36165L108
(CUSIP Number)

Chan Jen Keet
c/o Singapore Technologies Telemedia Pte Ltd
1 Temasek Avenue #33-01
Millenia Tower
Singapore 039192
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Michael W. Sturrock, Esq.
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9 Raffles Place #42-02
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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 15, 2018

(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 ("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 Singapore Technologies Telemedia Pte Ltd	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source Of Funds AF	
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 Republic of Singapore	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 341,737,732(1)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 341,737,732(1)
11	Aggregate Amount Beneficially Owned By Each Reporting Person 341,737,732(1)	
12	Check if the Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent Of Class Represented By Amount In Row (11) 36.4%(2)(3)	
14	Type of Reporting Person CO	

- (1) See Item 5 of this Schedule 13D.
- (2) Based on 939,479,328 Class A Shares outstanding as of March 31, 2018, as set forth in the Issuer's unaudited condensed consolidated financial statements as of and for the three months ended March 31, 2018 and 2017 submitted to the Securities and Exchange Commission (the "**Commission**") under a report on Form 6-K (File No. 001-37925) on May 29, 2018 (the "**6-K**").
- (3) 67,590,336 Class B Ordinary Shares ("**Class B Shares**") were issued and outstanding as of March 31, 2018, as set forth in the 6-K. On that basis, with respect to (i) the election of a simple majority of the Issuer's directors and (ii) any change to the Issuer's articles of association that would adversely affect the rights of the holders of Class B Shares, at general meetings of shareholders, each Class A Share is entitled to one vote per share, and each Class B Share is entitled to 20 votes per share, and accordingly, the Class A Shares deemed to be beneficially owned by the Reporting Persons as of June 15, 2018 represented approximately 14.9% of the aggregate voting power on such matters with Class A Shares and Class B Shares voting on a 1:20 basis. With respect to any other matters at general meetings of shareholders, each Class A Share is entitled to one vote, and each Class B Share is entitled to one vote, and accordingly, the Class A Shares deemed to be beneficially owned by the Reporting Persons as of June 15, 2018 represented approximately 33.9% of the aggregate voting power on such matters with Class A Shares and Class B Shares voting on a 1:1 basis. Class B Shares are convertible into Class A Shares.

1	Names of Reporting Persons STT Communications Ltd	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source Of Funds 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 Republic of Singapore	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 341,737,732(1)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 341,737,732(1)
11	Aggregate Amount Beneficially Owned By Each Reporting Person 341,737,732(1)	
12	Check if the Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent Of Class Represented By Amount In Row (11) 36.4%(2)(3)	
14	Type of Reporting Person CO	

(1) See Item 5 of this Schedule 13D.

(2) Based on 939,479,328 Class A Shares outstanding as of March 31 2018, as set forth in the 6-K.

(3) 67,590,336 Class B Shares were issued and outstanding as of March 31, 2018, as set forth in the 6-K. On that basis, with respect to (i) the election of a simple majority of the Issuer's directors and (ii) any change to the Issuer's articles of association that would adversely affect the rights of the holders of Class B Shares, at general meetings of shareholders, each Class A Share is entitled to one vote per share, and each Class B Share is entitled to 20 votes per share, and accordingly, the Class A Shares deemed to be beneficially owned by the Reporting Persons as of June 15, 2018 represented approximately 14.9% of the aggregate voting power on such matters with Class A Shares and Class B Shares voting on a 1:20 basis. With respect to any other matters at general meetings of shareholders, each Class A Share is entitled to one vote, and each Class B Share is entitled to one vote, and accordingly, the Class A Shares deemed to be beneficially owned by the Reporting Persons as of June 15, 2018 represented approximately 33.9% of the aggregate voting power on such matters with Class A Shares and Class B Shares voting on a 1:1 basis. Class B Shares are convertible into Class A Shares.

1	Names of Reporting Persons STT GDC Pte. Ltd.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source Of Funds AF	
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 Republic of Singapore	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 341,737,732(1)
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 341,737,732(1)
11	Aggregate Amount Beneficially Owned By Each Reporting Person 341,737,732(1)	
12	Check if the Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent Of Class Represented By Amount In Row (11) 36.4%(2)(3)	
14	Type of Reporting Person CO	

- (1) See Item 5 of this Schedule 13D.
- (2) Based on 939,479,328 Class A Shares outstanding as of March 31 2018, as set forth in the 6-K.
- (3) 67,590,336 Class B Shares were issued and outstanding as of March 31, 2018, as set forth in the 6-K. On that basis, with respect to (i) the election of a simple majority of the Issuer's directors and (ii) any change to the Issuer's articles of association that would adversely affect the rights of the holders of Class B Shares, at general meetings of shareholders, each Class A Share is entitled to one vote per share, and each Class B Share is entitled to 20 votes per share, and accordingly, the Class A Shares deemed to be beneficially owned by the Reporting Persons as of June 15, 2018 represented approximately 14.9% of the aggregate voting power on such matters with Class A Shares and Class B Shares voting on a 1:20 basis. With respect to any other matters at general meetings of shareholders, each Class A Share is entitled to one vote, and each Class B Share is entitled to one vote, and accordingly, the Class A Shares deemed to be beneficially owned by the Reporting Persons as of June 15, 2018 represented approximately 33.9% of the aggregate voting power on such matters with Class A Shares and Class B Shares voting on a 1:1 basis. Class B Shares are convertible into Class A Shares.

Explanatory Note

This Amendment No. 5 (“**Amendment No. 5**”) to Schedule 13D amends and supplements the Schedule 13D originally filed with the Commission on June 5, 2017 and amended on June 19, 2017, October 23, 2017, November 16, 2017 and February 1, 2018 (the “**Statement**”) relating to the Class A Ordinary Shares, par value \$0.00005 per share (the “**Class A Shares**”), of GDS Holdings Limited, a Cayman Islands company (the “**Issuer**”), with its principal executive offices located at 2/F, Tower 2, Youyou Century Place, 428 South Yanggao Road, Pudong, Shanghai 200127, People’s Republic of China.

Capitalized terms used but not defined herein have the meanings given to them in the Statement.

Item 4. Purpose of Transaction

Item 4 of the Statement is hereby amended and supplemented by inserting the following:

On June 15, 2018, STT GDC entered into a trading plan (the “**June 2018 Trading Plan**”) pursuant to Rule 10b5-1 under the Exchange Act. Under the June 2018 Trading Plan, a broker dealer will make periodic purchases of Class A Shares (in the form of ADSs) on behalf of STT GDC, subject to the terms of the June 2018 Trading Plan. The Reporting Persons make no commitment in terms of the timing of such transactions, if any, which will depend on market conditions, including the price and availability of shares of Common Stock, as well as other factors.

Item 5. Interest in Securities of the Issuer

Item 5 of the Statement is amended and restated in its entirety as follows:

(a)-(b) STT, through its ownership of STTC and STT GDC, is deemed for purposes of Rule 13d-3 under the Exchange Act to be the beneficial owner of 341,737,732 Class A Shares, or approximately 36.4% of the outstanding Class A Shares, and to have shared power over the voting and disposition of such Class A Shares, as of June 15, 2018.

STTC, through its ownership of STT GDC, is deemed for purposes of Rule 13d-3 under the Exchange Act to be the beneficial owner of 341,737,732 Class A Shares, or approximately 36.4% of the outstanding Class A Shares, and to have shared power over the voting and disposition of such Class A Shares, as of June 15, 2018.

STT GDC directly owns 341,737,732 Class A Shares (directly or in the form of ADSs), or approximately 36.4% of the outstanding Class A Shares, and has shared power over the voting and disposition of such Class A Shares, as of June 15, 2018.

The percentage of beneficial ownership of the Reporting Persons was calculated by dividing (i) the 341,737,732 Class A Shares deemed to be beneficially owned by each of the Reporting Persons as of June 15, 2018 (as set forth in the preceding paragraphs) by (ii) 939,479,328 Class A Shares outstanding as of March 31, 2018 as set forth in the 6-K.

67,590,336 Class B Shares were issued and outstanding as of March 31, 2018, as set forth in the 6-K. On that basis, the Class A Shares deemed to be beneficially owned by the Reporting Persons as of June 15, 2018 represented approximately 14.9% of the aggregate voting power on the matters with Class A Shares and Class B Shares voting on a 1:20 basis described herein and approximately 33.9% of the aggregate voting power on the matters with Class A Shares and Class B Shares voting on a 1:1 basis described herein.

To the knowledge of the Reporting Persons, the directors and executive officers of the Reporting Persons listed in Schedule A hereto beneficially own in the aggregate less than 1% of the Issuer's outstanding Class A Shares (directly or indirectly in the form of ADSs) as of June 15, 2018, based on 939,479,328 Class A Shares outstanding as of March 31, 2018, as set forth in the 6-K.

(c) There have been no transactions by the Reporting Persons in the Class A Shares of the Issuer (directly or in the form of ADSs) during the past sixty days.

To the knowledge of the Reporting Persons, there have been no transactions by any director or executive officer of any of the Reporting Persons in the Class A Shares of the Issuer (directly or in the form of ADSs) during the past sixty days.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Statement is hereby amended and supplemented by inserting the following:

Item 4 above summarizes certain provisions of the June 2018 Trading Plan and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Joint Filing Agreement, dated June 5, 2017, among STT, STTC and STT GDC (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed by the Reporting Persons with the Commission on June 5, 2017).

SIGNATURE

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.

Date: June 18, 2018

SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD

By: /s/ Chan Jen Keet

Name: Chan Jen Keet

Title: Company Secretary

STT COMMUNICATIONS LTD

By: /s/ Chan Jen Keet

Name: Chan Jen Keet

Title: Company Secretary

STT GDC PTE. LTD.

By: /s/ Bruno Lopez

Name: Bruno Lopez

Title: Director