

Simpson Thacher & Bartlett
盛信律师事务所

ICBC TOWER, 35TH FLOOR
3 GARDEN ROAD
HONG KONG

TELEPHONE: +852-2514-7600
FACSIMILE: +852-2869-7694

Direct Dial Number
(852) 2514-7660

E-mail Address
dfertig@stblaw.com

October 19, 2016

VIA EDGAR

Division of Corporation Finance
U.S. Securities & Exchange Commission
100 F Street N.E.
Mail Stop 4561
Washington, D.C. 20549

Attention: Ms. Barbara C. Jacobs, Assistant Director
Mr. Gabriel Eckstein, Esq., Staff Attorney
Mr. Matthew Crispino, Esq., Staff Attorney
Ms. Kathleen Collins, Accounting Branch Chief
Ms. Melissa Kindelan, Staff Accountant

Re: GDS Holdings Limited
Amendment No. 1 to Registration Statement on Form F-1
CIK No. 0001526125

Ladies and Gentlemen:

On behalf of our client, GDS Holdings Limited, a company organized under the laws of the Cayman Islands (the “**Company**”), we enclose herewith for filing via EDGAR with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), an amendment (“**Amendment No. 1**”) to the Company’s registration statement on Form F-1 (the “**Registration Statement**”).

We enclose herewith five (5) courtesy copies of Amendment No. 1, which has been marked to show changes to the Company’s Registration Statement filed via EDGAR on October 4, 2016 (the “**October 4 Filing**”).

Amendment No. 1 contains the estimated price range and offering size. The Company plans to launch the road show on October 20, 2016.

DANIEL FERTIG ADAM C. FURBER ANTHONY D. KING CELIA C.L. LAM CHRIS K.H. LIN JIN HYUK PARK KATHRYN KING SUDOL CHRISTOPHER K.S. WONG
RESIDENT PARTNERS
SIMPSON THACHER & BARTLETT, HONG KONG IS AN AFFILIATE OF SIMPSON THACHER & BARTLETT LLP WITH OFFICES IN
NEW YORK BEIJING HOUSTON LONDON LOS ANGELES PALO ALTO SÃO PAULO SEOUL TOKYO WASHINGTON, D.C.

The Company has also revised the October 4 Filing to include (i) operating data as of and for the nine months ended September 30, 2016 and related disclosure; (ii) recent developments to set forth selected unaudited financial data for the three months ended September 30, 2016; and (iii) other information and data to reflect new developments since the October 4 Filing including the appointment of directors as well as to update the Registration Statement as needed.

* * *

2

If you have any question regarding the Draft Registration Statement, please do not hesitate to contact me at +852-2514-7660 (work), +852-6640-3886 (mobile) or dfertig@stblaw.com (email) or David Lee at +852-2514-7655 (work), +852-9036-9375 (mobile) or dlee@stblaw.com (email).

Very truly yours,

/s/ Daniel Fertig
Daniel Fertig

Enclosures

cc: William Wei Huang, Co-chairman and Chief Executive Officer
Daniel Newman, Chief Financial Officer
GDS Holdings Limited

Chris Lin
David Lee
Simpson Thacher & Bartlett

Karen Yan
Fenwick & West LLP

Jessie Qian
Kevin Huang
KPMG Huazhen LLP