

CARLYLE GROUP L.P.

FORM 13F-HR (Form 13F Holdings Report)

Filed 11/14/16 for the Period Ending 09/30/16

Address	C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004
Telephone	202-729-5626
CIK	0001527166
Symbol	CG
SIC Code	6282 - Investment Advice
Industry	Investment Management & Fund Operators
Sector	Financials
Fiscal Year	12/31

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 13F

OMB APPROVAL

OMB Number: 3235-0006

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FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09-30-2016

Check here if Amendment: Amendment Number: _____

This Amendment (Check only one.): is a restatement.

adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Carlyle Group L.P.

Address: C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVENUE, N.W.

WASHINGTON DC 20004

Form 13F File Number: 028-15025

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Jeffrey W. Ferguson

Title: General Counsel

Phone: 202-729-5626

Signature, Place, and Date of Signing:

/s/ Jeffrey W. Ferguson Washington, DISTRICT OF COLUMBIA 11-14-2016

[Signature]

[City, State]

[Date]

Do you wish to provide information pursuant to Special Instruction 5?

Yes No

Additional Information

Explanatory Note 1: The Carlyle Group L.P. is managed by its general partner, Carlyle Group Management L.L.C., which is managed by a board of directors that is appointed by Carlyle's senior professionals. Explanatory Note 2: AlInvest Partners B.V. is an indirectly wholly owned investment adviser of The Carlyle Group L.P. However, The Carlyle Group L.P. does not participate in any investment decision-making of AlInvest Partners B.V.

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager

[If there are no entries in this list, omit this section.]

Form 13F File Number

Name

028-15646

AlpInvest Partners B.V.

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:	<u>2</u>
Form 13F Information table Entry Total:	<u>19</u>
Form 13F Information table Value Total:	<u>3,758,280</u> (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name	CIK
<u>1</u>	<u>028-12429</u>	<u>Carlyle Investment Management LLC</u>	<u>0001354120</u>
<u>2</u>	<u>028-15024</u>	<u>CIM Global, L.L.C.</u>	<u>0001555793</u>

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE	SHRS OR	SH /	PUT /	INVESTMENT	OTHER	VOTING AUTHORITY		
									SOLE	SHARED	NONE
Booz Allen Hamilton Hldg Cor	Cl A	099502106	505,426	15,989,419	SH	-	DFND	1	0	15,989,419	0
Cobalt Intl Energy Inc	Com	19075F106	43,180	34,822,878	SH	-	DFND	1	0	34,822,878	0
CommScope Hldg Co Inc	Com	20337X109	408,154	13,555,417	SH	-	DFND	1	0	13,555,417	0
CommScope Hldg Co Inc	Com	20337X109	185,524	6,161,553	SH	-	DFND	1, 2	0	6,161,553	0
CommunityOne Bancorp	Com	20416Q108	79,890	5,772,376	SH	-	DFND	1	0	5,772,376	0
Concord Med Svcs Hldgs Ltd	Spon ADR Cl A	206277105	17,361	4,362,117	SH	-	DFND	1, 2	0	4,362,117	0
Enduro Rty Tr	Tr Unit	29269K100	30,444	8,600,000	SH	-	DFND	1	0	8,600,000	0
Enviva Partners LP	Com Unit	29414J107	357,680	13,252,299	SH	-	DFND	1	0	13,252,299	0
Fang Hldgs Ltd	ADR	30711Y102	55,262	12,307,691	SH	-	DFND	1, 2	0	12,307,691	0
Multi Packaging Solutions In	Com	G6331W109	304,960	21,163,072	SH	-	DFND	1	0	21,163,072	0
Pattern Energy Group Inc	Cl A	70338P100	381,488	16,962,546	SH	-	DFND	1	0	16,962,546	0
Sequential Brnds Group Inc N	Com New	81734P107	50,958	6,369,812	SH	-	DFND	1	0	6,369,812	0
Superior Energy Svcs Inc	Com	868157108	16,377	914,934	SH	-	DFND	1	0	914,934	0
Talen Energy Corp	Com	87422J105	270,285	19,515,173	SH	-	DFND	1	0	19,515,173	0
The Bank of NT Butterfield & Son Ltd	Shs New	G0772R208	188,982	7,632,569	SH	-	DFND	1	0	7,632,569	0
USA Compression Partners LP	Comunit Ltdpar	90290N109	445,424	23,717,985	SH	-	DFND	1	0	23,717,985	0
Weatherford Intl Plc	Ord Shs	G48833100	5,620	1,000,000	SH	-	DFND	1	0	1,000,000	0
Wesco Aircraft Hldgs Inc	Com	950814103	313,324	23,330,184	SH	-	DFND	1	0	23,330,184	0
Xenith Bankshares, Inc	Com	984102103	97,941	42,398,583	SH	-	DFND	1	0	42,398,583	0