

# CARLYLE GROUP L.P.

## **FORM 8-A12B** (Securities Registration (section 12(b)))

Filed 09/13/17

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

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

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**The Carlyle Group L.P.**  
(Exact Name of Registrant as specified in its charter)

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**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**45-2832612**  
(I.R.S. Employer  
Identification No.)

**1001 Pennsylvania Avenue, NW**  
**Washington, D.C.**  
(Address of principal executive office)

**20004**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
**5.875% Series A Preferred Units**

Name of each exchange on which  
each class is to be registered  
**The NASDAQ Global Select Market LLC**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates (if applicable):  
**333-220355**

Securities to be registered pursuant to Section 12(g) of the Act:  
**None.**

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**Item 1. Description of Registrant’s Securities to be Registered.**

Descriptions of the 5.875% Series A Preferred Units (the “Preferred Units”) of The Carlyle Group L.P. (the “Registrant”) are contained in a prospectus dated September 6, 2017, constituting part of the Registrant’s registration statement on Form S-3 (File No. 333-220355) relating to the Preferred Units (the “Prospectus”), and a supplement to the Prospectus dated September 6, 2017 and filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “Prospectus Supplement”). The descriptions of the Preferred Units contained in the Prospectus under the headings “Conflicts of Interest and Fiduciary Responsibilities,” “Description of Units” and “Material Provisions of The Carlyle Group L.P. Partnership Agreement,” and the description of the Preferred Units in the Prospectus Supplement under the heading “Description of the Series A Preferred Units,” are each incorporated herein by reference.

**Item 2. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Second Amended and Restated Agreement of Limited Partnership of The Carlyle Group L.P. dated September 13, 2017 (incorporated by reference to Exhibit 3.1 to The Carlyle Group L.P. Current Report on Form 8-K filed on September 13, 2017).
3.2	Certificate of Limited Partnership of The Carlyle Group L.P. (incorporated by reference to Exhibit 3.1 to The Carlyle Group L.P. registration statement on Form S-1 (File No. 333-176685) filed on September 6, 2011).
4.1	Form of 5.875% Series A Preferred Unit Certificate (incorporated by reference to Exhibit 4.1 to The Carlyle Group L.P. Current Report on Form 8-K filed on September 13, 2017).

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: General Counsel

Date: September 13, 2017

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**EXHIBIT INDEX**

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3.2	Certificate of Limited Partnership of The Carlyle Group L.P. (incorporated by reference to Exhibit 3.1 to The Carlyle Group L.P. registration statement on Form S-1 (File No. 333-176685) filed on September 8, 2011).
4.1	Form of 5.875% Series A Preferred Unit Certificate (incorporated by reference to Exhibit 4.1 to The Carlyle Group L.P. Current Report on Form 8-K filed on September 13, 2017).