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Carlyle Group L.P.
Form 13F-HR
February 14, 2013

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

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: The Carlyle Group L.P.

Address: 1001 Pennsylvania Avenue, NW

Suite 220 S.

Washington, DC 20004-2505

Form 13F File Number: 28- 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: Daniel A. D'Aniello

Title: Managing Director

Phone: 202-729-5626

Signature, Place, and Date of Signing:

/s/ R. Rainey Hoffman as Attorney
-in-Fact for Daniel A. D'Aniello* Washington, DC February 14, 2013

Signature City, State Date

*Signed pursuant to a Power Of Attorney dated May 7, 2012, included as an exhibit to this Form 13F-HR filed with the Securities and Exchange Commission by The Carlyle Group L.P.

** The Carlyle Group L.P. (the "Reporting Manager") does not serve as adviser to all of the owners of, or have formal investment discretion with respect to, the securities in the indicated row, but may be deemed to be part of a group of affiliated persons exercising investment discretion with respect to such

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securities. The filing of this report shall not be deemed an admission, for purposes of Section 13(f), 13(d), 13(g) or 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, or for any other purpose, that the Reporting Manager or any other manager with respect to the securities listed herein exercises investment discretion or is a member of, or is otherwise affiliated with, such a group with respect to such securities. Reference is made, where relevant, to reports filed under Sections 13(d), 13(g) and 16(a) of the Exchange Act for additional information with respect to such beneficial ownership and/or pecuniary interest of the Reporting Manager, any other manager with which it may share or be deemed to share investment discretion, and related entities. The filing of this report shall not be deemed an admission, for purposes of Section 13(f), 13(d), 13(g) or 16(a) of the Exchange Act, as amended, and the rules thereunder, or for any other purpose, that the Reporting Manager or any other person is the beneficial owner of any securities.

- [X] 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: NONE

Table with 2 columns: Form 13F File Number, Name. Row 1: 28- followed by dashes.

FORM 13F SUMMARY PAGE

Report Summary:

Summary table with 2 columns: Label, Value. Rows: Number of Other Included Managers: 2; Form 13F Information Table Entry Total: 31; Form 13F Information Table Value Total: \$12,075,844 (thousands).

List of Other Included Managers:

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

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| No. | Form 13F File Number | Name |
|-----|----------------------|--------------------------------------|
| 1 | 28- 12429 | Carlyle Investment Management L.L.C. |
| 2 | 28- 15024 | CIM Global, L.L.C. |

Explanatory Note:

The Carlyle Group L.P. is managed by its general partner, Carlyle Group Management L.L.C., which is in turn wholly-owned and controlled by Carlyle's senior professionals.

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FORM 13-F INFORMATION TABLE

| COLUMN 1 NAME OF ISSUER | COLUMN 2 TITLE OF CLASS | COLUMN 3 CUSIP | COLUMN 4 VALUE (x\$1000) | COLUMN 5 SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTM DISCRET |
|------------------------------|----------------------------|-------------------|--------------------------------|--------------------------------|------------|--------------|--------------------|
| Allison Transmission Hldgs I | Com | 01973R101 | \$1,538,621 | 75,348,750 | SH | -- | Shared-De |
| Atlas Resource Partners LP | Com Unt Ltd Pr | 04941A101 | \$170,234 | 7,576,047 | SH | -- | Shared-De |
| BankUnited Inc | Com | 06652K103 | \$335,344 | 13,721,131 | SH | -- | Shared-De |
| Booz Allen Hamilton Hldg Cor | Cl A | 099502106 | \$1,277,990 | 91,809,598 | SH | -- | Shared-De |
| Boston Private Finl Hldgs In | Com | 101119105 | \$69,882 | 7,756,022 | SH | -- | Shared-De |
| Central Pac Finl Corp | Com | 154760409 | \$147,530 | 9,463,095 | SH | -- | Shared-De |
| China Recycling Energy Corp | Com | 168913101 | \$12,366 | 12,465,938 | SH | -- | Shared-De |
| Cobalt Intl Energy Inc | Com | 19075F106 | \$1,546,193 | 62,955,756 | SH | -- | Shared-De |
| Concord Med Svcs Hldgs Ltd | Sponsored ADR | 206277105 | \$36,031 | 8,724,233 | SH | -- | Shared-De |
| Enduro Rty Tr | Tr Unit | 29269K100 | \$332,046 | 19,800,000 | SH | -- | Shared-De |
| F N B United Corp | Com | 302519202 | \$57,192 | 4,930,313 | SH | -- | Shared-De |
| Fairpoint Communications Inc | Com | 305560302 | \$272 | 34,202 | SH | -- | Shared-De |
| Freescale Semiconductor Hldg | SHS Old | G3727Q101 | \$2,159,467 | 196,136,895 | SH | -- | Shared-Ot |
| Genesee & Wyo Inc | Cl A | 371559105 | \$455,280 | 5,984,232 | SH | -- | Shared-De |
| Hampton Roads Bankshares Inc | Com | 409321502 | \$50,454 | 42,398,583 | SH | -- | Shared-De |
| Hertz Global Holdings Inc | Com | 42805T105 | \$65,964 | 4,054,340 | SH | -- | Shared-De |
| Hertz Global Holdings Inc | Com | 42805T105 | \$541,187 | 33,262,889 | SH | -- | Shared-De |

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| | | | | | | |
|------------------------------|------------------|-----------|-------------|---------------|----|-----------|
| Lear Corp | Com | 521865204 | \$15,814 | 337,618 SH | -- | Shared-De |
| Magnachip Semiconductor Corp | Com | 55933J203 | \$6,412 | 402,761 SH | -- | Shared-De |
| Nielsen Holdings N V | Com | N63218106 | \$260,356 | 8,511,137 SH | -- | Shared-De |
| Nielsen Holdings N V | Com | N63218106 | \$1,186,064 | 38,772,943 SH | -- | Shared-De |
| Niska Gas Storage Partners L | Unit Ltd Liabi | 654678101 | \$185,215 | 16,992,245 SH | -- | Shared-De |
| RTI Intl Metals Inc | Com | 74973W107 | \$55,991 | 2,031,615 SH | -- | Shared-De |
| Sandridge Energy Inc | Com | 80007P307 | \$326,205 | 51,370,888 SH | -- | Shared-De |
| SS&C Technologies Hldgs Inc | Com | 78467J100 | \$495,738 | 21,469,799 SH | -- | Shared-De |
| Superior Energy Svcs Inc | Com | 868157108 | \$18,957 | 914,934 SH | -- | Shared-De |
| Weatherford International Lt | Reg Shs | H27013103 | \$11,190 | 1,000,000 SH | -- | Shared-De |
| Wesco Aircraft Hldgs Inc | Com | 950814103 | \$706,473 | 53,480,184 SH | -- | Shared-De |
| Willbros Group Inc | Com | 969203108 | \$5,361 | 1,000,141 SH | -- | Shared-De |
| YRC Worldwide Inc | Note 10.000% 3/3 | 984249AB8 | \$3,560 | 11,866,445 SH | -- | Shared-De |
| YRC Worldwide Inc | Com Par \$.01 | 984249607 | \$2,455 | 363,642 SH | -- | Shared-De |

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LIST OF EXHIBITS

| EXHIBIT NO. | DESCRIPTION |
|-------------|-------------------|
| ----- | ----- |
| 99 | Power of Attorney |

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