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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

Report for the Calendar Year or Quarter Ended: 12-31-2014

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: 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 02-17-2015

[Signature] [City, State] [Date]

Explanatory Note 1: 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 issued by Freescale Semiconductor Hldg, but may be deemed to be part of a group of affiliated persons exercising investment discretion with respect to such 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. Explanatory Note 2: 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 3: AlpInvest 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 AlpInvest Partners B.V. \*Signed pursuant to a Power Of Attorney dated May 7, 2012.

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: 2

Form 13F Information Table Entry Total: 49

Form 13F Information Table Value Total: 15,964,310  
(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.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	028-12429	Carlyle Investment Management LLC
2	028-15024	CIM Global, L.L.C.

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FORM 13F INFORMATION TABLE

OMB APPROVAL	
OMB Number:	3235-0006
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COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
				SHRS OR PRN AMT	SH/ PRN	PUT/ CALL			SOLE	SHARED	NONE
Alcoa Inc	Com	013817101	8,873	561,966	SH		DFND	1	0	561,966	0
Atlas Resource Partners LP	Com Unt Ltd Pr	04941A101	81,254	7,593,800	SH		DFND	1	0	7,593,800	0
Axalta Coating Sys Ltd	Com	G0750C108	3,399,938	130,666,325	SH		DFND	1	0	130,666,325	0
Axalta Coating Sys Ltd	Com	G0750C108	1,031,580	39,645,671	SH		DFND	1,2	0	39,645,671	0
Barclays Bk PLC	Djubs Cmdt ETN36	06738C778	3,087	103,210	SH		DFND	1	0	103,210	0
Booz Allen Hamilton Hldg Cor	Cl A	099502106	1,391,761	52,459,885	SH		DFND	1	0	52,459,885	0
Central Pac Finl Corp	Com	154760409	173,548	8,072,006	SH		DFND	1	0	8,072,006	0
China Recycling Energy Corp	Com	168913101	6,215	8,248,233	SH		DFND	1, 2	0	8,248,233	0
Cobalt Intl Energy Inc	Com	19075F106	309,575	34,822,878	SH		DFND	1	0	34,822,878	0
CommScope Hldg Co Inc	Com	20337X109	1,588,664	69,586,667	SH		DFND	1	0	69,586,667	0
CommScope Hldg Co Inc	Com	20337X109	722,120	31,630,303	SH		DFND	1, 2	0	31,630,303	0
CommunityOne Bancorp	Com	20416Q108	66,094	5,772,376	SH		DFND	1	0	5,772,376	0
Concord Med Svcs Hldgs Ltd	Sponsored ADR	206277105	27,961	4,362,117	SH		DFND	1, 2	0	4,362,117	0
Enduro Rty Tr	Tr Unit	29269K100	41,452	8,600,000	SH		DFND	1	0	8,600,000	0
Foresight Energy LP	Com Unt Rp Int	34552U104	240,720	14,269,100	SH		DFND	1	0	14,269,100	0
Freescale Semiconductor Hldg	SHS Old	G3727Q101	4,948,534	196,136,895	SH		OTR	1, 2	0	196,136,895	0
Hampton Roads Bankshares Inc	Com	409321502	71,230	42,398,583	SH		DFND	1	0	42,398,583	0
IShares	Iboxx Hi Yd ETF	464288513	6,620	73,879	SH		DFND	1	0	73,879	0
IShares	JP Mor Em Mk ETF	464288281	8,336	75,985	SH		DFND	1	0	75,985	0
IShares TR	Core US	464287226	5,790	52,583	SH		DFND	1	0	52,583	0

	AggBd ET									
IShares TR	MSCI Emg Mkt ETF	464287234	3,305	84,127	SH	DFND	1	0	84,127	0
IShares TR	MSCI Eafe ETF	464287465	4,131	67,898	SH	DFND	1	0	67,898	0
IShares TR	Russell 2000 ETF	464287655	2,076	17,349	SH	DFND	1	0	17,349	0
IShares TR	TIPS Bd ETF	464287176	10,191	90,979	SH	DFND	1	0	90,979	0
IShares TR	U.S. Real Es ETF	464287739	1,606	20,902	SH	DFND	1	0	20,902	0
Masonite Intl Corp New	Com	575385109	86,003	1,399,327	SH	DFND	1	0	1,399,327	0
Natural Resource Partners L	Com Unit L P	63900P103	18,520	2,002,202	SH	DFND	1	0	2,002,202	0
Nielsen Holdings N V	Com	N63218106	107,657	2,406,819	SH	DFND	1, 2	0	2,406,819	0
Nielsen Holdings N V	Com	N63218106	490,437	10,964,390	SH	DFND	1	0	10,964,390	0
Niska Gas Storage Partners L	Unit Ltd Liabi	654678101	60,574	20,464,246	SH	DFND	1	0	20,464,246	0
Pattern Energy Group Inc	Cl A	70338P100	161,640	6,554,738	SH	DFND	1	0	6,554,738	0
Powershares Db Cmdty Idx Tra	Unit Ben Int	73935S105	1,994	108,059	SH	DFND	1	0	108,059	0
Powershares Global ETF Trust	Sovereign Debt	73936T573	7,435	264,041	SH	DFND	1	0	264,041	0
ProShares Tr	Pshs Ultsh 20yrs	74347B201	4,211	90,775	SH	DFND	1	0	90,775	0
RTI Intl Metals Inc	Com	74973W107	51,319	2,031,615	SH	DFND	1	0	2,031,615	0
Sandridge Energy Inc	Com	80007P307	93,495	51,370,888	SH	DFND	1	0	51,370,888	0
Sequential Brands Group Inc	Com New	817340201	83,253	6,369,812	SH	DFND	1	0	6,369,812	0
SPDR S&P 500 ETF Tr	Tr Unit	78462F103	5,406	26,308	SH	DFND	1	0	26,308	0
SPDR Series Trust	Brc Hgh Yld Bd	78464A417	2,591	67,112	SH	DFND	1	0	67,112	0
Superior Energy Svcs Inc	Com	868157108	18,436	914,934	SH	DFND	1	0	914,934	0
Terraform Pwr Inc	Cl A Com	88104R100	180,339	5,840,000	SH	DFND	1	0	5,840,000	0
USA Compression Partners LP	Comunit Ltdpar	90290N109	81,323	4,901,910	SH	DFND	1	0	4,481,820	0
Vanguard Bd Index Fd Inc	Total Bnd Mrkt	921937835	8,082	98,116	SH	DFND	1	0	98,116	0
Vanguard Charlotte Fds	Intl Bd Idx ETF	92203J407	2,832	53,319	SH	DFND	1	0	53,319	0
Vanguard Index Fds	Reit ETF	922908553	2,905	35,870	SH	DFND	1	0	35,870	0
Vanguard Intl Equity Index F	Ftse Emr Mkt ETF	922042858	1,755	43,853	SH	DFND	1	0	43,853	0

Vanguard Tax Managed Intl Fd	Ftse Dev Mkt ETF	921943858	1,836	48,469	SH	DFND	1	0	48,469	0
Weatherford Intl Plc	Ord Shs	G48833100	11,450	1,000,000	SH	DFND	1	0	1,000,000	0
Wesco Aircraft Hldgs Inc	Com	950814103	326,156	23,330,183	SH	DFND	1	0	23,330,183	0