

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

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: 09-30-2017

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, DC 11-13-2017  
[Signature] [City, State] [Date]

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: 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.

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:	14

Form 13F Information Table Value 1,576,891

Total:

(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  
Expires: Oct 31, 2018  
Estimated average burden hours per response: 23.8

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE
Centennial Resource Dev Inc	Cl A	15136A102	28,455	1,583,477	SH		DFND	1	0	1,583,477	0
Cobalt Intl Energy Inc	Com New	19075F304	3,320	2,321,525	SH		DFND	1	0	2,321,525	0
Concord Med Svcs Hldgs Ltd	Spon ADR Cl A	206277105	15,311	4,362,117	SH		DFND	1, 2	0	4,362,117	0
Enduro Rty Tr	Tr Unit	29269K100	37,410	8,600,000	SH		DFND	1	0	8,600,000	0
Enviva Partners LP	Com Unit	29414J107	367,287	12,429,342	SH		DFND	1	0	12,429,342	0
Fang Hldgs Ltd	ADR	30711Y102	49,846	12,307,691	SH		DFND	1	0	12,307,691	0
Pattern Energy Group Inc	Cl A	70338P100	185,022	7,677,246	SH		DFND	1	0	7,677,246	0
Golden Ocean Group Ltd	Shs New	G39637205	85,044	10,847,447	SH		DFND	1	0	10,847,447	0
Sequential Brnds Group Inc N	Com	81734P107	19,046	6,369,812	SH		DFND	1	0	6,369,812	0
Superior Energy Svcs Inc	Com	868157108	9,771	914,934	SH		DFND	1	0	914,934	0
USA Compression Partners LP	Comunit Ltdpar	90290N109	416,893	24,933,821	SH		DFND	1	0	24,933,821	0
Weatherford Intl Plc	Ord Shs	G48833100	4,580	1,000,000	SH		DFND	1	0	1,000,000	0
Wesco Aircraft Hldgs Inc	Com	950814103	217,111	23,096,882	SH		DFND	1	0	23,096,882	0
Xenith Bankshares Inc New	Com New	984102202	137,795	4,239,858	SH		DFND	1	0	4,239,858	0