

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: 09-30-2014

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 \*Signed pursuant to a Washington, DC 11-14-2014  
Power Of Attorney dated May 7,  
2012

[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.

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: 27

Form 13F Information Table Value Total: 11,695,041

(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	
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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		
				SHRS OR PRN	SH/ PUT/ CALL	AMT			SOLE	SHARED	NONE
Atlas Resource Partners LP	Com Unt Ltd Pr	04941A101	147,775	7,593,800	SH		DFND	1	0	7,593,800	0
Booz Allen Hamilton Hldg Cor	Cl A	099502106	1,474,601	63,017,125	SH		DFND	1	0	63,017,125	0
Central Pac Finl Corp	Com	154760409	144,731	8,072,006	SH		DFND	1	0	8,072,006	0
China Recycling Energy Corp	Com	168913101	11,551	9,391,090	SH		DFND	1, 2	0	9,391,090	0
Cobalt Intl Energy Inc	Com	19075F106	473,591	34,822,878	SH		DFND	1	0	34,822,878	0
CommScope Hldg Co Inc	Com	20337X109	1,663,817	69,586,667	SH		DFND	1	0	69,586,667	0
CommScope Hldg Co Inc	Com	20337X109	756,281	31,630,303	SH		DFND	1, 2	0	31,630,303	0
CommunityOne Bancorp	Com	20416Q108	43,485	4,930,313	SH		DFND	1	0	4,930,313	0
Concord Med Svcs Hldgs Ltd	Sponsored ADR	206277105	31,407	4,362,117	SH		DFND	1, 2	0	4,362,117	0
Enduro Rty Tr	Tr Unit	29269K100	97,180	8,600,000	SH		DFND	1	0	8,600,000	0
Foresight Energy LP	Com Unt Rp Int	34552U104	260,554	14,269,100	SH		DFND	1	0	14,269,100	0
Freescale Semiconductor Hldg	SHS Old	G3727Q101	3,830,554	196,136,895	SH		OTR	1, 2	0	196,136,895	0
Hampton Roads Bankshares Inc	Com	409321502	64,870	42,398,583	SH		DFND	1	0	42,398,583	0
HD Supply Hldgs Inc	Com	40416M105	498,727	18,295,193	SH		DFND	1	0	18,295,193	0
Masonite Intl Corp New	Com	575385109	77,495	1,399,327	SH		DFND	1	0	1,399,327	0
Nielsen Holdings N V	Com	N63218106	106,694	2,406,819	SH		DFND	1, 2	0	2,406,819	0
Nielsen Holdings N V	Com	N63218106	486,051	10,964,390	SH		DFND	1	0	10,964,390	0
Niska Gas Storage Partners L	Unit Ltd Liabi	654678101	238,677	19,124,737	SH		DFND	1	0	19,124,737	0
Pattern Energy Group Inc	Cl A	70338P100	202,672	6,554,738	SH		DFND	1	0	6,554,738	0
RTI Intl Metals	Com	74973W107	50,100	2,031,615	SH		DFND	1	0	2,031,615	0

Inc										
Sandridge Energy Inc	Com	80007P307	220,381	51,370,888	SH	DFND	1	0	51,370,888	0
Sequential Brands Group Inc	Com New	817340201	79,623	6,369,812	SH	DFND	1	0	6,369,812	0
Superior Energy Svcs Inc	Com	868157108	30,074	914,934	SH	DFND	1	0	914,934	0
Terraform Pwr Inc	Cl A Com	88104R100	168,542	5,840,000	SH	DFND	1	0	5,840,000	0
USA Compression Partners LP	Comunit Ltdpar	90290N109	108,863	4,481,820	SH	DFND	1	0	4,481,820	0
Weatherford International Lt	Reg Shs	H27013103	20,800	1,000,000	SH	DFND	1	0	1,000,000	0
Wesco Aircraft Hldgs Inc	Com	950814103	405,945	23,330,183	SH	DFND	1	0	23,330,183	0