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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  
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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.  
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Address: 1001 Pennsylvania Avenue, NW  
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Suite 220 S.  
-----  
Washington, DC 20004-2505  
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Form 13F File Number: 28- 15025  
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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  
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Signature, Place, and Date of Signing:

/s/ R. Rainey Hoffman as Attorney  
-in-Fact for Daniel A. D'Aniello\* Washington, DC February 14, 2013  
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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: Metric, 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/ PUT/ CALL	COLUMN 6 INVESTMENT 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
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99	Power of Attorney

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