

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:	July 31, 2015
Estimated average burden hours per response:	23.8

Report for the Calendar Year or Quarter Ended: 06-30-2018

Check here if Amendment  Amendment Number: 1

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                      05-13-2019  
[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: 11  
Form 13F Information Table Value Total: 2,169,367  
(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**

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 SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	VOTING AUTHORITY SOLE SHARED NONE
Centennial Resource Dev Inc	CI A	15136A102	23,619	1,307,828 SH		DFND	1	0 1,307,828 0
Enviva Partners LP	Com Unit	29414J107	324,259	11,142,930 SH		DFND	1	0 11,142,930 0
Fang Hldgs Ltd	ADR	30711Y102	47,754	12,307,691 SH		DFND	1, 2	0 12,307,691 0
Golden Ocean Group Ltd	Shs New	G39637205	56,289	6,477,447 SH		DFND	1	0 6,477,447 0
Liberty Oilfield Svcs Inc	Com CI A	53115L104	943,577	50,404,768 SH		DFND	1	0 50,404,768 0
Onesmart Intl Ed Group Ltd	Sponsored Ads	68276W103	257,044	23,157,142 SH		DFND	1, 2	0 23,157,142 0
Pattern Energy Group Inc	CI A	70338P100	96,119	5,126,362 SH		DFND	1	0 5,126,362 0
Seacor Marine Hldgs Inc	Com	78413P101	23,104	1,000,585 SH		DFND	1	0 1,000,585 0
Sequential Brnds Group Inc N	Com	81734P107	12,549	6,369,812 SH		DFND	1	0 6,369,812 0
USA Compression Partners LP	Comunit Ltdpar	90290N109	125,213	7,439,869 SH		DFND	1	0 7,439,869 0
Wesco Aircraft Hldgs Inc	Com	950814103	259,840	23,096,882 SH		DFND	1	0 23,096,882 0