

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: 03-31-2018

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 05-14-2018
[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 Name
Number

Form 13F Summary Page**Report Summary:**

Number of Other Included Managers:	3
Form 13F Information Table Entry Total:	12
Form 13F Information Table Value Total:	2,428,288

(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.
3	028-18762	Carlyle Global Credit Investment Management L.L.C.

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FORM 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4		COLUMN 5 SHRS OR SH/ PUT/	COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8		
			VALUE (x\$1000)	PRN AMT				SOLE	SHARED	NONE
Centennial Resource Dev Inc	CI A	15136A102	23,999	1,307,828	SH	DFND	1	0	1,307,828	0
Enduro Rty Tr	Tr Unit	29269K100	29,062	8,186,486	SH	DFND	1	0	8,186,486	0
Enviva Partners LP	Com Unit	29414J107	340,169	12,414,921	SH	DFND	1	0	12,414,921	0
Fang Hldgs Ltd	ADR	30711Y102	63,262	12,307,691	SH	DFND	1, 2	0	12,307,691	0
Liberty Oilfield Svsc Inc	Com CI A	53115L104	851,337	50,404,768	SH	DFND	1	0	50,404,768	0
Onesmart Intl Ed Group Ltd	Sponsored Ads	68276W103	248,939	23,157,142	SH	DFND	1, 2	0	23,157,142	0
Pattern Energy Group Inc	CI A	70338P100	127,115	7,351,962	SH	DFND	1	0	7,351,962	0
Golden Ocean Group Ltd	Shs New	G39637205	68,986	8,677,477	SH	DFND	1	0	8,677,477	0
Sequential Brnds Group Inc N	Com	81734P107	13,281	6,369,812	SH	DFND	1	0	6,369,812	0
USA Compression Partners LP	Comunit Ltdpar	90290N109	424,811	25,092,196	SH	DFND	1	0	25,092,196	0
Wesco Aircraft Hldgs Inc	Com	950814103	236,743	23,096,882	SH	DFND	1	0	23,096,882	0
YRC Worldwide Inc	Com Par \$.01	984249607	584	66,144	SH	DFND	3	0	66,144	0