

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

OMB APPROVAL

OMB Number: 3235-0006
Expires: July 31, 2015
Estimated average burden
hours per response: 23.8

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09-30-2018

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 11-13-2018
[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:	2
Form 13F Information Table Entry Total:	10
Form 13F Information Table Value Total:	2,038,658

(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

OMB APPROVAL	
OMB Number:	3235-0006
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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	28,576	1,307,828 SH		DFND	1	0 1,307,828 0
Enviva Partners LP	Com Unit	29414J107	353,771	11,124,865 SH		DFND	1	0 11,124,865 0
Fang Hldgs Ltd	ADR	30711Y102	31,877	12,307,691 SH		DFND	1, 2	0 12,307,691 0
Golden Ocean Group Ltd	Shs New	G39637205	42,176	4,277,447 SH		DFND	1	0 4,277,447 0
Liberty Oilfield Svcs Inc	Com CI A	53115L104	1,033,691	47,922,643 SH		DFND	1	0 47,922,643 0
Onesmart Intl Ed Group Ltd	Sponsored Ads	68276W103	206,562	23,157,142 SH		DFND	1, 2	0 23,157,142 0
Pattern Energy Group Inc	CI A	70338P100	11,859	596,809 SH		DFND	1	0 596,809 0
Seacor Marine Hldgs Inc	Com	78413P101	59,668	2,636,684 SH		DFND	1	0 2,636,684 0
Sequential Brnds Group Inc N	Com	81734P107	10,638	6,369,812 SH		DFND	1	0 6,369,812 0
Wesco Aircraft Hldgs Inc	Com	950814103	259,840	23,096,882 SH		DFND	1	0 23,096,882 0