FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL
OMB Number:	3235-0287
Estimated average burd	len
hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH

(State)

(First)

1. Name and Address of Reporting Person* Carlyle Holdings I GP Inc.

20004-2505

(Middle)

(Street)

(Last)

WASHINGTON DC

	uon nu).							Investm											
	nd Address of Group Ir	Reporting Person*						cker or 1 nolog						Relationship Check all app Direc	licable) tor	2	X 10'	% Owr	ner
		rst) (NE GROUP, 1001 AVE., N.W., SUI		04/0	05/202	22		saction of Origi	`			y/Year) 6	Office below	,		bel	ner (sp low)	·
(Street) WASHIN	NGTON DO	C 2	0004-2505												filed by	/ One Rep	-		
(City)	(Sta	ate) (Ž	Zip)																
		Table	I - Non-Deriva	_			_	quire	_										
1. Title of \$	e of Security (Instr. 3) 2. Transaction Date (Month/Day/Year			2A. Deemed Execution D if any (Month/Day		Date,	Tran	Code (Instr.		4. Securities Acqui Disposed Of (D) (In				5. Amount Securities Beneficiall Owned Following		6. Owne Form: D (D) or Indirect (Instr. 4)	irect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Cod	e V	Amou	unt	(A) or (D)	Pric	e	Reported Transactio (Instr. 3 an					
Class A (Common Sto	ock	04/05/2022				S ⁽¹⁾		33,	096	D	\$5	7.808(2)	41,906	,800	I		See footn	otes(3)(4)
Class A C	Common Sto	ock	04/05/2022				S ⁽¹⁾		68,	476	D	\$5	8.2676(5)	41,838	,324	I		See footn	otes(3)(4)
Class A C	Common Sto	ock	04/05/2022				S ⁽¹⁾		27,	662	D	\$5	9.7212 ⁽⁶⁾	41,810	,662	I		See footn	otes(3)(4)
Class A C	Common Sto	ock	04/05/2022				S ⁽¹⁾		18,	694	D	\$6	0.1054 ⁽⁷⁾	41,791	,968	I		See footn	otes(3)(4)
Class A (Common Sto	ock	04/05/2022				S ⁽¹⁾		90	03	D	\$6	1.4087(8)	41,791	,065	I		See footn	otes(3)(4)
Class A (Common Ste	ock	04/06/2022				S ⁽¹⁾		25,	251	D	\$5	7.0657 ⁽⁹⁾	41,765	,814	I		See footn	otes(3)(4)
		Tal	ole II - Derivati (e.g., pu												d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code 8)		of Der Sec Acc (A) Dis of (f Expirat		te Exercisable and ation Date th/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		8. Price of Derivative Security (Instr. 5)	deriva Securi Benefi Owned Follow Repor	tive ities icially d ving ted action(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ship (D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exerc	isable	Expir Date	ation	Title	Amount or Number of Shares						
	nd Address of Group Ir	Reporting Person*																	
(Last)		(First) E GROUP, 1001	(Middle)																

Street) WASHINGTON	DC	20004-2505
(City)	(State)	(Zip)
. Name and Address <u>Carlyle Holdir</u>		
(Last)	(First)	(Middle)
C/O THE CARL	YLE GROUP, 1	001
PENNSYLVANI	A AVE., N.W., S	SUITE 220 SOUTH
Street)		
WASHINGTON	DC	20004-2505
(City)	(State)	(Zip)
(City) . Name and Address Carlyle Holdin	s of Reporting Pers	
. Name and Address Carlyle Holdin	s of Reporting Pers	
. Name and Address	s of Reporting Pers	son* (Middle)
. Name and Address Carlyle Holdin Last) C/O THE CARLY	s of Reporting Persings I L.P. (First) YLE GROUP, 1	son* (Middle)
. Name and Address Carlyle Holdin (Last) C/O THE CARLY	s of Reporting Persings I L.P. (First) YLE GROUP, 1	(Middle)
. Name and Address Carlyle Holdin Last) C/O THE CARLY PENNSYLVANL	s of Reporting Pers ngs I L.P. (First) YLE GROUP, 1 A AVE., N.W., 9	(Middle)

C/O THE CARLYLE GROUP, 1001

Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.47 to \$57.99. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 3. Following the transactions reported herein, includes (i) 20,940,845 shares of Class A Common Stock held of record by CP VI Evergreen Holdings, L.P. ("CP VI Evergreen") and (ii) 20,824,969 shares of Class A Common Stock held of record by Carlyle Partners VI Evergreen Holdings, L.P. ("Carlyle Evergreen").
- 4. The Carlyle Group Inc., which is a publicly traded entity listed on the Nasdaq, is the sole shareholder of Carlyle Holdings I GP Inc., which is the sole member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which, with respect to the securities held of record by Carlyle Evergreen and CP VI Evergreen, is the managing member of CG Subsidiary Holdings L.L.C., which is the managing member of TC Group VI S1, L.L.C., which is the general partner of TC Group VI S1, L.P., which is the general partner of TC Group VI S1, L.P., which is the general partner of Carlyle Evergreen and CP VI Evergreen.
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.00 to \$58.87. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.06 to \$59.99. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.76. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.02 to \$61.41. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.00 to \$57.56. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

Due to the limitations of the electronic filing system, each of CG Subsidiary Holdings L.L.C., TC Group, L.L.C., TC Group Sub L.P., TC Group VI S1, L.L.C., TC Group VI S1, L.L.C., TC Group VI S1, L.L.C., TC Group VI S1, L.P., Carlyle Partners VI Evergreen Holdings, L.P., and CP VI Evergreen Holdings, L.P., are filing a separate Form 4.

The Carlyle Group Inc., By: /s/ Anne Frederick, Attorneyin-fact for Curtis L. Buser, **Chief Financial Officer** Carlyle Holdings I GP Inc., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. 04/07/2022 Buser, Managing Director and **Chief Financial Officer** Carlyle Holdings I GP Sub L.L.C., By: Carlyle Holdings I GP Inc., its sole member, By: /s/ Anne Frederick, Attorney- 04/07/2022 <u>in-fact for Curtis L. Buser</u>, Managing Director and Chief Financial Officer 04/07/2022 <u>Carlyle Holdings I L.P., By:</u> /s/ Anne Frederick, Attorney-

in-fact for Curtis L. Buser, Managing Director

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.