FORM 4

Carlyle Holdings II GP L.L.C.

(First)

(Last)

(Middle)

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5	S
obligations may continue. See	

## TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

11. Nature of Indirect Beneficial Ownership (Instr. 4)

See footnotes(1)(2)

Instruc	tion 1(b).			Filed	pursu	ant to	Section 1	6(a) of	the Se	ecuri	ities Exchang	ge Act (	of 1934		L				
		×	,		_		. ,				ompany Act o	of 1940		. Relationshi	o of Po	norting Do	vrcon(	c) to Icc	uor
ı		f Reporting Person <sup>*</sup> <u>/Ianagement_I</u>		Ξ.			ealthc							Check all app	licable)	)	•	•	
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(Last)	(Fi	rst) (I	Middle	e)				ransac	tion (N	1onth	h/Day/Year)			belov				elow)	,
l		E GROUP, 1001		200	06/2	29/202	20												
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														Perso	JII				
(City)	(S	ate) (2	Zip)																
		Table	I - N	lon-Deriva	tive	Secu	rities A	Acqui	red,	Dis	sposed of	f, or E	Benefic	ially Own	ed				
1. Title of	Security (Ins	tr. 3)	0	2. Transaction Date	E:	A. Deen kecutio	ned n Date,		action	Di	Securities Ad isposed Of (D			5. Amount Securities		6. Owne Form: D		7. Nati	ct
			(	Month/Day/Ye		any Ionth/D	ay/Year)	Code 8)	(Instr.	5)				Beneficiall Owned Following	у	(D) or Indirect (Instr. 4)		Benefi Owner (Instr.	ship
								Code	T <sub>v</sub>	١,	mount	(A) or	Price	Reported Transactio	n(s)	(111501. 4)		(IIISU.	<del></del> )
					+			Oouc	ļ.	1		(D)	11100	(Instr. 3 an					
Common	Stock			06/29/2020				S		7,	,545,000	D	\$29.76	20,612,	681	I		See footn	otes <sup>(1)(1</sup>
		Ta	ble II	l - Derivati	ve S	ecuri	ties Ad	auire	ed. D	isp	osed of.	or Be	eneficia	lly Owne	d			<u> </u>	
											convertib								
1. Title of Derivative	2. Conversion	3. Transaction Date		Deemed cution Date,	4. Trans		5. Num of	E	kpirati	on D		Amo	le and unt of	8. Price of Derivative	deriva			ership	11. Natu of Indire
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	if any (Mon	y nth/Day/Year)	Code 8)	(Instr.	Derivat Securit	ies	/lonth/i	Day/	Year)	Unde	rities erlying vative	Security (Instr. 5)	Secur Benef Owne	icially	Form	t (D)	Benefic Owners
	Derivative Security						Acquire (A) or Dispos						rity (Instr.		Follov	ving		str. 4)	(Instr. 4)
							of (D) (Instr. 3						- ',			action(s)			
						1	and 5)	_			1		Amount	-					
													or Number						
					Code	v	(A) (		ate xercisa	able	Expiration Date	Title	of Shares						
1. Name a	nd Address o	f Reporting Person*																	
<u>Carlyle</u>	Group N	<u> Ianagement I</u>	<u>L.L.C</u>	<u> </u>															
(Last)		(First)	(1	Middle)		-													
l	E CARLYL	E GROUP, 1001	•																
PENNS	YLVANIA .	AVE., N.W., SU	ITE 2	20 SOUTH															
(Street)						-													
WASHI	NGTON	DC	2	20004-2505															
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	nd Address o	f Reporting Person*		.,															
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Street)		
Street) WASHINGTON	DC	20004-2505
(City)	(State)	(Zip)
. Name and Address <u>Carlyle Holdin</u>	of Reporting Person* gs II L.L.C.	
(Last) C/O THE CARLY	(First) LE GROUP, 1001	(Middle)
PENNSYLVANIA	AVE., N.W., SUITE	E 220 SOUTH
Street) WASHINGTON	DC	20004-2505
(City)	(State)	(Zip)
	of Reporting Person* <u>Holdings L.L.C.</u>	
(Last) C/O THE CARLY	(First) LE GROUP, 1001	(Middle)
PENNSYLVANIA	AVE., N.W., SUITE	E 220 SOUTH
Street) WASHINGTON	DC	20004-2505
(City)	(State)	(Zip)
		Holdings, L.P.
C/O THE CARLY	(First) LE GROUP, 1001	(Middle)
C/O THE CARLY PENNSYLVANIA  Street)	LE GROUP, 1001 AVE., N.W., SUITE	(Middle)
C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON	LE GROUP, 1001 AVE., N.W., SUITE DC	(Middle)  2 220 SOUTH  20004-2505
C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON  (City)  Name and Address TC Group Cay	LE GROUP, 1001 AVE., N.W., SUITE DC (State)	(Middle)  Z 220 SOUTH  20004-2505  (Zip)
C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON  (City) Name and Address TC Group Cay L.P.  (Last)	DC  (State)  of Reporting Person* man Investment  (First)	(Middle)  Z 220 SOUTH  20004-2505  (Zip)
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PENNSYLVANIA  Street) WASHINGTON  (City)  Name and Address TC Group Cay L.P.  (Last) C/O THE CARLY	LE GROUP, 1001 AVE., N.W., SUITE  DC  (State)  of Reporting Person* man Investment  (First) LE GROUP, 1001 AVE., N.W., SUITE	(Middle)  Z 220 SOUTH  20004-2505  (Zip)  Holdings Sub  (Middle)
C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON  (City) Name and Address TC Group Cay L.P.  (Last) C/O THE CARLY PENNSYLVANIA  Street)	LE GROUP, 1001 AVE., N.W., SUITE  DC  (State)  of Reporting Person* man Investment  (First) LE GROUP, 1001 AVE., N.W., SUITE	(Middle)  2 220 SOUTH  20004-2505 (Zip)  Holdings Sub  (Middle)
C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON  (City) Name and Address TC Group Cay L.P.  (Last) C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON	LE GROUP, 1001  AVE., N.W., SUITE  DC  (State)  of Reporting Person*  man Investment  (First)  LE GROUP, 1001  AVE., N.W., SUITE  DC  (State)  of Reporting Person*	(Middle) 2 220 SOUTH 20004-2505 (Zip) Holdings Sub (Middle) 2 220 SOUTH 20004-2505
C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON  (City) Name and Address TC Group Cay L.P.  (Last) C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON  (City) Name and Address TC Group VII, (Last) (C/O THE CARLY	LE GROUP, 1001 AVE., N.W., SUITE  DC  (State)  of Reporting Person*  man Investment  (First)  LE GROUP, 1001  AVE., N.W., SUITE  DC  (State)  of Reporting Person*  L.L.C.  (First)  LE GROUP, 1001	(Middle)  2 220 SOUTH  20004-2505  (Zip)  Holdings Sub  (Middle)  2 220 SOUTH  20004-2505  (Zip)
C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON  (City) Name and Address TC Group Cay L.P.  (Last) C/O THE CARLY PENNSYLVANIA  Street) WASHINGTON  (City) Name and Address TC Group VII, (Last) (C/O THE CARLY	LE GROUP, 1001 AVE., N.W., SUITE  DC  (State)  of Reporting Person* man Investment  (First)  LE GROUP, 1001 AVE., N.W., SUITE  DC  (State)  of Reporting Person*  L.L.C.  (First)  LE GROUP, 1001  AVE., N.W., SUITE	(Middle)  2 220 SOUTH  20004-2505  (Zip)  Holdings Sub  (Middle)  2 220 SOUTH  20004-2505  (Zip)

(Last)	(First)	(Middle)
C/O THE CARLY	LE GROUP, 1001	
PENNSYLVANIA	A AVE., N.W., SUITE	220 SOUTH
(Street)		
WASHINGTON	DC	20004-2505
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
Carlyle Partner	rs VII Holdings, I	<u>P.</u>
Carlyle Partner (Last)	rs VII Holdings, I	(Middle)
(Last)		
(Last) C/O THE CARLY	(First)	(Middle)
(Last) C/O THE CARLY	(First) LE GROUP, 1001	(Middle)
(Last) C/O THE CARLY PENNSYLVANIA	(First) LE GROUP, 1001 A AVE., N.W., SUITE	(Middle)

## **Explanation of Responses:**

- 1. Carlyle Partners VII Holdings, L.P. is the record holder of the securities reported herein. Carlyle Group Management L.L.C. holds an irrevocable proxy to vote a majority of the shares of The Carlyle Group Inc., a publicly traded company listed on Nasdaq. The Carlyle Group Inc. is the sole member of Carlyle Holdings II GP L.L.C., which is the managing member of Carlyle Holdings II L.L.C., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the sole member of TC Group VII, L.L.C., which is the general partner of TC Group VII, L.P., which is the general partner of TC Group VIII, L.P., which is the general partner of TC Group VIII, L.P., which is the general partner of TC Group VIII, L.P., which is the general partner of TC Group VIII, L.P., which is the general partner of TC Group VIII, L.P., which is the general partner of TC Group VIII, L.P., which is the general partner of TC Group V
- 2. Cont'd from footnote 2. Voting and investment determinations with respect to the shares of common stock held by Carlyle Partners VII Holdings, L.P. are made by an investment committee of TC Group VII, L.P. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by Carlyle Partners VII Holdings, L.P. Each of them disclaims beneficial ownership of such securities.

## Remarks:

Carlyle Group Management L.L.C., By: /s/ Anne Frederick, Attorney-in-fact for 07/01/2020 Curtis L. Buser, Chief Financial Officer The Carlyle Group Inc., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, 07/01/2020 **Chief Financial Officer** Carlyle Holdings II GP L.L.C., By: The Carlyle Group Inc., its sole member, By: /s/ 07/01/2020 Anne Frederick, Attorney-infact for Curtis L. Buser, Chief Financial Officer Carlyle Holdings II L.L.C., By: /s/ Anne Frederick, 07/01/2020 Attorney-in-fact for Curtis L. Buser, Chief Financial Officer CG Subsidiary Holdings L.L.C., By: Carlyle Holdings II L.L.C., its managing member, By: /s/ Anne 07/01/2020 Frederick, Attorney-in-fact for Curtis L. Buser, Chief Financial Officer TC Group Cayman Investment Holdings, L.P., By: /s/ Anne Frederick, Attorney-in-fact for 07/01/2020 Curtis L. Buser, Chief **Financial Officer** TC Group Cayman Investment Holdings Sub L.P., By: /s/ Anne Frederick, Attorney-in- 07/01/2020 fact for Curtis L. Buser, Chief Financial Officer TC Group VII, L.L.C., By: /s/ Jeremy W. Anderson, 07/01/2020 **Authorized Person** TC Group VII, L.P., By: /s/ Jeremy W. Anderson, 07/01/2020

**Authorized Person** 

Carlyle Partners VII Holdings, 07/01/2020 L.P., By: /s/ Jeremy W. Anderson, Authorized Person

\*\* 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.