

---

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 11, 2022**

---

**The Carlyle Group Inc.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35538**  
(Commission  
File Number)

**45-2832612**  
(IRS Employer  
Identification No.)

**1001 Pennsylvania Avenue, NW**  
**Washington, DC**  
(Address of Principal Executive Offices)

**20004-2505**  
(Zip Code)

**(202) 729-5626**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CG	The Nasdaq Global Select Market
4.625% Subordinated Notes due 2061 of Carlyle Finance L.L.C.	CGABL	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 5.02            Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Appointment of Directors***

On February 16, 2022, The Carlyle Group Inc. (the “Company”) issued a press release announcing that effective April 1, 2022, Linda Hefner Filler and Mark Ordan will join the Board of Directors (the “Board”) of the Company as Class II and Class III directors, respectively. The appointments were approved by the Board on February 14, 2022.

Ms. Filler, age 62, retired as President of Retail Products, Chief Marketing Officer and Chief Merchandising Officer at Walgreen Co., a retail pharmacy company, in 2017. Prior to Walgreen Co., Ms. Filler served in Executive Vice President roles at Walmart Inc., a publicly-traded retail and wholesale operations company, and at Kraft Foods, Inc., a food and beverage manufacturing and processing company. Prior to Kraft Foods, Inc., Ms. Filler served for a number of years at Hanesbrands Inc., a publicly-traded multinational clothing company, including Chief Executive Officer roles of its largest branded apparel businesses. Ms. Filler is Lead Independent Director at Danaher Corporation, a publicly-traded global life science and technology company, where she has served as a director since 2004, and serves as Chair of its Nominating & Governance Committee and on its Science & Technology Committee. Ms. Filler also serves on the Board of Directors of Eversight, Inc., a private AI-based price and promotion optimization company for consumer goods companies and retailers. Ms. Filler serves as Chair of the Development committee for the Chicago Public Library Foundation, and on its executive committee, among other philanthropic activities. Ms. Filler earned an MBA from Harvard Business School and an MS from the University of North Texas.

Mr. Ordan, age 62, joined MEDNAX, Inc., a publicly-traded national medical group, in 2020 and currently serves as its Chief Executive Officer and a Director on its Board of Directors. Previously, Mr. Ordan founded and served as Chief Executive Officer of Quality Care Properties, Inc., a publicly-traded real estate investment trust, from 2016 to 2018 until the sale of the company to Welltower Inc. and Promedica Health System, Inc. Before that, Mr. Ordan served as Chief Executive Officer of Washington Prime Group Inc., a publicly-traded real estate investment trust, from 2014 to 2015, from its inception as a spin-off of the Simon Property Group, Inc. From 2008 to 2013, Mr. Ordan served as Chief Executive Officer of Sunrise Senior Living, Inc., a publicly-traded real estate company, where he led the company’s turnaround and restructuring and oversaw the sale of the company in 2013. From 2006 to 2007, Mr. Ordan served as Chief Executive Officer of The Mills Corporation, a publicly-traded developer, owner and operator of regional shopping malls and retail entertainment centers, until its sale to Simon Property Group, Inc. and Farrallon Capital Management, L.L.C. Mr. Ordan holds a bachelor’s degree in philosophy from Vassar College. He received an MBA from Harvard Business School. Additionally, he is a recipient of the Hitchcock Humanitarian Award from the Cystic Fibrosis Foundation and is an inductee of the Washington Business Hall of Fame. Mr. Ordan currently serves on the Board of Directors of Federal Realty Investment Trust, a publicly-traded real estate investment trust, Vassar College and The Holton Arms School. Additionally, he serves as Vice Chairman of the Board of Directors for the U.S. Chamber of Commerce.

No action has been taken at this time with respect to Ms. Filler’s and Mr. Ordan’s committee appointments. The number of authorized directors on the Board will be increased from 12 to 13 effective as of April 1, 2022, in connection with the appointment of Ms. Filler and Mr. Ordan and the resignation of Ms. Hill.

Ms. Filler and Mr. Ordan will receive the annual compensation we provide to non-employee directors as described in the “Director Compensation” section of the Company’s definitive proxy statement for its 2021 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on April 14, 2021.

***Retirement of Director***

On February 11, 2022, Janet Hill retired as a member of the Board effective immediately. Ms. Hill had served as a member of the Board since the Company’s initial public offering in May 2012. Ms. Hill’s retirement from the Board was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

**Item 7.01            Regulation FD Disclosure.**

A copy of the Company’s press release regarding the matters described above has been furnished as Exhibit 99.1 to this Current Report on Form 8-K.

---

Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information in Item 7.01 of this Current Report on Form 8-K, including the press release attached hereto as Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Furthermore, such information shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated February 16, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

---



# CARLYLE

February 16, 2022

## Carlyle Expands Board of Directors, Appointing Two New Independent Directors

*Janet Hill retires from the Board after a decade of service*

**NEW YORK and WASHINGTON** – Global investment firm The Carlyle Group Inc. (NASDAQ: CG) today announced the appointment of Linda Hefner Filler, retired consumer goods and retail executive, and Mark S. Ordan, Chief Executive Officer of Mednax, Inc., as independent directors to serve on its Board of Directors, effective April 1, 2022. Carlyle also announced the retirement of Janet Hill after a decade of service. With these appointments, Carlyle's Board of Directors will comprise 13 members and will be majority independent.

Bill Conway and David Rubenstein, Co-Founders and Co-Chairmen of the Board of Directors of Carlyle commented on Hill's service, "Janet has been an invaluable member of the Board and we thank her for her contributions and decade of service to Carlyle since our IPO. Her insights and wise counsel will be missed."

Lawton W. Fitt, Lead Independent Director of Carlyle's Board of Directors, said, "On behalf of the Board, we are delighted that Linda and Mark will join as independent directors. Their broad and diverse experience will benefit Carlyle as the firm continues to drive growth and deliver for investors, shareholders, and all stakeholders. We are confident that each will contribute meaningfully in the years ahead."

Kewsong Lee, Carlyle CEO, added, "Janet has made a tremendous impact over the past decade, and I want to thank her for her tireless efforts. We are thrilled to have Linda and Mark join the Board, and on behalf of the leadership team we look forward to their engagement as we continue building the firm and creating value for all shareholders over the long term."

Linda Hefner Filler joins Carlyle's Board of Directors following a distinguished career in the retail and consumer goods space. Most recently, Filler retired as President of Retail Products, Chief Marketing Officer, and Chief Merchandising Officer at Walgreen Co. in 2017. Prior to Walgreen Co., she served in Executive Vice President roles at Walmart, Inc. and at Kraft Foods. Prior to Kraft Foods, she served a long tenure at Hanesbrands Inc., including Group CEO roles of its largest branded apparel businesses. Currently, Filler serves as Lead Independent Director and Chair of the Nominating & Governance Committee for Danaher Corporation, as well as on the boards of private corporations and philanthropic organizations. Filler earned an MBA from Harvard Business School and an MS from the University of North Texas.

"Carlyle's brand and reputation as an investor is known widely throughout the industry," said Linda Hefner Filler. "The firm is undergoing a pivotal stage of growth and I'm pleased to have the opportunity to play a part during this crucial time."

Mark Ordan joins Carlyle's Board with extensive expertise in healthcare and real estate. Ordan joined Mednax, Inc. in 2020 where he currently serves as Chief Executive Officer and is a member of the Board of Directors. Previously, Ordan founded and served as Chief Executive Officer of both Quality Care Properties, Inc., and Washington Prime Group Inc. From 2008 to 2013, Ordan served as Chief Executive Officer of Sunrise Senior Living, Inc., where he led the company's turnaround, restructuring and sale. Prior to that, he served as Chief Executive Officer of The Mills Corporation. Ordan also currently serves on the Board of Directors of Federal Realty Investment Trust, Vassar College, and The Holton Arms School. He also serves as Vice Chairman of the Board for the U.S. Chamber of Commerce. Ordan holds an MBA from Harvard Business School and a BA from Vassar College.

“Carlyle is highly respected by investors globally and the leadership team is focused on accelerating growth to continue to deliver for all stakeholders,” said Mark S. Ordan. “I am honored to be joining the Board at such an exciting time in the firm’s history.”

\* \* \* \* \*

**About Carlyle**

Carlyle (NASDAQ: CG) is a global investment firm with deep industry expertise that deploys private capital across three business segments: Global Private Equity, Global Credit and Global Investment Solutions. With \$301 billion of assets under management as of December 31, 2021, Carlyle’s purpose is to invest wisely and create value on behalf of its investors, portfolio companies and the communities in which we live and invest. Carlyle employs nearly 1,850 people in 26 offices across five continents. Further information is available at [www.carlyle.com](http://www.carlyle.com). Follow Carlyle on Twitter @OneCarlyle.

**Media:**

Leigh Farris

Leigh.farris@carlyle.com  
Phone: +1 (212) 813-4815

**Public Market Investor Relations:**

Daniel Harris

Daniel.harris@carlyle.com  
Phone: +1 (212) 813-4527

###