SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol Carlyle Group Inc. [CG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
LEE KEWSONG		X Director 10% Owner				
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Other (specify below) below)				
1001 PENNSYLVANIA AVENUE, NW	05/03/2021	Chief Executive Officer				
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
WASHINGTON DC 20004		X Form filed by One Reporting Person				
		Form filed by More than One Reporting Person				
(City) (State) (Zip)		Feisui				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock	05/03/2021		S		2,639	D ⁽¹⁾	\$43.49(2)	538,339 ⁽³⁾	D		
Common Stock	03/03/2021		G	v	283,563	D ⁽⁴⁾	\$0.00	2,283,407 ⁽³⁾	Ι	See Footnote ⁽⁵⁾	
Common Stock	03/03/2021		G	v	283,563	A ⁽⁴⁾	\$0.00	283,563	Ι	See Footnote ⁽⁶⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

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		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. These shares of common stock were sold on behalf of the reporting person to cover tax withholding obligations in connection with the vesting of restricted stock units, the grant of which was previously reported.

2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43,4900 to \$43,5121 per share, inclusive. The reporting person undertakes to provide to The Carlyle Group Inc., any security holder of The Carlyle Group Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of common stock sold at each separate price within the range set forth in this footnote.

3. Reflects transfers made between the reporting person and grantor retained annuity trusts. Such transfers were exempt from reporting pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended.

4. Reflects a transfer made between a grantor retained annuity trust and a trust for the benefit of the reporting person's family.

5. Such shares of common stock are held in a grantor retained annuity trust.

6. Such shares of common stock are held by a trust for the benefit of the reporting person's family of which the reporting person is the Investment Adviser and has sole investment power over the securities.

Remarks:

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the reporting person herein states that this filing shall not be deemed to be an admission that such reporting person is the beneficial owner of any of these interests, and disclaims beneficial ownership of such interests, except to the extent of such reporting person's pecuniary interest in such interests.

<u>/s/ Jeffrey W. Ferguson by</u> power of attorney for Kewsong Lee

05/03/2021

** 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.