

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

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

Report for the Calendar Year or Quarter Ended: 09-30-2015

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: Daniel A. D'Aniello
Title: Managing Director
Phone: 202-729-5626

Signature, Place, and Date of Signing:

/s/ Anne Frederick as Attorney-in-Fact for Daniel A. D'Aniello* Washington, DC 11-13-2015

[Signature] [City, State] [Date]

*Signed pursuant to a Power Of Attorney dated May 7, 2012.

Explanatory Note 1: The Carlyle Group L.P. (the "Reporting Manager") does not serve as adviser to all of the owners of, or have formal investment discretion with respect to, the securities issued by Freescale Semiconductor Hldg, but may be deemed to be part of a group of affiliated persons exercising investment discretion with respect to such securities. The filing of this report shall not be deemed an admission, for purposes of Section 13(f), 13(d), 13(g) or 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, or for any other purpose, that the Reporting Manager or any other manager with respect to the securities listed herein exercises investment discretion or is a member of, or is otherwise affiliated with, such a group with respect to such securities. Reference is made, where relevant, to reports filed under Sections 13(d), 13(g) and 16(a) of the Exchange Act for additional information with respect to such beneficial ownership and/or pecuniary interest of the Reporting Manager, any other manager with which it may share or be deemed to share investment discretion, and related entities. The filing of this report shall not be deemed an admission, for purposes of Section 13(f), 13(d), 13(g) or 16(a) of the Exchange Act, as amended, and the rules thereunder, or for any other purpose, that the Reporting Manager or any other person is the beneficial owner of any securities. Explanatory Note 2: 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 3: 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 Number	Name
028-15646	AlpInvest Partners B.V.

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 28

Form 13F Information Table Value Total: 13,817,295
(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 INFORMATION TABLE

OMB APPROVAL	
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COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
				SHRS OR PRN	SH/ PUT/ CALL	AMT			SOLE	SHARED	NONE
Alcoa Inc	Com	013817101	5,429	561,966	SH		DFND	1	0	561,966	0
Atlas Resource Partners LP	Com Unt Ltd Pr	04941A101	21,263	7,593,800	SH		DFND	1	0	7,593,800	0
Axalta Coating Sys Ltd	Com	G0750C108	1,357,235	53,560,977	SH		DFND	1	0	53,560,977	0
Axalta Coating Sys Ltd	Com	G0750C108	411,801	16,251,019	SH		DFND	1,2	0	16,251,019	0
Booz Allen Hamilton Hldg Cor	Cl A	099502106	1,073,113	40,942,896	SH		DFND	1	0	40,942,896	0
China Recycling Energy Corp	Com	168913101	3,579	7,158,757	SH		DFND	1, 2	0	7,158,757	0
Cobalt Intl Energy Inc	Com	19075F106	246,546	34,822,878	SH		DFND	1	0	34,822,878	0
CommScope Hldg Co Inc	Com	20337X109	1,263,863	42,086,667	SH		DFND	1	0	42,086,667	0
CommScope Hldg Co Inc	Com	20337X109	574,483	19,130,303	SH		DFND	1, 2	0	19,130,303	0
CommunityOne Bancorp	Com	20416Q108	62,746	5,772,376	SH		DFND	1	0	5,772,376	0
Concord Med Svcs Hldgs Ltd	Sponsored ADR	206277105	20,284	4,362,117	SH		DFND	1, 2	0	4,362,117	0
Enduro Rty Tr	Tr Unit	29269K100	22,790	8,600,000	SH		DFND	1	0	8,600,000	0
Enviva Partners LP	Com Unit	29414J107	153,750	12,300,000	SH		DFND	1	0	12,300,000	0
Freescale Semiconductor Ltd	SHS Old	G3727Q101	7,205,530	196,980,050	SH		DFND	1, 2	0	196,980,050	0
Hampton Roads Bankshares Inc	Com	409321502	80,557	42,398,583	SH		DFND	1	0	42,398,583	0
INC Resh Hldgs Inc	Cl A	45329R109	8,877	221,985	SH		DFND	1	0	221,985	0
Masonite Intl Corp New	Com	575385109	84,771	1,399,327	SH		DFND	1	0	1,399,327	0
Niska Gas Storage Partners L	Unit Ltd Liabi	654678101	63,644	20,464,250	SH		DFND	1	0	20,464,250	0
Pattern Energy Group Inc	Cl A	70338P100	323,815	16,962,546	SH		DFND	1	0	16,962,546	0
Sandridge Energy Inc	Com	80007P307	13,870	51,370,888	SH		DFND	1	0	51,370,888	0

Sequential Brands Group Inc	Com New	817340201	92,171	6,369,812	SH	DFND	1	0	6,369,812	0
Superior Energy Svcs Inc	Com	868157108	11,556	914,934	SH	DFND	1	0	914,934	0
SouFun Hldgs Ltd	ADR	836034108	81,231	12,307,690	SH	DFND	1,2	0	12,307,690	0
Talen Energy Corp	Com	87422J105	197,103	19,515,173	SH	DFND	1	0	19,515,173	0
TerraForm Pwr Inc	Cl A Com	88104R100	49,277	3,465,300	SH	DFND	1	0	3,465,300	0
USA Compression Partners LP	Comunit Ltdpar	90290N109	94,903	6,581,327	SH	DFND	1	0	6,581,327	0
Weatherford Intl Plc	Ord Shs	G48833100	8,480	1,000,000	SH	DFND	1	0	1,000,000	0
Wesco Aircraft Hldgs Inc	Com	950814103	284,628	23,330,184	SH	DFND	1	0	23,330,184	0