

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: 12-31-2016

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: Jeffrey W. Ferguson
Title: General Counsel
Phone: 202-729-5626

Signature, Place, and Date of Signing:

/s/ Jeffrey W. Ferguson Washington, DC 02-10-2017
[Signature] [City, State] [Date]

Explanatory Note 1: 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 2: 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:	16
Form 13F Information Table Value Total:	2,367,981
	(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	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE
Centennial Resource Dev Inc	Cl A	15136A102	31,226	1,583,477	SH		DFND	1	0	1,583,477	0
Cobalt Intl Energy Inc	Com	19075F106	42,484	34,822,878	SH		DFND	1	0	34,822,878	0
Concord Med Svcs Hldgs Ltd	Spon ADR Cl A	206277105	20,044	4,362,117	SH		DFND	1, 2	0	4,362,117	0
Enduro Rty Tr	Tr Unit	29269K100	29,670	8,600,000	SH		DFND	1	0	8,600,000	0
Enviva Partners LP	Com Unit	29414J107	355,162	13,252,299	SH		DFND	1	0	13,252,299	0
Fang Hldgs Ltd	ADR	30711Y102	40,369	12,307,691	SH		DFND	1	0	12,307,691	0
Multi Packaging Solutions In	Com	G6331W109	301,785	21,163,072	SH		DFND	1	0	21,163,072	0
Pattern Energy Group Inc	Cl A	70338P100	322,119	16,962,546	SH		DFND	1	0	16,962,546	0
Rice Energy Inc	Com	762760106	52,583	2,462,894	SH		DFND	1	0	2,462,894	0
Sequential Brnds Group Inc N	Com New	81734P107	29,811	6,369,812	SH		DFND	1	0	6,369,812	0
Superior Energy Svcs Inc	Com	868157108	15,444	914,934	SH		DFND	1	0	914,934	0
Bank of NT Butterfield&Son L	Shs New	G0772R208	239,968	7,632,569	SH		DFND	1	0	7,632,569	0
USA Compression Partners LP	Comunit Ltdpar	90290N109	413,976	23,929,261	SH		DFND	1	0	23,929,261	0
Weatherford Intl Plc	Ord Shs	G48833100	4,990	1,000,000	SH		DFND	1	0	1,000,000	0
Wesco Aircraft Hldgs Inc	Com	950814103	348,786	23,330,184	SH		DFND	1	0	23,330,184	0
Xenith Bankshares, Inc	Com	984102202	119,564	4,239,858	SH		DFND	1	0	4,239,858	0