

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: 03-31-2015

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/ R. Rainey Hoffman as  
Attorney-in-Fact for Daniel A. D'Aniello\* Washington, DC 05-15-2015

[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: 48

Form 13F Information Table Value Total: 18,924,559  
(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	7,261	561,966	SH		DFND	1	0	561,966	0
Atlas Resource Partners LP	Com Unt Ltd Pr	04941A101	58,548	7,593,800	SH		DFND	1	0	7,593,800	0
Axalta Coating Sys Ltd	Com	G0750C108	3,609,004	130,666,325	SH		DFND	1	0	130,666,325	0
Axalta Coating Sys Ltd	Com	G0750C108	1,095,013	39,645,671	SH		DFND	1,2	0	39,645,671	0
Barclays Bk PLC	Djubs Cmdt ETN36	06738C778	2,914	105,100	SH		DFND	1	0	105,100	0
Booz Allen Hamilton Hldg Cor	Cl A	099502106	1,184,887	40,942,896	SH		DFND	1	0	40,942,896	0
Central Pac Finl Corp	Com	154760409	98,066	4,269,312	SH		DFND	1	0	4,269,312	0
China Recycling Energy Corp	Com	168913101	7,902	7,747,140	SH		DFND	1, 2	0	7,747,140	0
Cobalt Intl Energy Inc	Com	19075F106	327,683	34,822,878	SH		DFND	1	0	34,822,878	0
CommScope Hldg Co Inc	Com	20337X109	1,593,578	55,836,667	SH		DFND	1	0	55,836,667	0
CommScope Hldg Co Inc	Com	20337X109	724,354	25,380,303	SH		DFND	1, 2	0	25,380,303	0
CommunityOne Bancorp	Com	20416Q108	56,800	5,772,376	SH		DFND	1	0	5,772,376	0
Concord Med Svcs Hldgs Ltd	Sponsored ADR	206277105	25,606	4,362,117	SH		DFND	1, 2	0	4,362,117	0
Enduro Rty Tr	Tr Unit	29269K100	35,260	8,600,000	SH		DFND	1	0	8,600,000	0
Freescall Semiconductor Hldg	SHS Old	G3727Q101	7,994,540	196,136,895	SH		DFND	1, 2	0	196,136,895	0
Hampton Roads Bankshares Inc	Com	409321502	80,133	42,398,583	SH		DFND	1	0	42,398,583	0
IShares	Iboxx Hi Yd ETF	464288513	4,848	53,500	SH		DFND	1	0	53,500	0
IShares	JP Mor Em Mk ETF	464288281	7,848	69,997	SH		DFND	1	0	69,997	0
IShares TR	Core US AggBd ET	464287226	5,420	48,639	SH		DFND	1	0	48,639	0
IShares TR	MSCI	464287234	1,993	49,667	SH		DFND	1	0	49,667	0

	Emg Mkt ETF									
IShares TR	MSCI Eafe ETF	464287465	2,763	43,062	SH	DFND	1	0	43,062	0
IShares TR	Russell 2000 ETF	464287655	1,963	15,788	SH	DFND	1	0	15,788	0
IShares TR	TIPS Bd ETF	464287176	9,897	87,127	SH	DFND	1	0	87,127	0
IShares TR	U.S. Real Es ETF	464287739	1,505	18,970	SH	DFND	1	0	18,970	0
INC Resh Hldgs Inc	Cl A	45329R109	12,288	375,444	SH	DFND	1	0	375,444	0
Masonite Intl Corp New	Com	575385109	94,119	1,399,327	SH	DFND	1	0	1,399,327	0
Nielsen Holdings N V	Com	N63218106	75,182	1,686,819	SH	DFND	1, 2	0	1,686,819	0
Nielsen Holdings N V	Com	N63218106	342,493	7,984,391	SH	DFND	1	0	7,984,391	0
Niska Gas Storage Partners L	Unit Ltd Liabi	654678101	36,631	20,464,250	SH	DFND	1	0	20,464,250	0
Pattern Energy Group Inc	Cl A	70338P100	480,379	16,962,546	SH	DFND	1	0	16,962,546	0
Powershares Db Cmdty Idx Tra	Unit Ben Int	73935S105	1,937	113,466	SH	DFND	1	0	113,466	0
Powershares Global ETF Trust	Sovereign Debt	73936T573	7,575	266,542	SH	DFND	1	0	266,542	0
ProShares Tr	Pshs Ultsh 20yrs	74347B201	3,797	90,679	SH	DFND	1	0	90,679	0
RTI Intl Metals Inc	Com	74973W107	26,470	737,107	SH	DFND	1	0	737,107	0
Sandridge Energy Inc	Com	80007P307	91,440	51,370,888	SH	DFND	1	0	51,370,888	0
Sequential Brands Group Inc	Com New	817340201	68,157	6,369,812	SH	DFND	1	0	6,369,812	0
SPDR S&P 500 ETF Tr	Tr Unit	78462F103	5,391	26,116	SH	DFND	1	0	26,116	0
SPDR Series Trust	Brc Hgh Yld Bd	78464A417	4,224	107,711	SH	DFND	1	0	107,711	0
Superior Energy Svcs Inc	Com	868157108	20,440	914,934	SH	DFND	1	0	914,934	0
Terraform Pwr Inc	Cl A Com	88104R100	213,218	5,840,000	SH	DFND	1	0	5,840,000	0
USA Compression Partners LP	Comunit Ltdpar	90290N109	113,436	5,541,571	SH	DFND	1	0	5,541,571	0
Vanguard Bd Index Fd Inc	Total Bnd Mrkt	921937835	7,906	94,830	SH	DFND	1	0	94,830	0
Vanguard Charlotte Fds	Intl Bd Idx ETF	92203J407	2,899	53,602	SH	DFND	1	0	53,602	0
Vanguard Index Fds	Reit ETF	922908553	2,977	35,410	SH	DFND	1	0	35,410	0
Vanguard Intl Equity Index F	Ftse Emr Mkt ETF	922042858	2,982	72,963	SH	DFND	1	0	72,963	0
Vanguard Tax Managed Intl Fd	Ftse Dev Mkt ETF	921943858	3,114	78,189	SH	DFND	1	0	78,189	0

Weatherford Intl Plc	Ord Shs	G48833100	12,300	1,000,000	SH	DFND	1	0	1,000,000	0
Wesco Aircraft Hldgs Inc	Com	950814103	357,418	23,330,184	SH	DFND	1	0	23,330,184	0