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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-A/A**  
(Amendment No. 1)

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**The Carlyle Group Inc.**  
(Exact Name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**45-2832612**  
(I.R.S. Employer  
Identification No.)

**1001 Pennsylvania Avenue, NW**  
**Washington, D.C.**  
(Address of principal executive office)

**20004-2505**  
(Zip Code)

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

Title of each class  
to be so registered  
**Common Stock**

Name of each exchange on which  
each class is to be registered  
**The Nasdaq Global Select Market**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A  
offering statement file number to which this form relates (if applicable):**  
**333-176685**

**Securities to be registered pursuant to Section 12(g) of the Act:**  
**None.**

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## EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) to Form 8-A (the “Registration Statement”) is being filed pursuant to Section 12(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), by The Carlyle Group Inc., a Delaware corporation (“CG”), as the successor registrant to The Carlyle Group L.P., a Delaware limited partnership (the “Partnership”). Effective at 12:02 a.m. (Eastern Time) on January 1, 2020, the Partnership converted from a Delaware limited partnership to a Delaware corporation (the “Conversion”). In accordance with Rule 12g-3 under the Exchange Act, upon the effective time of the Conversion, the common stock, par value \$0.01 per share (the “Common Stock”), of CG, was deemed to be registered under Section 12(b) of the Exchange Act as CG is deemed to be the successor registrant to the Partnership. CG expressly adopts the Registration Statement, as modified by this Amendment, as its own registration statement for all purposes of the Exchange Act. The Common Stock will continue to trade on the Nasdaq Global Select Market under the ticker symbol “CG.”

This Amendment amends the Registration Statement as follows:

**Item 1. Description of Registrant’s Securities to be Registered.**

A description of the Common Stock is contained in “Description of Capital Stock” set forth in Exhibit 99.1 to CG’s Current Report on Form 8-K filed on January 2, 2020, which is incorporated herein by reference.

**Item 2. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 3.1	<a href="#"><u>Certificate of Conversion of The Carlyle Group L.P. (incorporated herein by reference to Exhibit 3.1 of The Carlyle Group Inc.’s Current Report on Form 8-K filed on January 2, 2020).</u></a>
Exhibit 3.2	<a href="#"><u>Certificate of Incorporation of The Carlyle Group Inc. (incorporated herein by reference to Exhibit 3.2 of The Carlyle Group Inc.’s Current Report on Form 8-K filed on January 2, 2020).</u></a>
Exhibit 3.3	<a href="#"><u>Bylaws of The Carlyle Group Inc. (incorporated herein by reference to Exhibit 3.3 of The Carlyle Group Inc.’s Current Report on Form 8-K filed on January 2, 2020).</u></a>

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 2, 2020

THE CARLYLE GROUP INC.

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: General Counsel