

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: 09-30-2016

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 11-14-2016
[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: | 19 |
| Form 13F Information Table Value Total: | 3,758,280 |
| | (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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| OMB Number: | 3235-0006 |
| Expires: | Oct 31, 2018 |
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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 |
| Booz Allen Hamilton Hldg Cor | Cl A | 099502106 | 505,426 | 15,989,419 | SH | | DFND | 1 | 0 | 15,989,419 | 0 |
| Cobalt Intl Energy Inc | Com | 19075F106 | 43,180 | 34,822,878 | SH | | DFND | 1 | 0 | 34,822,878 | 0 |
| CommScope Hldg Co Inc | Com | 20337X109 | 408,154 | 13,555,417 | SH | | DFND | 1 | 0 | 13,555,417 | 0 |
| CommScope Hldg Co Inc | Com | 20337X109 | 185,524 | 6,161,553 | SH | | DFND | 1, 2 | 0 | 6,161,553 | 0 |
| CommunityOne Bancorp | Com | 20416Q108 | 79,890 | 5,772,376 | SH | | DFND | 1 | 0 | 5,772,376 | 0 |
| Concord Med Svcs Hldgs Ltd | Spon ADR Cl A | 206277105 | 17,361 | 4,362,117 | SH | | DFND | 1, 2 | 0 | 4,362,117 | 0 |
| Enduro Rty Tr | Tr Unit | 29269K100 | 30,444 | 8,600,000 | SH | | DFND | 1 | 0 | 8,600,000 | 0 |
| Enviva Partners LP | Com Unit | 29414J107 | 357,680 | 13,252,299 | SH | | DFND | 1 | 0 | 13,252,299 | 0 |
| Fang Hldgs Ltd | ADR | 30711Y102 | 55,262 | 12,307,691 | SH | | DFND | 1, 2 | 0 | 12,307,691 | 0 |
| Multi Packaging Solutions In | Com | G6331W109 | 304,960 | 21,163,072 | SH | | DFND | 1 | 0 | 21,163,072 | 0 |
| Pattern Energy Group Inc | Cl A | 70338P100 | 381,488 | 16,962,546 | SH | | DFND | 1 | 0 | 16,962,546 | 0 |
| Sequential Brnds Group Inc N | Com New | 81734P107 | 50,958 | 6,369,812 | SH | | DFND | 1 | 0 | 6,369,812 | 0 |
| Superior Energy Svcs Inc | Com | 868157108 | 16,377 | 914,934 | SH | | DFND | 1 | 0 | 914,934 | 0 |
| Talen Energy Corp | Com | 87422J105 | 270,285 | 19,515,173 | SH | | DFND | 1 | 0 | 19,515,173 | 0 |
| The Bank of NT Butterfield & Son Ltd | Shs New | G0772R208 | 188,982 | 7,632,569 | SH | | DFND | 1 | 0 | 7,632,569 | 0 |
| USA Compression Partners LP | Comunit Ltdpar | 90290N109 | 445,424 | 23,717,985 | SH | | DFND | 1 | 0 | 23,717,985 | 0 |
| Weatherford Intl Plc | Ord Shs | G48833100 | 5,620 | 1,000,000 | SH | | DFND | 1 | 0 | 1,000,000 | 0 |
| Wesco Aircraft Hldgs Inc | Com | 950814103 | 313,324 | 23,330,184 | SH | | DFND | 1 | 0 | 23,330,184 | 0 |
| Xenith Bankshares, Inc | Com | 984102103 | 97,941 | 42,398,583 | SH | | DFND | 1 | 0 | 42,398,583 | 0 |

