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Carlyle Group L.P.
Form 13F-HR
November 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

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: The Carlyle Group L.P.

Address: 1001 Pennsylvania Avenue, NW

Suite 220 S.

Washington, DC 20004-2505

Form 13F File Number: 28- 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 November 14, 2012

Signature City, State Date

*Signed pursuant to a Power Of Attorney dated May 7, 2012, included as an exhibit to this Form 13F-HR filed with the Securities and Exchange Commission by The Carlyle Group L.P.

** 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

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securities in the indicated row, 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.

[X] 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: NONE

Form 13F File Number Name

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 33

Form 13F Information Table Value Total: \$12,840,287

(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.

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| No. | Form 13F File Number | Name |
|-----|----------------------|--------------------------------------|
| 1 | 28-12429 | Carlyle Investment Management L.L.C. |
| 2 | 28-15024 | CIM Global, L.L.C. |

Explanatory Note:

The Carlyle Group L.P. is managed by its general partner, Carlyle Group Management L.L.C., which is in turn wholly-owned and controlled by Carlyle's senior professionals. FORM 13-F INFORMATION TABLE

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FORM 13-F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | | | COLUMN 6 |
|------------------------------------|-------------------|-----------|--------------------|--------------------|------------|--------------|--------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION |
| Allison Transmission Hldgs I | Com | 01973R101 | \$1,516,017 | 75,348,750 | SH | -- | Shared- Defined |
| Atlas Resource Partners LP | Com Unt Ltd Pr | 04941A101 | \$196,081 | 7,683,442 | SH | -- | Shared- Defined |
| BankUnited Inc | Com | 06652K103 | \$337,677 | 13,721,131 | SH | -- | Shared- Defined |
| Booz Allen Hamilton Hldg Cor | Cl A | 099502106 | \$1,271,562 | 91,809,598 | SH | -- | Shared- Defined |
| Boston Private Finl Hldgs In | Com | 101119105 | \$74,380 | 7,756,022 | SH | -- | Shared- Defined |
| Central Pac Finl Corp | Com | 154760409 | \$135,322 | 9,463,095 | SH | -- | Shared- Defined |
| China Recycling Energy Corp | Com | 168913101 | \$12,466 | 12,465,938 | SH | -- | Shared- Defined |
| Cobalt Intl Energy Inc | Com | 19075F106 | \$1,402,025 | 62,955,756 | SH | -- | Shared- Defined |
| Concord Med Svcs Hldgs Ltd | Sponsored ADR | 206277105 | \$32,716 | 8,724,233 | SH | -- | Shared- Defined |
| Enduro Rty Tr | Tr Unit | 29269K100 | \$364,716 | 19,800,000 | SH | -- | Shared- Defined |

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|------------------------------|---------|-----------|-------------|-------------|----|----|----------------|
| F N B United Corp | Com | 302519202 | \$58,572 | 4,930,313 | SH | -- | Shared-Defined |
| Fairpoint Communications Inc | Com | 305560302 | \$259 | 34,202 | SH | -- | Shared-Defined |
| Freescale Semiconductor Hldg | SHS Old | G3727Q101 | \$1,865,262 | 196,136,895 | SH | -- | Shared-Other** |
| Hampton Roads Bankshares Inc | Com | 409321502 | \$63,598 | 42,398,583 | SH | -- | Shared-Defined |
| Hertz Global Holdings Inc | Com | 42805T105 | \$81,003 | 5,899,719 | SH | -- | Shared-Defined |
| Hertz Global Holdings Inc | Com | 42805T105 | \$664,571 | 48,402,867 | SH | -- | Shared-Defined |
| Kinder Morgan Inc Del | Com | 49456B101 | \$1,374,775 | 38,704,258 | SH | -- | Shared-Defined |
| Lear Corp | Com | 521865204 | \$12,759 | 337,618 | SH | -- | Shared-Defined |
| Magnachip Semiconductor Corp | Com | 55933J203 | \$4,753 | 402,761 | SH | -- | Shared-Defined |
| Nielsen Holdings N V | Com | N63218106 | \$255,164 | 8,511,137 | SH | -- | Shared-Defined |
| Nielsen Holdings N V | Com | N63218106 | \$1,162,413 | 38,772,943 | SH | -- | Shared-Defined |

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|------------------------------|----------------|-----------|-----------|------------|----|----|----------------|
| Niska Gas Storage Partners L | Unit Ltd Liabi | 654678101 | \$213,083 | 16,992,245 | SH | -- | Shared-Defined |
| RTI Intl Metals Inc | Com | 74973W107 | \$48,637 | 2,031,615 | SH | -- | Shared-Defined |
| Sandridge Energy Inc | Com | 80007P307 | \$358,312 | 51,370,888 | SH | -- | Shared-Defined |
| SS&C Technologies Hldgs Inc | Com | 78467J100 | \$541,254 | 21,469,799 | SH | -- | Shared-Defined |
| Superior Energy Svcs Inc | Com | 868157108 | \$18,774 | 914,934 | SH | -- | Shared-Defined |
| TRW Automotive Hldgs Corp | Com | 87264S106 | \$4,423 | 101,200 | SH | -- | Shared-Defined |
| Weatherford International Lt | Reg Shs | H27013103 | \$12,680 | 1,000,000 | SH | -- | Shared-Defined |

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|-----------------------------|------------------------|-----------|-----------|------------|----|----|--------------------|
| Wesco Aircraft Hldgs Inc | Com | 950814103 | \$737,845 | 54,014,987 | SH | -- | Shared- Defined |
| Willbros Group Inc | Com | 969203108 | \$5,371 | 1,000,141 | SH | -- | Shared- Defined |
| YRC Worldwide Inc | Note 10.000% 3/3 | 984249AB8 | \$2,996 | 11,304,367 | SH | -- | Shared- Defined |
| YRC Worldwide Inc | Note 10.000% 3/3 | 984249AC6 | \$8,359 | 16,718,923 | SH | -- | Shared- Defined |
| YRC Worldwide Inc | Com Par \$.01 | 984249607 | \$2,462 | 363,642 | SH | -- | Shared- Defined |

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LIST OF EXHIBITS

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|----------------------|
| 99 | Power of Attorney |

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