Carlyle Group L.P.
Form 13F-HR
August 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: June 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- N/A

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: Chairman
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	August 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 the owners of, or have formal investment discretion with respect to, the 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
28-	

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	2
Form 13F Information Table Entry Total:	34
Form 13F Information Table Value Total:	$15,494,577 (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.

No.	Form 13F File Number	Name

1	28-12429	Carlyle Investment Management L.L.C.
2	28-N/A	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 senior Carlyle professionals.

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	INVESTMEN DISCRETIO
Allison Transmission Hldgs I	Com	01973R101	$1,323,124	75,348,750	SH	--	Shared-Defi
Atlas Resource Partners LP	Com Unt Ltd Pr	04941A101	$207,453	7,683,442	SH	--	Shared-Defi
BankUnited Inc	Com	06652K103	$323,544	13,721,131	SH	--	Shared-Defi
Booz Allen Hamilton Hldg Cor	Cl A	099502106	$1,402,851	91,809,598	SH	--	Shared-Defi
Boston Private Finl Hldgs In	Com	101119105	$69,261	7,756,022	SH	--	Shared-Defi
Central Pac Finl Corp	Com	154760409	$133,619	9,463,095	SH	--	Shared-Defi
China Recycling Energy Corp	Com	168913101	$14,336	12,465,938	SH	--	Shared-Defi
Cobalt Intl Energy Inc	Com	19075F106	$1,479,460	62,955,756	SH	--	Shared-Defi
Concord Med Svcs Hldgs Ltd	Sponsored ADR	206277105	$25,562	8,724,233	SH	--	Shared-Defi
Dunkin Brands Group Inc	Com	265504100	$420,411	12,242,614	SH	--	Shared-Defi
Enduro Rty Tr	Tr Unit	29269K100	$325,710	19,800,000	SH	--	Shared-Defi
F N B United Corp	Com	302519202	$64,045	4,930,313	SH	--	Shared-Defi
Fairpoint Communications Inc	Com	305560302	$210	34,202	SH	--	Shared-Defi
Freescale	SHS Old	G3727Q101	$2,010,403	196,136,895	SH	--	Shared-Othe

Semiconductor Hldg							
Hampton Roads Bankshares Inc	Com	409321502	$28,767	26,391,440	SH	--	Shared-Defi
Hertz Global Holdings Inc	Com	42805T105	$75,516	5,899,719	SH	--	Shared-Defi
Hertz Global Holdings Inc	Com	42805T105	$619,557	48,402,867	SH	--	Shared-Defi
Kinder Morgan Inc Del	Com	49456B101	$2,404,907	74,640,196	SH	--	Shared-Defi
Lear Corp	Com	521865204	$13,580	359,926	SH	--	Shared-Defi
Magnachip Semiconductor Corp	Com	55933J203	$3,838	402,761	SH	--	Shared-Defi
Nielsen Holdings N V	Com	N63218106	$223,162	8,511,137	SH	--	Shared-Defi
Nielsen Holdings N V	Com	N63218106	$1,016,627	38,772,943	SH	--	Shared-Defi
Niska Gas Storage Partners L	Unit Ltd Liabi	654678101	$205,776	16,992,245	SH	--	Shared-Defi
RTI Intl Metals Inc	Com	74973W107	$45,975	2,031,615	SH	--	Shared-Defi
Sandridge Energy Inc	Com	80007P307	343,671	51,370,888	SH	--	Shared-Defi
SS&C Technologies Hldgs Inc	Com	78467J100	$711,745	28,469,799	SH	--	Shared-Defi
Superior Energy Svcs Inc	Com	868157108	$18,509	914,934	SH	--	Shared-Defi
TRW Automotive Hldgs Corp	Com	87264S106	$3,720	101,200	SH	--	Shared-Defi
Weatherford International Lt	Reg Shs	H27013103	$12,630	1,000,000	SH	--	Shared-Defi
Wesco Aircraft Hldgs Inc	Com	950814103	$687,611	54,014,987	SH	--	Shared-Defi
Willbros Group Inc	Com	969203108	$6,461	1,000,141	SH	--	Shared-Defi
YRC Worldwide Inc	Note 10.000% 3/3	984249AB8	$350,435	11,304,367	SH	--	Shared-Defi
YRC Worldwide Inc	Note 10.000% 3/3	984249AC6	$919,541	16,718,923	SH	--	Shared-Defi
YRC Worldwide Inc	Com Par $.01	984249607	$2,560	363,642	SH	--	Shared-Defi

LIST OF EXHIBITS

EXHIBIT NO.	DESCRIPTION

99 Power of Attorney