Carlyle Group L.P.
Form 13F-HR/A
February 26, 2013

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 [X]; Amendment Number: 1

This Amendment (Check only one.): [X] 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:

Signature	City, State	Date
/s/ R. Rainey Hoffman as Attorney-in-Fact for Daniel A. D'Aniello*	Washington, DC	February 26, 2013

*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 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:	33
Form 13F Information Table Value Total:	$12,832,981 (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	28-15024	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.

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FORM 13-F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUM
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST DISCRE
Allison Transmission Hldgs I	Com	01973R101	$1,516,017	75,348,750	SH	--	Shared
Atlas Resource Partners LP	Com Unt Ltd Pr	04941A101	$196,081	7,683,442	SH	--	Shared
BankUnited Inc	Com	06652K103	$337,677	13,721,131	SH	--	Shared
Booz Allen Hamilton Hldg Cor	Cl A	099502106	$1,271,562	91,809,598	SH	--	Shared
Boston Private Finl Hldgs In	Com	101119105	$74,380	7,756,022	SH	--	Shared
Central Pac Finl Corp	Com	154760409	$135,322	9,463,095	SH	--	Shared
China Recycling Energy Corp	Com	168913101	$12,466	12,465,938	SH	--	Shared
Cobalt Intl Energy Inc	Com	19075F106	$1,402,025	62,955,756	SH	--	Shared
Concord Med Svcs Hldgs Ltd	Sponsored ADR	206277105	$32,716	8,724,233	SH	--	Shared
Enduro Rty Tr	Tr Unit	29269K100	$364,716	19,800,000	SH	--	Shared
F N B United Corp	Com	302519202	$58,572	4,930,313	SH	--	Shared
Fairpoint Communications Inc	Com	305560302	$259	34,202	SH	--	Shared
Freescale Semiconductor Hldg	SHS Old	G3727Q101	$1,865,262	196,136,895	SH	--	Shared

Hampton Roads Bankshares Inc	Com	409321502	$63,598	42,398,583	SH	--	Shared
Hertz Global Holdings Inc	Com	42805T105	$81,003	5,899,719	SH	--	Shared
Hertz Global Holdings Inc	Com	42805T105	$664,571	48,402,867	SH	--	Shared
Kinder Morgan Inc Del	Com	49456B101	$1,374,775	38,704,258	SH	--	Shared
Lear Corp	Com	521865204	$12,759	337,618	SH	--	Shared
Magnachip Semiconductor Corp	Com	55933J203	$4,753	402,761	SH	--	Shared
Nielsen Holdings N V	Com	N63218106	$255,164	8,511,137	SH	--	Shared
Nielsen Holdings N V	Com	N63218106	$1,162,413	38,772,943	SH	--	Shared
Niska Gas Storage Partners L	Unit Ltd Liabi	654678101	$213,083	16,992,245	SH	--	Shared
RTI Intl Metals Inc	Com	74973W107	$48,637	2,031,615	SH	--	Shared
Sandridge Energy Inc	Com	80007P307	$358,312	51,370,888	SH	--	Shared
SS&C Technologies Hldgs Inc	Com	78467J100	$541,254	21,469,799	SH	--	Shared
Superior Energy Svcs Inc	Com	868157108	$18,774	914,934	SH	--	Shared
TRW Automotive Hldgs Corp	Com	87264S106	$4,423	101,200	SH	--	Shared
Weatherford International Lt	Reg Shs	H27013103	$12,680	1,000,000	SH	--	Shared
Wesco Aircraft Hldgs Inc	Com	950814103	$730,539	53,480,184	SH	--	Shared
Willbros Group Inc	Com	969203108	$5,371	1,000,141	SH	--	Shared
YRC Worldwide Inc	Note 10.000% 3/3	984249AB8	$2,996	11,304,367	SH	--	Shared
YRC Worldwide Inc	Note 10.000% 3/3	984249AC6	$8,359	16,718,923	SH	--	Shared
YRC Worldwide Inc	Com Par $.01	984249607	$2,462	363,642	SH	--	Shared

LIST OF EXHIBITS

EXHIBIT NO.	DESCRIPTION
99	Power of Attorney