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Carlyle Group L.P.  
Form 13F-HR/A  
November 20, 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  
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Check here if Amendment [X]; Amendment Number: 1  
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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.  
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Address: 1001 Pennsylvania Avenue, NW  
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Suite 220 S.  
-----  
Washington, DC 20004-2505  
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Form 13F File Number: 28- 15025  
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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  
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Signature, Place, and Date of Signing:

/s/ R. Rainey Hoffman as Attorney- in-Fact for Daniel A. D'Aniello*	Washington, DC	November 19, 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 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

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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.

- 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
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Form 13F Information Table Entry Total:	34
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Form 13F Information Table Value Total:	\$14,237,300
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	(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.
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2	28-15024	CIM Global, L.L.C.

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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	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
Allison Transmission Hldgs I	Com	01973R101	\$1,323,124	75,348,750 SH	--	Shared-Defined
Atlas Resource Partners LP	Com Unt Ltd Pr	04941A101	\$207,453	7,683,442 SH	--	Shared-Defined
BankUnited Inc	Com	06652K103	\$323,544	13,721,131 SH	--	Shared-Defined
Booz Allen Hamilton Hldg Cor	Cl A	099502106	\$1,402,851	91,809,598 SH	--	Shared-Defined
Boston Private Finl Hldgs In	Com	101119105	\$69,261	7,756,022 SH	--	Shared-Defined
Central Pac Finl Corp	Com	154760409	\$133,619	9,463,095 SH	--	Shared-Defined
China Recycling Energy Corp	Com	168913101	\$14,336	12,465,938 SH	--	Shared-Defined
Cobalt Intl Energy Inc	Com	19075F106	\$1,479,460	62,955,756 SH	--	Shared-Defined
Concord Med Svcs Hldgs Ltd	Sponsored ADR	206277105	\$25,562	8,724,233 SH	--	Shared-Defined
				4		
Dunkin Brands Group Inc	Com	265504100	\$420,411	12,242,614 SH	--	Shared-Defined
Enduro Rty Tr	Tr Unit	29269K100	\$325,710	19,800,000 SH	--	Shared-Defined
F N B United Corp	Com	302519202	\$64,045	4,930,313 SH	--	Shared-Defined
Fairpoint Communications Inc	Com	305560302	\$210	34,202 SH	--	Shared-Defined
Freescale Semiconductor Hldg	SHS Old	G3727Q101	\$2,010,403	196,136,895 SH	--	Shared-Other**
Hampton Roads Bankshares	Com	409321502	\$28,767	26,391,440 SH	--	Shared-Defined

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Inc

Hertz Global Holdings Inc	Com	42805T105	\$75,516	5,899,719 SH	--	Shared-Defined
Hertz Global Holdings Inc	Com	42805T105	\$619,557	48,402,867 SH	--	Shared-Defined
Kinder Morgan Inc Del	Com	49456B101	\$2,404,907	74,640,196 SH	--	Shared-Defined
Lear Corp	Com	521865204	\$13,580	359,926 SH	--	Shared-Defined
Magnachip Semiconductor Corp	Com	55933J203	\$3,838	402,761 SH	--	Shared-Defined
Nielsen Holdings N V	Com	N63218106	\$223,162	8,511,137 SH	--	Shared-Defined

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Nielsen Holdings N V	Com	N63218106	\$1,016,627	38,772,943 SH	--	Shared-Defined
Niska Gas Storage Partners L	Unit Ltd Liabi	654678101	\$205,776	16,992,245 SH	--	Shared-Defined
RTI Intl Metals Inc	Com	74973W107	\$45,975	2,031,615 SH	--	Shared-Defined
Sandridge Energy Inc	Com	80007P307	343,671	51,370,888 SH	--	Shared-Defined
SS&C Technologies Hldgs Inc	Com	78467J100	\$711,745	28,469,799 SH	--	Shared-Defined
Superior Energy Svcs Inc	Com	868157108	\$18,509	914,934 SH	--	Shared-Defined
TRW Automotive Hldgs Corp	Com	87264S106	\$3,720	101,200 SH	--	Shared-Defined
Weatherford International Lt	Reg Shs	H27013103	\$12,630	1,000,000 SH	--	Shared-Defined
Wesco Aircraft Hldgs Inc	Com	950814103	\$687,611	54,014,987 SH	--	Shared-Defined
Willbros Group Inc	Com	969203108	\$6,461	1,000,141 SH	--	Shared-Defined
YRC Worldwide Inc	Note 10.000% 3/3	984249AB8	\$3,504	11,304,367 SH	--	Shared-Defined
YRC Worldwide Inc	Note 10.000% 3/3	984249AC6	\$9,195	16,718,923 SH	--	Shared-Defined

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YRC Worldwide Inc	Com Par \$.01	984249607	\$2,560	363,642 SH	--	Shared-Defined
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LIST OF EXHIBITS

EXHIBIT NO.	DESCRIPTION
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