

Carlyle Group L.P.
Form 8-A12B
May 03, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

THE CARLYLE GROUP L.P.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of incorporation or organization)

45-2832612
(I.R.S. Employer Identification No.)

1001 Pennsylvania Avenue, N.W., Washington, D.C.
(Address of principal executive offices)

20004
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

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| Title of each class | Name of each exchange on which |
|--|------------------------------------|
| to be so registered | each class is to be registered |
| Common Units Representing Limited Partner Interests | The NASDAQ Stock Market LLC |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-176685**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

A description of the common units representing limited partner interests (the Common Units) of The Carlyle Group L.P. (the Registrant) will be contained in a prospectus, constituting part of the Registrant's Registration Statement on Form S-1 (File No. 333-176685) relating to the Common Units, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to 424(b), the Prospectus). The description of the Common Units contained in the Prospectus under the headings Conflicts of Interest and Fiduciary Responsibilities, Description of Common Units, and Material Provisions of The Carlyle Group L.P. Partnership Agreement is hereby incorporated by reference into this Form 8-A.

Item 2. Exhibits.

None.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 3, 2012

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its general partner

By: /s/ DANIEL A. D ANIELLO

Name: DANIEL A. D ANIELLO

Title: Chairman