

BankUnited, Inc.  
Form SC 13G/A  
February 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**BankUnited, Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**06652K103**

**(CUSIP Number)**

**December 31, 2012**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 06652K103

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1 Names of reporting persons

The Carlyle Group L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

13,721,131

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

13,721,131

9 Aggregate amount beneficially owned by each reporting person

13,721,131

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

14.5%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Group Management L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

13,721,131

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

13,721,131

9 Aggregate amount beneficially owned by each reporting person

13,721,131

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

14.5%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

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1 Names of reporting persons

Carlyle Holdings II GP L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

12,305,947

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

12,305,947

9 Aggregate amount beneficially owned by each reporting person

12,305,947

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

13.0%

12 Type of reporting person

OO (Limited Liability Company)



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1 Names of reporting persons

Carlyle Holdings II L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Québec

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

12,305,947

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

12,305,947

9 Aggregate amount beneficially owned by each reporting person

12,305,947

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

13.0%

12 Type of reporting person

OO (Québec société en commandit)

SCHEDULE 13G

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1 Names of reporting persons

TC Group Cayman Investment Holdings, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

12,305,947

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

12,305,947

9 Aggregate amount beneficially owned by each reporting person

12,305,947

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

13.0%

12 Type of reporting person

PN

SCHEDULE 13G

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1 Names of reporting persons

TC Group Cayman Investment Holdings Sub L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

12,305,947

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

12,305,947

9 Aggregate amount beneficially owned by each reporting person

12,305,947

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

13.0%

12 Type of reporting person

PN

SCHEDULE 13G

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1 Names of reporting persons

TC Group V, L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

6,152,973

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

6,152,973

9 Aggregate amount beneficially owned by each reporting person

6,152,973

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.5%

12 Type of reporting person

OO (Limited Liability Company)



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1 Names of reporting persons

TC Group V, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

6,152,973

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

6,152,973

9 Aggregate amount beneficially owned by each reporting person

6,152,973

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.5%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Partners V, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

5,791,067

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

5,791,067

9 Aggregate amount beneficially owned by each reporting person

5,791,067

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.1%

12 Type of reporting person

PN

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1 Names of reporting persons

CP V Coinvestment A, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

232,580

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

232,580

9 Aggregate amount beneficially owned by each reporting person

232,580

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.2%

12 Type of reporting person

PN

SCHEDULE 13G

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1 Names of reporting persons

CP V Coinvestment B, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "