

Carlyle Group L.P.  
Form S-8  
February 26, 2015

As filed with the Securities and Exchange Commission on February 26, 2015.

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**The Carlyle Group L.P.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**45-2832612**  
**(I.R.S. Employer**  
**Identification Number)**

**1001 Pennsylvania Avenue, NW**

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**Washington, D.C. 20004-2505**

**Telephone: (202) 729-5626**

**(Address of Principal Executive Offices)**

**The Carlyle Group L.P. 2012 Equity Incentive Plan**

**(Full title of the plan)**

**Jeffrey W. Ferguson**

**General Counsel**

**The Carlyle Group L.P.**

**1001 Pennsylvania Avenue, NW**

**Washington, D.C. 20004-2505**

**Telephone: (202) 729-5626**

**(Name and address and telephone number, including area code, of agent for service)**

**With copies to:**

**Joshua Ford Bonnie**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017-3954**

**Telephone: (212) 455-2000**

**Facsimile: (212) 455-2502**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one:)

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities to be registered</b>         | <b>Amount to be registered (1)</b> | <b>Proposed maximum offering price per Unit (2)</b> | <b>Proposed maximum aggregate offering price (2)</b> | <b>Amount of registration fee</b> |
|---|------------------------------------|---|--|-----------------------------------|
| Common Units Representing Limited Partner Interests | 7,192,823                          |   |  |                                   |
|   | Common Units                       | \$26.69   | \$191,976,446  | \$22,308                          |

(1) Covers 7,192,823 common units representing limited partner interests in The Carlyle Group L.P. ( Common Units ) under The Carlyle Group L.P. 2012 Equity Incentive Plan and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), an indeterminate number of additional Common Units that may be offered and issued under the Plan to prevent dilution resulting from unit splits, unit distributions or similar transactions.

(2)

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Calculated pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act based on a price of \$26.69 per Common Unit, which is the average of the high and low price per Common Unit as reported by the NASDAQ Global Select Market on February 23, 2015.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 7,192,823 Common Units of The Carlyle Group L.P. (the Partnership) reserved for issuance under The Carlyle Group L.P. 2012 Equity Incentive Plan (the Plan). These additional Common Units are additional securities of the same class as other securities for which an original registration statement (File No. 333-181109) on Form S-8 was filed with the Securities and Exchange Commission (the Commission) on May 2, 2012 and additional registration statements (File Nos. 333-187264 and 333-194164) were filed with the Commission on March 14, 2013 and February 27, 2014, respectively. These additional Common Units have become reserved for issuance as a result of the operation of the evergreen provision of the Plan, which provides that the total number of units subject to the Plan will be increased on the first day of each fiscal year pursuant to a specified formula.

Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statements are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the Commission) by the Partnership pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (the Exchange Act), are hereby incorporated by reference in this Registration Statement:

- (a) The Partnership's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed on February 26, 2015; and
- (b) The Partnership's Registration Statement on Form 8-A, relating to the Partnership's Common Units, filed on May 3, 2012.

All documents that the Partnership subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 6. Indemnification of Directors and Officers.**

Not applicable.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

| <b>Exhibit Number</b> | <b>Description of Document</b>   |
|-----------------------|--|
| 4.1                   | Certificate of Limited Partnership of The Carlyle Group L.P. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-176685) filed with the Commission on September 6, 2011). |
| 4.2                   | Amended and Restated Agreement of Limited Partnership of The Carlyle Group L.P. (incorporated by reference to Exhibit 3.1 to Form 8-K filed on May 8, 2012).   |
| 5.1*                  | Opinion of Simpson Thacher & Bartlett LLP.   |
| 10.1                  | The Carlyle Group L.P. 2012 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1 (File No. 333-176685) filed with the Commission on April 16, 2012).              |
| 23.1*                 | Consent of Ernst & Young LLP.  |
| 23.2*                 | Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).   |
| 24.1*                 | Power of Attorney (included in the signature pages to this Registration Statement).  |

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Washington, D.C. on February 26, 2015.

THE CARLYLE GROUP L.P.

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

By: /s/ Curtis L. Buser  
Name: Curtis L. Buser  
Title: Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned directors and officers of the general partner of Registrant, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933, as amended, hereby constitute and appoint William E. Conway, Daniel A. D Aniello, David M. Rubenstein, Curtis L. Buser and Jeffrey W. Ferguson, and each of them, any of whom may act without joinder of the other, the individual s true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any or all amendments or supplements to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 26th day of February, 2015.

| <b>Signature</b>                                     | <b>Title</b>   |
|--|--|
| /s/ William E. Conway, Jr.<br>William E. Conway, Jr. | Co-Chief Executive Officer and Director (Co-Principal Executive Officer) |
| /s/ Daniel A. D Aniello<br>Daniel A. D Aniello       | Chairman and Director (Co-Principal Executive Officer)                   |
| /s/ David M. Rubenstein                              | Co-Chief Executive Officer and Director (Co-Principal Executive Officer) |

David M. Rubenstein



|                             |   |
|-----------------------------|---|
| /s/ Jay S. Fishman          | Director  |
| Jay S. Fishman              |   |
| /s/ Lawton W. Fitt          | Director  |
| Lawton W. Fitt              |   |
| /s/ James H. Hance Jr.      | Director  |
| James H. Hance Jr.          |   |
| /s/ Janet Hill              | Director  |
| Janet Hill                  |   |
| /s/ Edward J. Mathias       | Director  |
| Edward J. Mathias           |   |
| /s/ Dr. Thomas S. Robertson | Director  |
| Dr. Thomas S. Robertson     |   |
| /s/ William J. Shaw         | Director  |
| William J. Shaw             |   |
| /s/ Curtis L. Buser         | Chief Financial Officer (Principal Financial Officer)   |
| Curtis L. Buser             |   |
| /s/ Pamela L. Bentley       | Chief Accounting Officer (Principal Accounting Officer) |
| Pamela L. Bentley           |   |