

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)

Edgar Filing: BankUnited, Inc. - Form SC 13G/A

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

Page 1 of 39

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

SCHEDULE 13G

CUSIP No. 06652K103

Page 2 of 39

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

CUSIP No. 06652K103

Page 3 of 39

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)



SCHEDULE 13G

CUSIP No. 06652K103

Page 4 of 39

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

CUSIP No. 06652K103

Page 5 of 39

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

CUSIP No. 06652K103

Page 6 of 39

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

CUSIP No. 06652K103

Page 7 of 39

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)



SCHEDULE 13G

CUSIP No. 06652K103

Page 8 of 39

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

SCHEDULE 13G

CUSIP No. 06652K103

Page 9 of 39

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

SCHEDULE 13G

CUSIP No. 06652K103

Page 10 of 39

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

CUSIP No. 06652K103

Page 11 of 39

1 Names of reporting persons

CP V Coinvestment B, 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

12,813

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

12,813

9 Aggregate amount beneficially owned by each reporting person

12,813

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

Not Applicable

11 Percent of class represented by amount in Row 9

Less than 0.1%

12 Type of reporting person

PN



SCHEDULE 13G

CUSIP No. 06652K103

Page 12 of 39

1 Names of reporting persons

Carlyle Partners V-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

116,513

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

116,513

9 Aggregate amount beneficially owned by each reporting person

116,513

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

Not Applicable

11 Percent of class represented by amount in Row 9

0.1%

12 Type of reporting person

PN

SCHEDULE 13G

CUSIP No. 06652K103

Page 13 of 39

1 Names of reporting persons

Carlyle Financial Services, Ltd.

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

6,152,974

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

6,152,974

9 Aggregate amount beneficially owned by each reporting person

6,152,974

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 (Cayman Islands Exempt Company)

SCHEDULE 13G

CUSIP No. 06652K103

Page 14 of 39

1 Names of reporting persons

TCG Financial Services, 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

6,152,974

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

6,152,974

9 Aggregate amount beneficially owned by each reporting person

6,152,974

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

SCHEDULE 13G

CUSIP No. 06652K103

Page 15 of 39

1 Names of reporting persons

Carlyle Financial Services BU, 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

6,152,974

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

6,152,974

9 Aggregate amount beneficially owned by each reporting person

6,152,974

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



SCHEDULE 13G

CUSIP No. 06652K103

Page 16 of 39

1 Names of reporting persons

Carlyle Holdings I GP Inc.

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

1,415,184

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,415,184

9 Aggregate amount beneficially owned by each reporting person

1,415,184

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

Not Applicable

11 Percent of class represented by amount in Row 9

1.5%

12 Type of reporting person

CO

SCHEDULE 13G

CUSIP No. 06652K103

Page 17 of 39

1 Names of reporting persons

Carlyle Holdings I GP Sub 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

1,415,184

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,415,184

9 Aggregate amount beneficially owned by each reporting person

1,415,184

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

Not Applicable

11 Percent of class represented by amount in Row 9

1.5%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. 06652K103

Page 18 of 39

1 Names of reporting persons

Carlyle Holdings I 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

1,415,184

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,415,184

9 Aggregate amount beneficially owned by each reporting person

1,415,184

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

Not Applicable

11 Percent of class represented by amount in Row 9

1.5%

12 Type of reporting person

PN

SCHEDULE 13G

CUSIP No. 06652K103

Page 19 of 39

1 Names of reporting persons

TC Group, 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

1,415,184

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,415,184

9 Aggregate amount beneficially owned by each reporting person

1,415,184

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

Not Applicable

11 Percent of class represented by amount in Row 9

1.5%

12 Type of reporting person

OO (Limited Liability Company)



SCHEDULE 13G

CUSIP No. 06652K103

Page 20 of 39

1 Names of reporting persons

TC Group 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

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

1,415,184

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,415,184

9 Aggregate amount beneficially owned by each reporting person

1,415,184

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

Not Applicable

11 Percent of class represented by amount in Row 9

1.5%

12 Type of reporting person

PN

SCHEDULE 13G

CUSIP No. 06652K103

Page 21 of 39

1 Names of reporting persons

TC Group CSP II, 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

1,415,184

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,415,184

9 Aggregate amount beneficially owned by each reporting person

1,415,184

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

Not Applicable

11 Percent of class represented by amount in Row 9

1.5%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. 06652K103

Page 22 of 39

1 Names of reporting persons

CSP II General Partner, 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

1,415,184

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,415,184

9 Aggregate amount beneficially owned by each reporting person

1,415,184

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

Not Applicable

11 Percent of class represented by amount in Row 9

1.5%

12 Type of reporting person

PN

SCHEDULE 13G

CUSIP No. 06652K103

Page 23 of 39

1 Names of reporting persons

Carlyle Strategic Partners 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

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

1,367,645

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,367,645

9 Aggregate amount beneficially owned by each reporting person

1,367,645

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

Not Applicable

11 Percent of class represented by amount in Row 9

1.4%

12 Type of reporting person

PN



SCHEDULE 13G

CUSIP No. 06652K103

Page 24 of 39

1 Names of reporting persons

CSP II Coinvestment, 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

47,539

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

47,539

9 Aggregate amount beneficially owned by each reporting person

47,539

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

Not Applicable

11 Percent of class represented by amount in Row 9

0.1%

12 Type of reporting person

PN

SCHEDULE 13G

CUSIP No. 06652K103

Page 25 of 39

1 Names of reporting persons

TCG Holdings, 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

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

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

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. 06652K103

Page 26 of 39

1 Names of reporting persons

TC Group V Managing 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

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

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

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. 06652K103

Page 27 of 39

1 Names of reporting persons

DBD Cayman Holdings, Ltd.

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

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

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

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Cayman Islands Exempt Company)



SCHEDULE 13G

CUSIP No. 06652K103

Page 28 of 39

1 Names of reporting persons

DBD Cayman, Ltd.

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

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

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

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Cayman Islands Exempt Company)

SCHEDULE 13G

CUSIP No. 06652K103

Page 29 of 39

1 Names of reporting persons

TCG Holdings Cayman 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

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

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

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

PN

---

SCHEDULE 13G

CUSIP No. 06652K103

Page 30 of 39

**ITEM 1. (a) Name of Issuer:**

BankUnited, Inc. (the Issuer )

**(b) Address of Issuer's Principal Executive Offices:**

14817 Oak Lane

Miami Lakes, FL 33016

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings II GP L.L.C.

Carlyle Holdings II L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group Cayman Investment Holdings Sub L.P.

TC Group V, L.L.C.

TC Group V, L.P.

Carlyle Partners V, L.P.

CP V Coinvestment A, L.P.

CP V Coinvestment B, L.P.

Carlyle Partners V-A, L.P.

Carlyle Financial Services, Ltd.

TCG Financial Services, L.P.

Carlyle Financial Services BU, L.P.

Carlyle Holdings I GP Inc.

Carlyle Holdings I GP Sub L.L.C.

Carlyle Holdings I L.P.

Edgar Filing: BankUnited, Inc. - Form SC 13G/A

TC Group, L.L.C.

TC Group Sub L.P.

TC Group CSP II, L.L.C.

CSP II General Partner, L.P.

Carlyle Strategic Partners II, L.P.

CSP II Coinvestment, L.P.

TCG Holdings, L.L.C.

TC Group V Managing GP, L.L.C.

DBD Cayman Holdings, Ltd.

DBD Cayman, Ltd.

TCG Holdings Cayman II, L.P.

## SCHEDULE 13G

CUSIP No. 06652K103

Page 31 of 39

Following an internal reorganization on May 2, 2012, TC Group Cayman Investment Holdings, L.P. is no longer the managing member of TC Group CSP II, L.L.C. and TC Group V Managing GP, L.L.C. is no longer the general partner of TC Group V, L.P. Accordingly, DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P., TCG Holdings, L.L.C. and TC Group V Managing GP, L.L.C. may no longer be deemed to beneficially own the shares reported herein.

**(b) Address or Principal Business Office:**

The address for each of TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., Carlyle Financial Services, Ltd., TCG Financial Services, L.P., DBD Cayman Holdings, Ltd., DBD Cayman, Ltd. and TCG Holdings Cayman II, L.P. is c/o Walker Corporate Services Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001 Cayman Islands. The address for each of the other Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505.

**(c) Citizenship of each Reporting Person is:**

TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., Carlyle Financial Services, Ltd., TCG Financial Services, L.P., DBD Cayman Holdings, Ltd., DBD Cayman, Ltd. and TCG Holdings Cayman II, L.P. are organized in the Cayman Islands. Carlyle Holdings II L.P. is a Québec société en commandit. Each of the other reporting persons is organized in the state of Delaware.

**(d) Title of Class of Securities:**

Common stock, par value \$0.01 per share ( Common Stock ).

**(e) CUSIP Number:**

06652K103

**ITEM 3.**

Not applicable.

## SCHEDULE 13G

CUSIP No. 06652K103

Page 32 of 39

**ITEM 4. Ownership**  
**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2012, based upon 94,460,463 shares of the Issuer's Common Stock outstanding as of November 2, 2012.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition	
					of:	of:
Carlyle Group Management L.L.C.	13,721,131	14.5%	0	12,305,947	0	12,305,947
The Carlyle Group L.P.	13,721,131	14.5%	0	12,305,947	0	12,305,947
Carlyle Holdings II GP L.L.C.	12,305,947	13.0%	0	12,305,947	0	12,305,947
Carlyle Holdings II L.P.	12,305,947	13.0%	0	12,305,947	0	12,305,947
TC Group Cayman Investment Holdings, L.P.	12,305,947	13.0%	0	12,305,947	0	12,305,947
TC Group Cayman Investment Holdings Sub L.P.	12,305,947	13.0%	0	12,305,947	0	12,305,947
TC Group V, L.L.C.	6,152,973	6.5%	0	6,152,973	0	6,152,973
TC Group V, L.P.	6,152,973	6.5%	0	6,152,973	0	6,152,973
Carlyle Partners V, L.P.	5,791,067	6.1%	0	5,791,067	0	5,791,067
CP V Coinvestment A, L.P.	232,580	0.2%	0	232,580	0	232,580
CP V Coinvestment B, L.P.	12,813	0.0%	0	12,813	0	12,813
Carlyle Partners V-A, L.P.	116,513	0.1%	0	116,513	0	116,513
Carlyle Financial Services, Ltd.	6,152,974	6.5%	0	6,152,974	0	6,152,974
TCG Financial Services, L.P.	6,152,974	6.5%	0	6,152,974	0	6,152,974
Carlyle Financial Services BU, L.P.	6,152,974	6.5%	0	6,152,974	0	6,152,974
Carlyle Holdings I GP Inc.	1,415,184	1.5%	0	1,415,184	0	1,415,184
Carlyle Holdings I GP Sub L.L.C.	1,415,184	1.5%	0	1,415,184	0	1,415,184
Carlyle Holdings I L.P.	1,415,184	1.5%	0	1,415,184	0	1,415,184
TC Group, L.L.C.	1,415,184	1.5%	0	1,415,184	0	1,415,184
TC Group Sub L.P.	1,415,184	1.5%	0	1,415,184	0	1,415,184
TC Group CSP II, L.L.C.	1,415,184	1.5%	0	1,415,184	0	1,415,184
CSP II General Partner, L.P.	1,415,184	1.5%	0	1,415,184	0	1,415,184
Carlyle Strategic Partners II, L.P.	1,367,645	1.4%	0	1,367,645	0	1,367,645
CSP II Coinvestment, L.P.	47,539	0.1%	0	47,539	0	47,539
TCG Holdings, L.L.C.	0	0.0%	0	0	0	0
TC Group V Managing GP, L.L.C.	0	0.0%	0	0	0	0
DBD Cayman Holdings, Ltd.	0	0.0%	0	0	0	0
DBD Cayman, Ltd.	0	0.0%	0	0	0	0
TCG Holdings Cayman II, L.P.	0	0.0%	0	0	0	0



## Edgar Filing: BankUnited, Inc. - Form SC 13G/A

Carlyle Partners V, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., Carlyle Partners V-A, L.P. and Carlyle Financial Services BU, L.P. are the record holders of 5,791,067, 232,580, 12,813, 116,513 and 6,152,974 shares of Common Stock, respectively. Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of 1,367,645 and 47,539 shares of Common Stock, respectively.

SCHEDULE 13G

CUSIP No. 06652K103

Page 33 of 39

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ.

The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P. TC Group Cayman Investment Holdings Sub L.P. is the managing member of TC Group V, L.L.C., which is the general partner of TC Group V, L.P., which is the general partner of each of Carlyle Partners V, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P. and Carlyle Partners V-A, L.P. TC Group Cayman Investment Holdings Sub L.P. is also the sole shareholder of Carlyle Financial Services, Ltd., which is the general partner of TCG Financial Services, L.P., which is the general partner of Carlyle Financial Services BU, L.P. Accordingly, Carlyle Group Management L.L.C. and each of the entities mentioned in this paragraph may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Partners V, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., Carlyle Partners V-A, L.P. and Carlyle Financial Services BU.

The Carlyle Group L.P. is also the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the general partner of TC Group Sub L.P., which is the managing member of TC Group CSP II, L.L.C., which is the general partner of CSP II General Partner, L.P., which is the general partner of each of Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. Accordingly, Carlyle Group Management L.L.C. and each of the entities mentioned in this paragraph may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P.

**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

**ITEM 8. Identification and Classification of Members of the Group**

Not applicable.

SCHEDULE 13G

CUSIP No. 06652K103

Page 34 of 39

**ITEM 9. Notice of Dissolution of Group**

Not applicable.

**ITEM 10. Certification**

Not applicable.

SCHEDULE 13G

CUSIP No. 06652K103

Page 35 of 39

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 14, 2013

**CARLYLE GROUP MANAGEMENT L.L.C.**

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

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

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II GP L.L.C.**

By: The Carlyle Group L.P., its managing member  
By: Carlyle Group Management L.L.C., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II L.P.**

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.**

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

SCHEDULE 13G

CUSIP No. 06652K103

Page 36 of 39

**TC GROUP CAYMAN INVESTMENT HOLDINGS  
SUB L.P.**

By: TC Group Cayman Investment Holdings, L.P., its  
general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

**TC GROUP V, L.L.C.**

By: TC Group Cayman Investment Holdings Sub L.P., its  
managing member

By: TC Group Cayman Investment Holdings, L.P., its  
general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

**TC GROUP V, L.P.**

By: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Authorized Person

**CARLYLE PARTNERS V, L.P.**

By: TC Group V, L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Authorized Person

**CP V COINVESTMENT A, L.P.**

By: TC Group V, L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Authorized Person

**CP V COINVESTMENT B, L.P.**

By: TC Group V, L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Authorized Person

SCHEDULE 13G

CUSIP No. 06652K103

Page 37 of 39

**CARLYLE PARTNERS V-A, L.P.**

By: TC Group V, L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Authorized Person

**CARLYLE FINANCIAL SERVICES, LTD.**

By: TC Group Cayman Investment Holdings Sub L.P., its managing member

By: TC Group Cayman Investment Holdings, L.P., its general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Ann Siebecker, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TCG FINANCIAL SERVICES, L.P.**

By: Carlyle Financial Services, Ltd., its general partner

By: /s/ Ann Siebecker, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE FINANCIAL SERVICES BU, L.P.**

By: TCG Financial Services, L.P., its general partner

By: Carlyle Financial Services, Ltd., its general partner

By: /s/ Ann Siebecker, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP INC.**

By: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP SUB L.L.C.**

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

SCHEDULE 13G

CUSIP No. 06652K103

Page 38 of 39

**CARLYLE HOLDINGS I L.P.**

By: Carlyle Holdings I GP Sub L.L.C., its general partner

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

**TC GROUP, L.L.C.**

By: Carlyle Holdings I L.P., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

**TC GROUP SUB L.P.**

By: TC Group, L.L.C., its general partner

By: Carlyle Holdings I L.P., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

**TC GROUP CSP II, L.L.C.**

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Managing Director

**CSP II GENERAL PARTNER, L.P.**

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Authorized Person

**CARLYLE STRATEGIC PARTNERS II, L.P.**

By: CSP II General Partner, L.P., its general partner

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Authorized Person

SCHEDULE 13G

CUSIP No. 06652K103

Page 39 of 39

**CSP II COINVESTMENT, L.P.**

By: CSP II General Partner, L.P., its general partner

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Authorized Person

**TCG HOLDINGS, L.L.C.**

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Managing Director

**TC GROUP V MANAGING GP, L.L.C.**

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Managing Director

**DBD CAYMAN HOLDINGS, LTD.**

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Ordinary Member

**DBD CAYMAN, LTD.**

By: DBD Cayman Holdings, Ltd., its sole shareholder

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Ordinary Member

**TCG HOLDINGS CAYMAN II, L.P.**

By: DBD Cayman, Ltd., its general partner

By: DBD Cayman Holdings, Ltd., its sole shareholder

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Ordinary Member



**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
24	Power of Attorney
99	Joint Filing Agreement