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**Securities and Exchange Commission**  
Washington, D.C. 20549

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**Schedule 13G**

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed  
Pursuant to § 240.13d-2**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No.)\***

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**Black Stone Minerals, L.P.**

(Name of Issuer)

**Common Units**  
(Title of Class of Securities)

**09225M101**  
(CUSIP Number)

**September 29, 2019**  
(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)  
 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).

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1	Names of Reporting Persons <b>Carlyle Group Management L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>14,711,219</b>
	7	Sole Dispositive Power <b>0</b>
	8	Shared Dispositive Power <b>14,711,219</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person <b>14,711,219</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9 <b>6.7%</b>	
12	Type of Reporting Person <b>OO (Limited Liability Company)</b>	

1	Names of Reporting Persons <b>The Carlyle Group L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>14,711,219</b>
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11	Percent of Class Represented by Amount in Row 9 <b>6.7%</b>	
12	Type of Reporting Person <b>PN</b>	

1	Names of Reporting Persons <b>Carlyle Holdings I GP Inc.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>14,711,219</b>
	7	Sole Dispositive Power <b>0</b>
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11	Percent of Class Represented by Amount in Row 9 <b>6.7%</b>	
12	Type of Reporting Person <b>CO</b>	

1	Names of Reporting Persons	
	<b>Carlyle Holdings I GP Sub L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>14,711,219</b>
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		<b>0</b>
	8	Shared Dispositive Power
		<b>14,711,219</b>
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	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>6.7%</b>	
12	Type of Reporting Person	
	<b>OO (Limited Liability Company)</b>	

1	Names of Reporting Persons <b>Carlyle Holdings I L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
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11	Percent of Class Represented by Amount in Row 9 <b>6.7%</b>	
12	Type of Reporting Person <b>PN</b>	

1	Names of Reporting Persons	
	<b>TC Group, L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
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11	Percent of Class Represented by Amount in Row 9	
	<b>6.7%</b>	
12	Type of Reporting Person	
	<b>OO (Limited Liability Company)</b>	

1	Names of Reporting Persons <b>TC Group Sub L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>14,711,219</b>
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11	Percent of Class Represented by Amount in Row 9 <b>6.7%</b>	
12	Type of Reporting Person <b>PN</b>	



1	Names of Reporting Persons	
	<b>TC Group CEMOF II, L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>14,711,219</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>14,711,219</b>
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	<b>14,711,219</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>6.7%</b>	
12	Type of Reporting Person	
	<b>OO (Limited Liability Company)</b>	

1	Names of Reporting Persons <b>CEMOF II General Partner, L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>14,711,219</b>
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11	Percent of Class Represented by Amount in Row 9 <b>6.7%</b>	
12	Type of Reporting Person <b>PN</b>	

1	Names of Reporting Persons <b>CEMOF II AIV, L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>14,711,219</b>
	7	Sole Dispositive Power <b>0</b>
	8	Shared Dispositive Power <b>14,711,219</b>
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10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9 <b>6.7%</b>	
12	Type of Reporting Person <b>PN</b>	

1	Names of Reporting Persons <b>Mineral Royalties One, L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>14,711,219</b>
	7	Sole Dispositive Power <b>0</b>
	8	Shared Dispositive Power <b>14,711,219</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person <b>14,711,219</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9 <b>6.7%</b>	
12	Type of Reporting Person <b>OO (Limited Liability Company)</b>	

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

Black Stone Minerals, L.P. (the "Issuer")

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

1001 Fannin Street, Suite 2020  
Houston, Texas 77002

**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:

The Carlyle Group L.P.  
Carlyle Group Management L.L.C.  
Carlyle Holdings I GP Inc.  
Carlyle Holdings I GP Sub L.L.C.  
Carlyle Holdings I L.P.  
TC Group, L.L.C.  
TC Group Sub L.P.  
TC Group CEMOF II, L.L.C.  
CEMOF II General Partner, L.P.  
CEMOF II AIV, L.P.  
Mineral Royalties One, L.L.C.

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

The address of each of the Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave., N.W., Suite 220 South, Washington D.C. 20004-2505.

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

Each of the Reporting Persons is organized in the state of Delaware.

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

Common Units representing limited partner interests ("Common Units").

**(e) CUSIP Number:**

09225M101

**ITEM 3.**

Not applicable.

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

The ownership information presented below represents beneficial ownership of Common Units of the Issuer, based on 205,961,594 Common Units outstanding as of July 30, 2019 and assuming the conversion of the Series B Cumulative Convertible Preferred Units (the "Preferred Units") beneficially owned by the Reporting Persons.

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:	Shared power to dispose or to direct the disposition of:
Carlyle Group Management L.L.C.	14,711,219	6.7%	0	14,711,219	0	14,711,219
The Carlyle Group L.P.	14,711,219	6.7%	0	14,711,219	0	14,711,219
Carlyle Holdings I GP Inc.	14,711,219	6.7%	0	14,711,219	0	14,711,219
Carlyle Holdings I GP Sub L.L.C.	14,711,219	6.7%	0	14,711,219	0	14,711,219
Carlyle Holdings I L.P.	14,711,219	6.7%	0	14,711,219	0	14,711,219
TC Group, L.L.C.	14,711,219	6.7%	0	14,711,219	0	14,711,219
TC Group Sub L.P.	14,711,219	6.7%	0	14,711,219	0	14,711,219
TC Group CEMOF II, L.L.C.	14,711,219	6.7%	0	14,711,219	0	14,711,219
CEMOF II General Partner, L.P.	14,711,219	6.7%	0	14,711,219	0	14,711,219
CEMOF II AIV, L.P.	14,711,219	6.7%	0	14,711,219	0	14,711,219
Mineral Royalties One, L.L.C.	14,711,219	6.7%	0	14,711,219	0	14,711,219

Mineral Royalties One, L.L.C. is the record holder of 14,711,219 Preferred Units, which upon conversion, are issuable in to Common Units representing limited partner interests in the Issuer.

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 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 CEMOF II, L.L.C., which is the general partner of CEMOF II General Partner, L.P., which is the general partner of CEMOF II AIV, L.P., which is the managing member of Mineral Royalties One, L.L.C. Accordingly, each of these entities may be deemed to share beneficial ownership of the Preferred Units owned of record by Mineral Royalties One, L.L.C.

**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.

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

Not applicable.

**ITEM 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**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:** November 4, 2019

**Carlyle Group Management L.L.C.**

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**The Carlyle Group L.P.**

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

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**Carlyle Holdings I GP Inc.**

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**Carlyle Holdings I GP Sub L.L.C.**

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

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**Carlyle Holdings I L.P.**

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer



**TC Group, L.L.C.**

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

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**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/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**TC Group CEMOF II, L.L.C.**By: /s/ Ryan R. Toteja

Name: Ryan R. Toteja

Title: Authorized Person

**CEMOF II General Partner, L.P.**By: /s/ Ryan R. Toteja

Name: Ryan R. Toteja

Title: Authorized Person

**CEMOF II AIV, L.P.**

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

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

By: /s/ Ryan R. Toteja

Name: Ryan R. Toteja

Title: Authorized Person

**Mineral Royalties One, L.L.C.**

By: /s/ Ryan R. Toteja

Name: Ryan R. Toteja

Title: Authorized Person

**LIST OF EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
99	Joint Filing Agreement.

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13G. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 4<sup>th</sup> day of November, 2019.

**Carlyle Group Management L.L.C.**

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**The Carlyle Group L.P.**

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

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**Carlyle Holdings I GP Inc.**

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**Carlyle Holdings I GP Sub L.L.C.**

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

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**Carlyle Holdings I L.P.**

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**TC Group, L.L.C.**

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

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**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/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: Chief Financial Officer

**TC Group CEMOF II, L.L.C.**

By: /s/ Ryan R. Toteja

Name: Ryan R. Toteja

Title: Authorized Person

**CEMOF II General Partner, L.P.**

By: /s/ Ryan R. Toteja

Name: Ryan R. Toteja

Title: Authorized Person

**CEMOF II AIV, L.P.**

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

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

By: /s/ Ryan R. Toteja

Name: Ryan R. Toteja

Title: Authorized Person

**Mineral Royalties One, L.L.C.**

By: /s/ Ryan R. Toteja

Name: Ryan R. Toteja

Title: Authorized Person