UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

BankUnited, Inc.

(Name of Issuer)

Common Stock (Title of Class of Securities)

> 06652K103 (CUSIP Number)

January 31, 2014 (Date of Event which Requires filing of this Statement)

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

 \Box Rule 13d-1(b)

 \Box 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).

CUSIP No.	06652K103
00011 110.	0000511100

CUSIP N	lo. 06652K	(103	3 SCHEDULE 13G	Page 1 of 34
1	NAMES	OF	F REPORTING PERSONS	
	The Carl	yle	Group L.P.	
2	CHECK	TH	IE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) 🗆	0	b) 🗆	
3	SEC US			
4	CITIZEN	10	R PLACE OF ORGANIZATION	
	Delawar	-		
		5	SOLE VOTING POWER	
NUM	IBER OF		0	
	IARES	6	SHARED VOTING POWER	
	FICIALLY NED BY		3,448,314	
E	ACH	7	SOLE DISPOSITIVE POWER	
	ORTING CRSON		0	
V	VITH	8		
			3,448,314	
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	3,448,31		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
10	CILCI	11		
	Not App			
11	PERCEN	NT (OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	3.4%			
12	TYPE O	F R	EPORTING PERSON	
	PN	PN		
L	1			

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		
4	CITIZEN OR PLACE OF ORGANIZATION	
	Delaware	
	5 SOLE VOTING POWER	
NUM	IBER OF 0	
SH	IARES 6 SHARED VOTING POWER	
	FICIALLY NED BY 3,448,314	
E	CACH 7 SOLE DISPOSITIVE POWER	
	ORTING ERSON 0	
W	VITH 8 SHARED DISPOSITIVE POWER	
	3,448,314	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	3,448,314 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
10		
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	3.4%	
12	TYPE OF REPORTING PERSON	
	OO (Limited Liability Company)	
	•	

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		
NUM	BER OF 0		
	ARES 6 SHARED VOTING POWER		
	ED BY 3,092,658		
	CH 7 SOLE DISPOSITIVE POWER		
	RTING SON 0		
~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	8 SHARED DISPOSITIVE POWER		
	3,092,658		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	3,092,658		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
10	3.1%		
12	TYPE OF REPORTING PERSON		
	OO (Limited Liability Company)		

1	NAMES	OF	REPORTING PERSONS	
		Carlyle Holdings II L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) 🗆			
3	SEC USE	ΞO	NLY	
4	CITIZEN		R PLACE OF ORGANIZATION	
4	CHILLI			
	Québec			
		5	SOLE VOTING POWER	
NUM	BER OF		0	
SH	ARES	6	SHARED VOTING POWER	
	FICIALLY			
	NED BY		3,092,658	
	ACH	7	SOLE DISPOSITIVE POWER	
	ORTING RSON			
	VITH	0		
		8	SHARED DISPOSITIVE POWER	
			3,092,658	
9	AGGRE		TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
5	MOORE	J/1.		
	3,092,658	8		
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	Not Appl			
11	PERCEN	T (	DF CLASS REPRESENTED BY AMOUNT IN ROW 9	
10	3.1%			
12	TYPE O	FR	EPORTING PERSON	
	00.0%	OO (Québec société en commandit)		
		Dec	שלבור בוו בסווווומוונוג)	

1	NAMES OF REPORTING PERSONS		
_			
	TC Group Cayman Investment Holdings, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)		
3	SEC USE ONLY		
4	CITIZEN OR PLACE OF ORGANIZATION		
	Cayman Islands		
	5 SOLE VOTING POWER		
NUM	BER OF 0		
SH	ARES 6 SHARED VOTING POWER		
	FICIALLY		
	NED BY 3,092,658		
	ACH 7 SOLE DISPOSITIVE POWER ORTING		
	RSON 0		
W	VITH 8 SHARED DISPOSITIVE POWER		
0 SHARED DISTOSTITVE FOWER			
	3,092,658		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,092,658		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	Net Applicable		
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	3.1%		
12	TYPE OF REPORTING PERSON		
	PN		

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		
NUM	BER OF 0		
SH	ARES 6 SHARED VOTING POWER		
	FICIALLY		
	NED BY     3,092,658       ACH     7     SOLE DISPOSITIVE POWER		
	DRTING		
PEI	RSON 0		
W	8         SHARED DISPOSITIVE POWER		
	3,092,658		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
5			
	3,092,658		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	3.1%		
12	TYPE OF REPORTING PERSON		
	PN		
	F1V		

1	NAMES OF REPORTING PERSONS				
	TC Group V, L.L.C.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a)  (b)  (c)  (c)  (c)  (c)  (c)  (c)  (c)  (c				
3	SEC USE ONLY				
4	CITIZEN OR PLACE OF ORGANIZATION				
	Delaware				
	5 SOLE VOTING POWER				
NUM	IBER OF 0				
SH	IARES 6 SHARED VOTING POWER				
	FICIALLY NED BY 1,546,329				
	ACH 7 SOLE DISPOSITIVE POWER ORTING				
PE	RSON 0				
V	WITH 8 SHARED DISPOSITIVE POWER				
	1,546,329				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,546,329				
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)				
L					

1	NAMES OF REPORTING PERSONS		
	TC Group V, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)  (b)  (c)  (c)  (c)  (c)  (c)  (c)  (c)  (c		
3	SEC USE ONLY		
5			
4	CITIZEN OR PLACE OF ORGANIZATION		
	Delaware		
	5 SOLE VOTING POWER		
	IBER OF 0		
	ARES 6 SHARED VOTING POWER		
	FICIALLY NED BY 1,546,329		
	ACH 7 SOLE DISPOSITIVE POWER		
	ORTING		
	RSON 0		
W	VITH 8 SHARED DISPOSITIVE POWER		
	1,546,329		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,546,329		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
11			
	1.5%		
12	TYPE OF REPORTING PERSON		
	PN		

1	NAMES OF REPORTING PERSONS		
T	NAMES OF REPORTING PERSONS		
	Carlyle Partners V, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
2			
	(a) □ (b) □		
3	SEC USE ONLY		
4	CITIZEN OR PLACE OF ORGANIZATION		
	Delaware		
	5 SOLE VOTING POWER		
	BER OF 0		
-	ARES 6 SHARED VOTING POWER		
	ICIALLY ED BY 1,455,378		
	ACH 7 SOLE DISPOSITIVE POWER		
	RTING		
PE	ISON 0		
W	ITH 8 SHARED DISPOSITIVE POWER		
	1,455,378		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,455,378		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
11	PERCENT OF CLASS REPRESENTED DT ANIOUNT IN ROW S		
	1.4%		
12	1.4% TYPE OF REPORTING PERSON		
	PN		

1	NAMES OF REPORTING PERSONS		
1	NAMES OF REPORTING PERSONS		
	CP V Coinvestment A, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
2	GIEGN THE ATTROFRIATE DOA IF A WEWIDER OF A GROUP		
	(a)  (b)  (c)  (c)  (c)  (c)  (c)  (c)  (c)  (c		
3	SEC USE ONLY		
5			
4	CITIZEN OR PLACE OF ORGANIZATION		
	Delaware		
	5 SOLE VOTING POWER		
1			
NUM	MBER OF 0		
	HARES 6 SHARED VOTING POWER		
BENE	FICIALLY		
	NED BY 58,450		
	EACH 7 SOLE DISPOSITIVE POWER		
	PORTING ERSON 0		
v	8 SHARED DISPOSITIVE POWER		
9	58,450 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
Э	AGGREGALE AWOUNT DENEFICIALLY OWNED BY EACH REPORTING PERSON		
	58,450		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10			
	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	0.1%		
12	TYPE OF REPORTING PERSON		
	PN		

1	NAMES OF REPORTING PERSONS	
	CP V Coinvestment B, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
3	(a)     (b)       SEC USE ONLY	
4	CITIZEN OR PLACE OF ORGANIZATION	
	Delaware	
	5 SOLE VOTING POWER	
-	MBER OF     0       HARES     6       SHARED VOTING POWER	
BENE	EFICIALLY	
	YNED BY     3,220       EACH     7       SOLE DISPOSITIVE POWER	
REP	PORTING	
	ERSON 0 WITH 8 SHARED DISPOSITIVE POWER	
•	8 SHARED DISPOSITIVE POWER	
	3,220	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,220	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	Less than 0.1% TYPE OF REPORTING PERSON	
14		
	PN	

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				
4	CITIZEN OR PLACE OF ORGANIZATION				
	Delaware				
	5 SOLE VOTING POWER				
NUM	BER OF 0				
	ARES 6 SHARED VOTING POWER				
OWN	ED BY 29,281				
	EACH 7 SOLE DISPOSITIVE POWER REPORTING				
PE	RSON 0				
W	8         SHARED DISPOSITIVE POWER				
	29,281				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	29,281				
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				
	111				

	NAMES OF REPORTING PERSONS		
1	NAMES OF REPORTING PERSONS		
	Carlyle Financial Services, Ltd.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) $\Box$ (b) $\Box$		
3	SEC USE ONLY		
4	CITIZEN OR PLACE OF ORGANIZATION		
	Cayman Islands		
	5 SOLE VOTING POWER		
	5 SOLE VOTING TOWER		
	Ser OF		
	ARES 6 SHARED VOTING POWER		
	ICIALLY		
	ED BY 1,546,329		
	EACH 7 SOLE DISPOSITIVE POWER		
	REPORTING		
	SON 0		
W	ITH   8   SHARED DISPOSITIVE POWER		
	1,546,329		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,546,329		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10	CHECK IF THE AGGREGATE AMOUNT IN KOW (9) EACLUDES CERTAIN SHARES		
	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	1.5%		
12	TYPE OF REPORTING PERSON		
	OO (Cayman Islands Exempt Company)		
<u> </u>			

1	NAMES	OF	F REPORTING PERSONS	
	TCG Financial Services, L.P.			
2			IE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) 🗆	(	(b) 🗆	
3	SEC USE	ΕO	NLY	
4	CITIZEN	10	R PLACE OF ORGANIZATION	
	Cayman	Isla	ands	
		5	SOLE VOTING POWER	
	IBER OF		0	
	IBER OF	6	SHARED VOTING POWER	
	FICIALLY		1 546 220	
	NED BY ACH	7	1,546,329 SOLE DISPOSITIVE POWER	
	REPORTING			
	PERSON 0 WITH 8 SHARED DISPOSITIVE POWER			
		0	SHARED DISTOSITIVE FOWER	
			1,546,329	
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,546,329			
10	CHECK	IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	Not Applicable			
11			OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	1.5%			
12		F R	EPORTING PERSON	
	PN			

				8	
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				
4	CITIZEN	1 O I	R PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
	IBER OF		0		
	IARES FICIALLY		SHARED VOTING POWER		
OWI	NED BY		1,546,329		
	ACH ORTING	7	SOLE DISPOSITIVE POWER		
	RSON VITH				
•	, 11	8	SHARED DISPOSITIVE POWER		
	ACODE		1,546,329		
9	AGGRE	GA.	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	1,546,329				
10	10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
	Not Applicable				
11	PERCEN	4T (	OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
10	1.5%				
12	12 TYPE OF REPORTING PERSON				
	PN				

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			
NLIM	IBER OF 0			
SH	ARES 6 SHARED VOTING POWER			
	FICIALLY NED BY 355,656			
E	OWNED BY     355,656       EACH     7     SOLE DISPOSITIVE POWER			
	ORTING RSON 0			
	RSON 0 VITH 8 SHARED DISPOSITIVE POWER			
9	355,656 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	AGGREGALE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	355,656			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
	Not Applicable			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	0.4%			
12	TYPE OF REPORTING PERSON			
	СО			

1	NAMES OF REPORTING PERSONS		
	Carlyle Holdings I GP Sub L.L.C.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
3	(a) (b) SEC USE ONLY		
3	SEC USE ONLY		
4	CITIZEN OR PLACE OF ORGANIZATION		
	Delaware		
	5 SOLE VOTING POWER		
NILIM	BER OF 0		
	ARES 6 SHARED VOTING POWER		
	FICIALLY		
	NED BY 355,656		
E	EACH 7 SOLE DISPOSITIVE POWER		
	REPORTING		
	RSON 0		
W	8         SHARED DISPOSITIVE POWER		
	355,656		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	355,656		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	0.4%		
12	TYPE OF REPORTING PERSON		
	OO (Limited Liability Company)		

1	NAMES OF REPORTING PERSONS			
	Carlyle Holdings I L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a)  (b)  (c)  (c)  (c)  (c)  (c)  (c)  (c)  (c			
3	SEC USE ONLY			
4	CITIZEN OR PLACE OF ORGANIZATION			
	Delaware			
	5 SOLE VOTING POWER			
	5 SOLE VOTING TOWER			
	IDER OF			
	ARES 6 SHARED VOTING POWER			
	FICIALLY			
	NED BY 355,656			
	EACH 7 SOLE DISPOSITIVE POWER			
	REPORTING			
	RSON 0			
N N	VITH 8 SHARED DISPOSITIVE POWER			
	355,656			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	355,656			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
	Not Applicable			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
11				
	0.4%			
10				
12	TYPE OF REPORTING PERSON			
	PN			

· · · · · · · · · · · · · · · · · · ·			
1	NAMES OF REPORTING PERSONS		
	TC Group, L.L.C.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) $\Box$ (b) $\Box$		
3	SEC USE ONLY		
4	CITIZEN OR PLACE OF ORGANIZATION		
	Delaware		
	5 SOLE VOTING POWER		
NUM	IBER OF 0		
	IARES 6 SHARED VOTING POWER		
	FICIALLY		
	NED BY 355,656		
	ACH 7 SOLE DISPOSITIVE POWER		
	REPORTING		
	RSON 0		
W	VITH 8 SHARED DISPOSITIVE POWER		
	355,656		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
5			
	355,656		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10	CHECK II THE AGOALGATE ANIOONT IN NOW (J) EACLODED CENTAIN SHARES		
	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
11			
	0.4%		
12	TYPE OF REPORTING PERSON		
12	I I FE OF KEPOKI IING PERJOIN		
	OO (Limited Liebility Company)		
	OO (Limited Liability Company)		

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			
5	SEC USE UNLY			
4	CITIZEN OR PLACE OF ORGANIZATION			
	Delaware			
	5 SOLE VOTING POWER			
NUTINA	BER OF 0			
	ARES 6 SHARED VOTING POWER			
	NED BY 355,656			
	EACH 7 SOLE DISPOSITIVE POWER			
	REPORTING			
	PERSON 0			
W	/ITH 8 SHARED DISPOSITIVE POWER			
	355,656			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
5				
	355,656			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
	Not Applicable			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	0.4%			
12	TYPE OF REPORTING PERSON			
	PN			
	***			

				0	
1	NAMES OF REPORTING PERSONS				
	TC Group CSP II, L.L.C.				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) 🗆	n			
3	SEC USI				
	CITIZEN				
4	CITIZEN	N ()	R PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NUM	IBER OF		0		
SH	ARES		SHARED VOTING POWER		
	FICIALLY NED BY		355,656		
E	ACH	7	SOLE DISPOSITIVE POWER		
	ORTING RSON		0		
	VITH	8	SHARED DISPOSITIVE POWER		
9	AGGRE	GA	355,656 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	355,656 CHECK	IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10	10 CHECK IF THE AGGREGATE AMOUNT IN NOW (5) EAGLODES CERTAIN SHARES				
11	Not Applicable       11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
11	11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.4%				
12	12 TYPE OF REPORTING PERSON				
	OO (Limited Liability Company)				

	NAMES OF REPORTING REPORTS		
1	NAMES OF REPORTING PERSONS		
	CSP II General Partner, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) $\Box$ (b) $\Box$		
3	SEC USE ONLY		
4	CITIZEN OR PLACE OF ORGANIZATION		
	Delaware		
	5 SOLE VOTING POWER		
	5 SOLE VOTING FOWER		
	IDER OF		
	ARES 6 SHARED VOTING POWER		
	FICIALLY		
	NED BY 355,656		
	EACH 7 SOLE DISPOSITIVE POWER		
	ORTING		
	RSON 0		
W	VITH 8 SHARED DISPOSITIVE POWER		
	355,656		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
U			
	355.656		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EACLUDES CERTAIN SHARES		
	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	0.4%		
12	TYPE OF REPORTING PERSON		
	PN		
۲ <u> </u>			

1	NAMES OF REPORTING PERSONS			
	Carlyle Strategic Partners II, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a)  (b)  (c)  (c)  (c)  (c)  (c)  (c)  (c)  (c			
3	SEC USE ONLY			
4	CITIZEN OR PLACE OF ORGANIZATION			
	Delaware			
	5 SOLE VOTING POWER			
NUM	IBER OF 0			
SH	IARES 6 SHARED VOTING POWER			
BENEFICIALLY OWNED BY 343,708				
	EACH 7 SOLE DISPOSITIVE POWER REPORTING			
	RSON 0 VITH & SHARED DISPOSITIVE DOWER			
vv	VITH 8 SHARED DISPOSITIVE POWER			
	343,708			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	343,708			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
	Not Applicable			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	0.3%			
12	TYPE OF REPORTING PERSON			
	PN			

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					
4	CITIZEN OR PLACE OF ORGANIZATION					
	Delaware					
	5 SOLE VOTING POWER					
NUM	IBER OF 0					
SHARES 6 SHARED VOTING POWER						
	FICIALLY NED BY 11,948					
EACH 7 SOLE DISPOSITIVE POWER REPORTING						
	RSON 0					
W	8         SHARED DISPOSITIVE POWER					
	11,948					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	11,948					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
12	Less than 0.1% TYPE OF REPORTING PERSON					
14						
	PN					

#### 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. 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.

SCHEDULE 13G

### (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. is c/o Intertrust Corporate Services, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005 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. 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

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### ITEM 4. Ownership

### Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of January 31, 2014, based upon 101,013,014 shares of the Issuer's Common Stock outstanding as of December 31, 2013.

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.	3,448,314	3.4%	0	3,448,314	0	3,448,314
The Carlyle Group L.P.	3,448,314	3.4%	0	3,448,314	0	3,448,314
Carlyle Holdings II GP L.L.C.	3,092,658	3.1%	0	3,092,658	0	3,092,658
Carlyle Holdings II L.P.	3,092,658	3.1%	0	3,092,658	0	3,092,658
TC Group Cayman Investment Holdings, L.P.	3,092,658	3.1%	0	3,092,658	0	3,092,658
TC Group Cayman Investment Holdings Sub L.P.	3,092,658	3.1%	0	3,092,658	0	3,092,658
TC Group V, L.L.C.	1,546,329	1.5%	0	1,546,329	0	1,546,329
TC Group V, L.P.	1,546,329	1.5%	0	1,546,329	0	1,546,329
Carlyle Partners V, L.P.	1,455,378	1.4%	0	1,455,378	0	1,455,378
CP V Coinvestment A, L.P.	58,450	0.1%	0	58,450	0	58,450
CP V Coinvestment B, L.P.	3,220	*	0	3,220	0	3,220
Carlyle Partners V-A, L.P.	29,281	*	0	29,281	0	29,281
Carlyle Financial Services, Ltd.	1,546,329	1.5%	0	1,546,329	0	1,546,329
TCG Financial Services, L.P.	1,546,329	1.5%	0	1,546,329	0	1,546,329
Carlyle Financial Services BU, L.P.	1,546,329	1.5%	0	1,546,329	0	1,546,329
Carlyle Holdings I GP Inc.	355,656	0.4%	0	355,656	0	355,656
Carlyle Holdings I GP Sub L.L.C.	355,656	0.4%	0	355,656	0	355,656
Carlyle Holdings I L.P.	355,656	0.4%	0	355,656	0	355,656
TC Group, L.L.C.	355,656	0.4%	0	355,656	0	355,656
TC Group Sub L.P.	355,656	0.4%	0	355,656	0	355,656
TC Group CSP II, L.L.C.	355,656	0.4%	0	355,656	0	355,656
CSP II General Partner, L.P.	355,656	0.4%	0	355,656	0	355,656
Carlyle Strategic Partners II, L.P.	343,708	0.3%	0	343,708	0	343,708
CSP II Coinvestment, L.P.	11,948	*	0	11,948	0	11,948

* Represents less than 0.1% of the Common Stock outstanding.

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 1,455,378, 58,450, 3,220, 29,281 and 1,546,329 shares of Common Stock, respectively. Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of 343,708 and 11,948 shares of Common Stock, respectively.

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.

#### SCHEDULE 13G

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., CP V Coinvestment B, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., CP V Coinvestment B, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., CP V Coi

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, L.P., which is the general partner 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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following  $\boxtimes$ .

#### 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

Not applicable.

#### SCHEDULE 13G

### 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, 2014

#### 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-factName:Daniel D'AnielloTitle:Chairman

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

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

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

Name: Daniel D'Aniello

Title: Chairman

#### TC GROUP V, L.L.C.

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

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

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

Name: Daniel D'Aniello Title: Authorized Person

CP V COINVESTMENT A, L.P.

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

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

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

Authorized Person Title:

#### 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/ R. Rainey Hoffman, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

#### TCG FINANCIAL SERVICES, L.P.

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

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: Daniel D'Aniello Title: Chairman

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

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

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

### CARLYLE HOLDINGS I GP INC.

By: /s/ R. Rainey Hoffman, 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/ R. Rainey Hoffman, attorney-in-fact

Name: Daniel D'Aniello Title: Chairman

#### 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/ R. Rainey Hoffman, attorney-in-fact

Name: Daniel D'Aniello Title: Chairman

#### Title: Chairman

### TC GROUP, L.L.C.

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

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

### TC GROUP SUB L.P.

By: By:	TC Group, L.L.C., its general partner Carlyle Holdings I L.P., its managing member
5	/s/ R. Rainey Hoffman, attorney-in-fact Daniel D'Aniello
Title:	Chairman

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

By:/s/ R. Rainey Hoffman, attorney-in-factName:Daniel D'AnielloTitle:Managing Director

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

By:/s/ R. Rainey Hoffman, attorney-in-factName:Daniel D'AnielloTitle:Authorized Person

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

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

By: /s/ R. Rainey Hoffman, attorney-in-fact

Name: Daniel D'Aniello

Title: Authorized Person

### CSP II COINVESTMENT, L.P.

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

By:/s/ R. Rainey Hoffman, attorney-in-factName:Daniel D'AnielloTitle:Authorized Person

## LIST OF EXHIBITS

<u>Exhibit No.</u>	Description
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).