Securities and Exchange Commission

Washington, D.C. 20549

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.)*

Union Bankshares Corporation

(Name of Issuer)

Common Stock (Title of Class of Securities)

> 90539J109 (CUSIP Number)

January 1, 2018 (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)

Rule 13d-1(c)

□ Rule 13d-1(d)

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).

^{*} 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.

		CUS	IP No. 90539J109	Schedule 13G	Page 1 of 15	
1	Names of	Repo	rting Persons			
	The Car	rlyle	Group L.P.			
2	(a) \square	Appr (b)	opriate Box if a Member of a Group			
3	SEC Use 0	Only				
4	Citizen or	Place	of Organization			
	Delawai	re				
		5	Sole Voting Power			
			0			
N	lumber of Shares	6	Shared Voting Power			
	eneficially Owned by		3,965,963			
	Each	7	Sole Dispositive Power			
ŀ	Reporting Person		0			
	With	8	Shared Dispositive Power			
			-			
			3,965,963			
9	Aggregate A	Amou	nt Beneficially Owned by Each Rep	orting Person		
	3,965,963	3				
10	Check if the	e Agg	regate Amount in Row (9) Excludes	Certain Shares		
	Not Applicable					
11						
12	6.0% Type of Re	portin	g Person			
			6			
	PN					

		CUS	IP No. 90539J109	Schedule 13G	Page 2 of 15	
1	Names of Reporting Persons					
2			up Management L.L.C.			
2		Appro (b) [opriate Box if a Member of a Group			
3	SEC Use C	Only				
4	Citizen or	Place	of Organization			
	Delawar	e				
		5	Sole Voting Power			
			0			
	umber of Shares	6	Shared Voting Power			
	neficially wned by		3,965,963			
	Each eporting	7	Sole Dispositive Power			
	Person With		0			
	with	8	Shared Dispositive Power			
			3,965,963			
9	Aggregate A	Amou	nt Beneficially Owned by Each Rep	orting Person		
	3,965,963	3				
			regate Amount in Row (9) Excludes	Certain Shares		
	Not Applicable					
			Represented by Amount in Row 9			
	C 00/					
	Type of Rep	ortin	g Person			
12	Type of Kep	, OI (111)	5 1 613011			
	OO (Lim	ited	Liability Company)			

		CUS	IP No. 90539J109	Schedule 13G	Page 3 of 15	
1	Names of Reporting Persons					
		_				
2	Carlyle	Hold	lings II GP L.L.C.			
2		Appro (b) [opriate Box if a Member of a Group			
3	SEC Use C	Only				
4	Citizen or	Place	of Organization			
	Delawar	e				
		5	Sole Voting Power			
			0			
	umber of Shares	6	Shared Voting Power			
Ве	eneficially wned by		3,965,963			
	Each	7	Sole Dispositive Power			
	Person		0			
	With	8	Shared Dispositive Power			
			3,965,963			
9	Aggregate A	Amou	nt Beneficially Owned by Each Rep	orting Person		
			, and a second			
	3,965,963					
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
	Not Applicable					
11	Percent of C	Class I	Represented by Amount in Row 9			
	6.0%					
	Type of Rep	ortin	g Person			
	00 (I !	itad	Liability Company)			
	OO (LIM	nea	Liability Company)			

1 Names of Reporting Persons Carlyle Holdings II L.P.						
Carlyle Holdings II L. P						
Check the Appropriate Box if a Member of a Group						
(a)						
3 SEC Use Only						
4 Citizen or Place of Organization						
Québec						
5 Sole Voting Power						
N 1 6 0						
Number of Shares 6 Shared Voting Power						
Beneficially Owned by 3,965,963						
Each 7 Sole Dispositive Power Reporting						
Person With 0						
8 Shared Dispositive Power						
3,965,963						
9 Aggregate Amount Beneficially Owned by Each Reporting Per	son					
3,965,963						
10 Check if the Aggregate Amount in Row (9) Excludes Certain S	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
Not Applicable						
11 Percent of Class Represented by Amount in Row 9						
6.0%						
12 Type of Reporting Person						
OO (Québec société en commandit)						

		CUS	IP No. 90539J109	Schedule 13G	Page 5 of 15	
1	Names of Reporting Persons					
		_				
2			Eayman Investment Holding opriate Box if a Member of a Group			
2	(a) \square	(b) [
	CECH (2.1				
3	SEC Use 0	Jniy				
4	Citizen or	Place	of Organization			
	Caymar	ı İsla	nds			
	ouj mu	5	Sole Voting Power			
			0			
	umber of	6	O Shared Voting Power			
	Shares neficially		2 v			
	wned by		3,965,963			
R	Each eporting	7	Sole Dispositive Power			
	Person With		0			
	VV IIII	8	Shared Dispositive Power			
			3,965,963			
9	Aggregate A	Amou	nt Beneficially Owned by Each Rep	orting Person		
	• • • • • • • • •					
	3,965,963		regate Amount in Row (0) Excludes	Cartain 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					
	6.0%					
12	Type of Re	portin	g Person			
	PN					
	111					

		CUS	IP No. 90539J109	Schedule 13G	Page 6 of 15		
1	Names of Reporting Persons						
	TCC	,		CLID			
2			Cayman Investment Holding opriate Box if a Member of a Group	s Sub L.P.			
	(a) 🗆	(b)					
3	SEC Use	Only					
3	SEC OSC V	Omy					
4	Citizen or	Place	of Organization				
	Caymaı	ı İsla	ands				
		5	Sole Voting Power				
			0				
	umber of Shares	6	Shared Voting Power				
В	eneficially		20/50/2				
C	wned by Each	7	3,965,963 Sole Dispositive Power				
F	eporting	,	Sole Dispositive I ower				
	Person With		0				
	** 1011	8	Shared Dispositive Power				
			3,965,963				
9	Aggregate .	Amou	ant Beneficially Owned by Each Rep	orting Person			
	3,965,963	2					
10			regate Amount in Row (9) Excludes	Certain Shares			
11	Not Applicable Percent of Class Represented by Amount in Row 9						
11	1 election of class represented by Annount III NOW 7						
	6.0%						
12	Type of Re	portir	g Person				
	PN						

		CUS	IP No. 90539J109	Schedule 13G	Page 7 of 15	
1	Names of	Repo	rting Persons			
	Carlyla	Fine	nncial Services, Ltd.			
2	Check the	Appr	opriate Box if a Member of a Group			
	(a) 🗆	(b)				
3	SEC Use	Only				
4	Citizen or	Place	of Organization			
	Caymai					
		5	Sole Voting Power			
	1 C		0			
	lumber of Shares	6	Shared Voting Power			
	eneficially Owned by		3,965,963			
F	Each Reporting	7	Sole Dispositive Power			
	Person With		0			
	VV Itil	8	Shared Dispositive Power			
			3,965,963			
9	Aggregate .	Amou	int Beneficially Owned by Each Rep	orting Person		
	3,965,963	3				
10	Check if the	e Agg	regate Amount in Row (9) Excludes	Certain Shares		
	Not Applicable					
11			Represented by Amount in Row 9			
	6.0%					
12	Type of Re	portin	g Person			
	OO (Cayman Islands Exempt Company)					
ı 1	(34)					

		CUS	IP No. 90539J109	Schedule 13G	Page 8 of 15		
1	Names of Reporting Persons						
			eial Services, L.P.				
2	Check the	Appr (b) [opriate Box if a Member of a Group ☐				
		` ′					
3	SEC Use (Only					
4	Citizen or	Place	of Organization				
	Cayman	ı İsla	ands				
		5	Sole Voting Power				
			0				
N	umber of Shares	6	Shared Voting Power				
Ве	eneficially						
C	wned by		3,965,963				
R	Each Leporting	7	Sole Dispositive Power				
	Person With		0				
	WILLI	8	Shared Dispositive Power				
			3,965,963				
9	Aggregate	1 mou	nt Beneficially Owned by Each Rep	orting Person			
	Aggregate 1	inou	in Beneficially Owned by Lacii Rep	ording 1 crson			
	3,965,963						
10	Check if the	e Agg	regate Amount in Row (9) Excludes	Certain Shares			
	Not Applicable						
11	Percent of Class Represented by Amount in Row 9						
	6.0%						
12	Type of Rep	portin	g Person				
	PN						
			·				

		CUS	IP No. 90539J109	Schedule 13G	Page 9 of 15		
1	Names of Reporting Persons						
			g				
			ncial Services Harbor, L.P.				
2		Appr (b)	opriate Box if a Member of a Group				
	(u) <u></u>	(0)	_				
3	SEC Use (Only					
4	Citizan ar	Dlago	of Organization				
4	Citizen oi	riace	of Organization				
	Delawai	re					
		5	Sole Voting Power				
			0				
	umber of	6	Shared Voting Power				
	Shares eneficially						
	wned by		3,965,963				
R	Each eporting	7	Sole Dispositive Power				
	Person		0				
	With	8	Shared Dispositive Power				
			2.047.042				
0	A	A	3,965,963 nt Beneficially Owned by Each Rep	native Demon			
9	Aggregate /	Amou	nt Beneficially Owned by Each Rep	orung Person			
	3,965,963						
10	Check if the	e Agg	regate Amount in Row (9) Excludes	Certain Shares			
	Not Applicable						
	Percent of Class Represented by Amount in Row 9						
	6.0%						
12	Type of Rep	portin	g Person				
	PN						
	1						

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ITEM 1. (a) Name of Issuer:

Union Bankshares Corporation (the "Issuer")

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

1051 East Cary Street, Suite 1200, Richmond, Virginia 23219

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.
Carlyle Financial Services, Ltd.
TCG Financial Services, L.P.
Carlyle Financial Services Harbor, L.P.

(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. and TCG Financial Services, L.P.. is c/o Walkers Corporate Limited, Cayman Corporate Center, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands. The address of 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:

Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C. and Carlyle Financial Services Harbor, L.P. are organized in the state of Delaware. Carlyle Holdings II L.P. is a Québec société en commandit. Each of the other Reporting Persons is organized under the laws of the Cayman Islands.

(d) Title of Class of Securities:

Common stock, \$1.33 par value per share ("Common Stock").

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(e) CUSIP Number:

90539J109

ITEM 3.

Not applicable.

ITEM 4. Ownership.

(a-c)

The ownership information presented below represents beneficial ownership of Common Shares of the Issuer as of January 1, 2018, based upon 65,670,388 shares of Common Stock outstanding as of January 5, 2018.

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.	3,965,963	6.0%	0	3,965,963	0	3,965,963
The Carlyle Group L.P.	3,965,963	6.0%	0	3,965,963	0	3,965,963
Carlyle Holdings II GP L.L.C.	3,965,963	6.0%	0	3,965,963	0	3,965,963
Carlyle Holdings II L.P.	3,965,963	6.0%	0	3,965,963	0	3,965,963
TC Group Cayman Investment Holdings, L.P.	3,965,963	6.0%	0	3,965,963	0	3,965,963
TC Group Cayman Investment Holdings Sub L.P.	3,965,963	6.0%	0	3,965,963	0	3,965,963
Carlyle Financial Services, Ltd.	3,965,963	6.0%	0	3,965,963	0	3,965,963
TCG Financial Services, L.P.	3,965,963	6.0%	0	3,965,963	0	3,965,963
Carlyle Financial Services Harbor, L.P.	3,965,963	6.0%	0	3,965,963	0	3,965,963

Carlyle Financial Services Harbor, L.P. is the record holder of the shares of Common Stock Reported herein.

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 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 Carlyle Financial Services, Ltd., which is the general partner of TCG Financial Services, L.P., which is the general partner of Carlyle Financial Services Harbor, L.P. By virtue of these relationships, each of the aforementioned entities may be deemed to share beneficial ownership of the shares of common stock owned by Carlyle Financial Services Harbor, L.P.

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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.

COSIT NO. 703373107 Schedule 130		CUSIP No. 90539J109	Schedule 13G	Page 13 of
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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: January 19, 2018

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

THE CARLYLE GROUP L.P.

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

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

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/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

CARLYLE HOLDINGS II L.P.

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.

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

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

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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/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

CARLYLE FINANCIAL SERVICES, LTD.

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Director

TCG FINANCIAL SERVICES, L.P.

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

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Director

CARLYLE FINANCIAL SERVICES HARBOR, L.P.

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

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Director

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LIST OF EXHIBITS

Exhibit

No. Description

99 Joint Filing Agreement.

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G 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 accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the Common Stock of Union Bankshares Corporation beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 19th day of January, 2018.

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

THE CARLYLE GROUP L.P.

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

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

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/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

CARLYLE HOLDINGS II L.P.

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.

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

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

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/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Chairman Emeritus

CARLYLE FINANCIAL SERVICES, LTD.

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello

Title: Director

TCG FINANCIAL SERVICES, L.P.

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

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello

Title: Director

CARLYLE FINANCIAL SERVICES HARBOR, L.P. By: TCG Financial Services, L.P., its general partner By: Carlyle Financial Services, Ltd., its general partner

By: /s/ Daniel D'Aniello
Name: Daniel D'Aniello
Title: Director