

CANTOR FITZGERALD, L. P.

Form 4

December 21, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CANTOR FITZGERALD, L. P.

2. Issuer Name **and** Ticker or Trading
Symbol
BGC Partners, Inc. [BGCP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

499 PARK AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2017

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share	12/13/2017		D	V 100 <u>(1)</u>	D <u>(1)</u> 0	I	See footnotes <u>(1)</u> <u>(2)</u>
Class A common stock, par value \$0.01 per share	12/13/2017		A	V 115,543,380 <u>(3)</u>	A <u>(3)</u> 115,543,380 <u>(3)</u>	I	See footnotes <u>(2)</u> <u>(3)</u>
Class B	12/13/2017		A	V 15,840,049	A <u>(3)</u> 15,840,049	I	See

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common
stock, par
value
\$0.01 per
share

(3) (3)

footnotes
(2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Newmark Holdings Exchangeable Limited Partnership Interests ⁽⁴⁾	<u>(4)</u>	12/13/2017		A <u>(4)</u>	V	23,801,347 <u>(4)</u>		<u>(4)</u>	<u>(4)</u>	Class A or Class B common stock, par value \$0.01 per share ⁽⁴⁾	23,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANTOR FITZGERALD, L. P. 499 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

/s/ Howard W. Lutnick, Chief Executive Officer and
President

12/21/2017

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The 100 shares of common stock of Newmark Group, Inc. ("Newmark") were acquired by BGC Partners, Inc. ("BGC") on November 22, 2016 in connection with the formation of Newmark. All such shares were disposed of on December 13, 2017 in a recapitalization in connection with the separation of the Newmark business from the remainder of the businesses held by BGC and its subsidiaries (the "Separation"). A majority of the voting power of BGC is held by Cantor Fitzgerald, L.P. ("CFLP") and its affiliates.

(2) CFLP disclaims beneficial ownership of all such securities in excess of its pecuniary interest, if any, and this report shall not be deemed an admission that CFLP is the beneficial owner of, or has pecuniary interest in, any such excess securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

(3) On December 13, 2017, BGC acquired from Newmark an aggregate of 115,543,830 shares of Class A common stock, par value \$0.01 per share ("Class A common stock"), of Newmark and 15,840,049 shares of Class B common stock, par value \$0.01 per share ("Class B common stock"), of Newmark in connection with the Separation. Shares of Class B common stock are convertible at any time on a one-for-one basis into shares of Class A common stock.

(4) On December 13, 2017, CFLP acquired from Newmark Holdings, L.P. ("Newmark Holdings") an aggregate of 23,801,347 exchangeable limited partnership interests in Newmark Holdings (the "Interests") in connection with the Separation. The exchange rights with respect to the Interests are exercisable at any time for shares of Class B common stock (or, at CFLP's option, shares of Class A common stock) on a one-for-one basis (subject to adjustment).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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