

BGC Partners, Inc.
Form 4
July 23, 2014

FORM 4

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

OMB APPROVAL

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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

(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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2014

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

NEW YORK, NY 10022

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

(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 Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share ⁽¹⁾	07/21/2014		D	1,857,743 ⁽¹⁾	\$ 7.74 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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**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 Underlying (Instr. 3 and 4)
BGC Holdings Exchangeable Limited Partnership Interests ⁽¹⁾	(4)	07/21/2014		A ⁽¹⁾	3,142,257 <u>(1) (5)</u>	(4) (4)	Class A or Class B Common Stock, par value \$0.01 per share ⁽⁴⁾
BGC Holdings Exchangeable Limited Partnership Interests ⁽¹⁾	(4)	07/21/2014		D ⁽¹⁾	3,142,257 <u>(1)</u>	(4) (4)	Class A or Class B Common Stock, par value \$0.01 per share ⁽⁴⁾

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, Chairman, Chief Executive Officer and President for Cantor Fitzgerald, L.P.

07/23/2014

__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) On July 21, 2014, Cantor Fitzgerald, L.P. ("CFLP") purchased from BGC Holdings, L.P. ("BGC Holdings") an aggregate of 3,142,257 exchangeable limited partnership interests in BGC Holdings (the "Interests") in a transaction exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in accordance with the Agreement of Limited Partnership of BGC Holdings, as amended and restated as of March 31, 2008 (as further amended from time to time, the "BGC Holdings Agreement"). On July 21, 2014, all 3,142,357 Interests as well as 1,857,743 shares of Class A common stock, par value \$0.01 per share (the "Class A

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Common Stock"), of BGC Partners, Inc. ("BGC Partners") were sold by CFLP to BGC Partners in transactions exempt pursuant to Rule 16b-3 under the Exchange Act at a price equal to the closing price per share of the Class A Common Stock on the date of the sales.

- (2) Does not include an aggregate of 1,458,378 shares of Class A Common Stock acquired by CFLP upon exercise of exchange rights with respect to 1,458,378 Interests, because such aggregate 1,458,378 shares of Class A Common Stock were assumed in previous reports to have been distributed in connection with CFLP's deferred stock distribution obligations.

- (3) As of the date of this report, an aggregate of 16,337,879 shares of Class A Common Stock remain subject to CFLP's deferred stock distribution obligations, consisting of (i) shares subject to deferred stock distribution obligations provided to certain current and former partners of CFLP on April 1, 2008 (14,533,395 remaining shares) and (ii) shares subject to deferred stock distribution obligations provided to partners of CFLP on February 14, 2012 (1,804,484 remaining shares).

- (4) The exchange rights with respect to the Interests are exercisable at any time for shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock"), of BGC Partners (or, at CFLP's option or if there are no additional authorized but unissued shares of Class B Common Stock, shares of Class A Common Stock) on a one-for-one basis (subject to adjustment). The shares of Class B Common Stock are convertible at any time on a one-for-one basis (subject to adjustment) into shares of Class A Common Stock.

- (5) Includes 1,371,058 Interests purchased from BGC Holdings as a result of the redemption of 1,371,058 former employee partners non-exchangeable founding partner units, and 1,771,199 Interests purchased from BGC Holdings pursuant to the Sixth Amendment to the BGC Holdings Agreement as result of the redemption of 1,771,199 non-exchangeable founding partner units, at an aggregate net purchase price of \$10,605,549.

- (6) Does not include exchange rights with respect to an aggregate of 13,021,758 Interests assumed in previous reports to have been exercised for shares of Class A Common Stock plus an additional 1,857,743 Interests to be exercised for shares of Class A Common Stock (for an aggregate of 14,879,501 Interests) to satisfy CFLP's deferred share distribution obligations pursuant to rights provided to certain current and former partners of CFLP on April 1, 2008 and February 14, 2012.

- (7) As of the date of this report, the aggregate 16,337,879 remaining shares of Class A Common Stock subject to CFLP's deferred share distribution obligations are assumed to be funded with (i) 1,458,378 shares of Class A Common Stock acquired by CFLP upon the previous exercise of exchange rights with respect to 1,458,378 Interests, and (ii) the future exercise of exchange rights with respect to 14,879,501 Interests for 14,879,501 shares of Class A Common Stock. As of the date of this report, CFLP held an aggregate of 48,782,933 Interests.

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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