

CF GROUP MANAGEMENT INC
 Form 4
 March 18, 2010

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 *
 CF GROUP MANAGEMENT INC

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)
 03/16/2010

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.01 per share					2,439,009	D	
Class A Common Stock, par value \$0.01 per share	03/10/2010		G ⁽¹⁾	V	200,000	D	\$ 0
					358,977	I	⁽²⁾
							See footnote ⁽³⁾

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

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(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 Underlying (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
BGC Holdings 8.75% Convertible Senior Notes Due 2015 ⁽⁴⁾ ⁽⁵⁾ ₍₆₎	\$ 7.01 ⁽⁴⁾ ₍₅₎ ₍₆₎ ₍₇₎	03/16/2010		<u>A⁽⁴⁾(5)(6)</u>		\$ 150,000,000 ₍₄₎ ₍₅₎ ₍₆₎		<u>(5)(6)</u>	04/15/2015 ⁽⁴⁾	Common Stock ₍₅₎ ₍₆₎

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CF GROUP MANAGEMENT INC 499 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

/s/ Howard W. Lutnick
Date: 03/18/2010
**Signature of Reporting Person

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) Represents a gift of 200,000 shares of BGC Partners, Inc. (the "Company") Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), by Cantor Fitzgerald L.P. ("CFLP") to a charitable organization.
- (2) Represents the number of shares of Class A Common Stock beneficially owned by CLFP after the gift by CLFP of the 200,000 shares of Class A Common Stock to the charitable organization on March 10, 2010. In addition, on March 10, 2010, 133,580 shares of Class A Common Stock were distributed by CFLP to a current partner of CFLP to satisfy certain of CFLP's deferred stock distribution obligations provided to such partner on April 1, 2008. As of the date of this report, the aggregate number of remaining shares of Class A Common Stock subject to deferred stock distribution obligations that CFLP is required to distribute to current and former CFLP partners is

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22,847,952.

- (3) CF Group Management, Inc. ("CFGM") is the Managing General Partner of CFLP. CFGM 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 CFGM 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.

- (4) On March 16, 2010, CFLP executed a subscription agreement (the "Subscription Agreement") pursuant to which it agreed to purchase from BGC Holdings, L.P. ("BGC Holdings"), a majority-owned subsidiary of the Company, up to \$150 million aggregate principal amount of 8.75% Convertible Senior Notes due 2015 issued by BGC Holdings (the "Holdings Notes"). BGC Holdings will lend the proceeds of the Holdings Notes to the Company in exchange for like convertible notes issued by the Company (the "Company Notes"). Pursuant to the Subscription Agreement, Howard W. Lutnick and/or his related designees may purchase up to \$25 million aggregate principal amount of the Holdings Notes from BGC Holdings. The purchase of the Holdings Notes is expected to close on or about April 1, 2010. The Holdings Notes and the Company Notes will mature on April 15, 2015, unless earlier repurchased or converted.

- Pursuant to their terms, the Holdings Notes and the Company Notes are convertible as follows: (i) the Holdings Notes are convertible into either (A) a like principal amount of Company Notes, or (B) an aggregate of 21,398,003 BGC Holdings exchangeable limited partnership interests at a conversion rate of 142.6534 interests per \$1,000 principal amount of Holdings Notes, equivalent to a conversion price of
- (5) \$7.01 per interest (such limited partnership interests are themselves exchangeable for a like number of shares of Class A Common Stock, subject to adjustment), and (ii) the Company Notes are convertible into an aggregate of 21,398,003 shares of Class A Common Stock at a conversion rate of 142.6534 shares of Class A Common Stock per \$1,000 principal amount of Company Notes, equivalent to a conversion price of \$7.01 per share. (Continued in footnote 6)
- (6) The Holdings Notes and the Company Notes are convertible at any time until the close of business on the second trading day of the Class A Common Stock immediately preceding the maturity date.

- The conversion price of the Holdings Notes into BGC Holdings exchangeable limited partnership interests and the conversion price of the Company Notes into shares of Class A Common Stock are subject to customary adjustments upon certain corporate events, including payment of dividends and stock splits on the Class A Common Stock, but will not be adjusted for accrued and unpaid interest to the conversion date.
- (7)

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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