BGC Partners, Inc. Form 4 June 09, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LUTNICK HOWARD W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Last)

(Middle)

BGC Partners, Inc. [BGCP] 3. Date of Earliest Transaction

_X__ Director

X 10% Owner

C/O BGC PARTNERS, INC., 499

PARK AVENUE

Security

(Instr. 3)

(Month/Day/Year)

06/05/2015

X_ Officer (give title Other (specify below)

Chairman and CEO

(Street)

(Month/Day/Year)

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

(Instr. 8)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10022

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

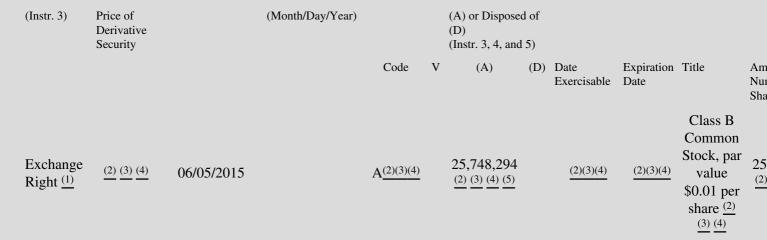
(Month/Day/Year)

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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 3. Transaction Date 3A. Deemed 4. Transaction 5. Number of 6. Date Exercisable and 7. Title and Amou Derivative Conversion (Month/Day/Year) Execution Date, if Code Derivative **Expiration Date** Underlying Secur Security or Exercise (Instr. 8) Securities Acquired (Month/Day/Year) (Instr. 3 and 4) any

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUTNICK HOWARD W C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022	X	X	Chairman and CEO	

Signatures

/s/ Howard W.
Lutnick

**Signature of Reporting Person

O6/09/2015

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) Right to Acquire Class B Common Stock, par value \$0.01 per share, upon the exchange of Class A Common Stock, par value \$0.01 per share.
- On June 5, 2015, BGC Partners, Inc. (the "Company") entered into an exchange agreement with Cantor Fitzgerald L.P. ("CFLP") providing CFLP and its managing general partner, CF Group Management, Inc. ("CFGM"), and other Cantor affiliates entitled to hold the Company's Class B Common Stock, par value 0.01 per share (the "Class B Stock"), under the Company's Amended and Restated Certificate of Incorporation (collectively, "Cantor"), the right to exchange from time to time, on a one-to-one basis, subject to adjustment, up to an aggregate of 34,649,693 shares of the Company's Class A Common Stock, par value \$0.01 per share (the "Class A Stock"), now owned or subsequently acquired by Cantor for up to an aggregate of 34,649,693 shares of Class B Stock. (continued in footnote 3)
 - Such shares of Class B Stock, which currently can be acquired by Cantor upon the exchange of exchangeable limited partnership units owned by Cantor in the Company's subsidiary, BGC Holdings, L.P. ("BGC Holdings"), are already included in the Company's fully diluted share count and will not increase Cantor's maximum potential voting power in the common equity of the Company. Under the
- (3) diluted share count and will not increase Cantor's maximum potential voting power in the common equity of the Company. Under the exchange agreement, CFLP and CFGM currently have the right to exchange the aggregate 25,748,294 shares of Class A Stock currently owned by them for the same number of shares of Class B Stock, up to the limit of the then-remaining authorized but issued shares of Class B Stock. (continued in footnote 4)
- (4) The Company and Cantor have agreed in the exchange agreement that any shares of Class B Stock issued to Cantor in connection with the exchange agreement would be deducted from the aggregate number of shares of Class B Stock that may be issued to Cantor upon exchange of its exchangeable limited partnership units in BGC Holdings so that no more than the currently authorized but unissued 34,649,693 shares of Class B Stock could be issued in the aggregate to Cantor in exchange for Class A Stock or exchangeable limited

Reporting Owners 2

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partnership units. Shares of Class B Stock are convertible on a one-to-one basis, subject to adjustment, for shares of Class A Stock.

(5) CFGM is the managing general partner of CFLP, and the reporting person is the Chief Executive Officer and sole stockholder of CFGM. The reporting person disclaims beneficial ownership of all such securities in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that he 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.