

BGC Partners, Inc.
 Form 4
 December 04, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
LUTNICK HOWARD W

(Last) (First) (Middle)

**C/O BGC PARTNERS, INC., 499
 PARK AVENUE**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
11/04/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman and CEO

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

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
BGC Holdings Exchangeable Limited Partnership Interests ⁽¹⁾	<u>(2)</u>	11/04/2015	A	<u>(1)</u> 1,775,481 <u>(3)</u>					<u>(2)</u>	<u>(2)</u>	Class A or Class B Common Stock, par value \$0.01 per share <u>(2)</u>	1,775,481

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

12/04/2015

 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 November 4, 2015, Cantor Fitzgerald, L.P. ("CFLP") purchased from BGC Holdings, L.P. ("BGC Holdings") an aggregate of 1,775,481 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, 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").

(2) The exchange rights with respect to the Interests are exercisable at any time for shares of 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.

(3) Includes 588,356 Interests purchased from BGC Holdings as a result of the redemption of 588,356 non-exchangeable founding partner units, and 1,221,285 Interests purchased from BGC Holdings pursuant to the Sixth Amendment to the BGC Holdings Agreement as result of the exchange of 1,221,285 non-exchangeable founding partner units, at an aggregate net purchase price of \$6,572,742.

(4) As of the date of this report, an aggregate of 15,860,838 shares of Class A Common Stock remain subject to CFLP's deferred stock distribution obligations, consisting of (i) 14,064,735 shares subject to April 2008 deferred stock distribution obligations and (ii) 1,796,103 shares subject to deferred stock distribution obligations provided to partners of CFLP on February 14, 2012.

(5) Does not include exchange rights with respect to an aggregate of 15,860,838 Interests assumed to have been exercised for shares of Class A Common Stock to satisfy CFLP's deferred stock distribution obligations pursuant to rights provided to certain current and former

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partners of CFLP on April 1, 2008 and February 14, 2012.

(6) As of the date of this report, CFLP held an aggregate of 50,558,414 Interests.

(7) Cantor Fitzgerald Group Management, Inc. ("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.

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