BGC Partners, Inc. Form 4 April 16, 2015

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

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

(First) (Middle)

499 PARK AVENUE

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

BGC Partners, Inc. [BGCP]

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

04/13/2015

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Following

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

## NEW YORK, NY 10022

(Zip)

(City)	(State)	(Zip) Ta	ble I - Non-l	Derivative Securities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transactio	or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficia
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownershi

Amount

Reported (A) Transaction(s) or (Instr. 3 and 4) (D) Price

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially

D

Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (Instr. 4)

Class A Common

\$0.01 per share

Stock, par value

04/13/2015

24,042,599 Α (1)

Code V

(1)

24,042,599 (1)(2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

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

### **Signatures**

/s/ Howard W. Lutnick, Chairman, Chief Executive Officer and President, Cantor Fitzgerald, L.P.

04/16/2015

\*\*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).
- Acquired in connection with the conversion by Cantor Fitzgerald, L.P. ("CFLP") of \$150,000,000 Senior Convertible Notes due 2015 (as (1) adjusted for certain cash dividends paid by BGC Partners, Inc.). The issuance of these shares will have no impact on BGC Partners, Inc.'s fully diluted share count for distributable earnings because the issued shares were already included in the total.
- Does not include an aggregate of 1,281,970 shares of Class A Common Stock acquired by CFLP upon exercise of exchange rights with (2) respect to 1,281,970 exchangeable limited partnership obligations, because such aggregate 1,281,970 shares of Class A Common Stock were assumed in previous reports to have been distributed in connection with CFLP's deferred stock distribution obligations.

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.

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