

CF GROUP MANAGEMENT INC
 Form 5
 February 14, 2013

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 CF GROUP MANAGEMENT INC

(Last) (First) (Middle)

499 PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share				(A) Amount (D) Price	2,599,684	D	
Class A Common Stock, par value \$0.01 per share	03/09/2012		G ⁽¹⁾	75,000 <u>(1)</u>	\$ 0	I	See Footnote <u>(5)</u>

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Other
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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, Chief Executive Officer
Date: 02/14/2013

**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) Represents a gift of 75,000 shares of BGC Partners, Inc. Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), by Cantor Fitzgerald, L.P. ("CFLP") to a charitable organization.
- (2) Does not include an aggregate of 4,060,247 shares of Class A Common Stock acquired by CFLP upon exercise of exchange rights with respect to 4,060,247 BGC Holdings, L.P. Exchangeable Limited Partnership Interests ("Interests"), because such aggregate 4,060,247 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 December 31, 2012, an aggregate of 17,139,076 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 (15,256,461 remaining shares) and (ii) shares subject to deferred stock distribution obligations provided to partners of CFLP on February 14, 2012 (1,882,615 remaining shares).
- (4) The aggregate number of remaining shares of Class A Common Stock subject to CFLP's deferred stock distribution obligations (17,139,076 shares) were assumed in prior filings to be funded with (i) 4,142,751 shares of Class A Common Stock previously acquired

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by CFLP upon exercise of exchange rights with respect to 4,142,751 Interests, and (ii) the future exercise of exchange rights with respect to 12,996,325 Interests for 12,996,325 shares of Class A Common Stock. However, since the 75,000 shares of Class A Common Stock gifted on March 9, 2012 were derived from the exchange of Interests, CFLP will need to exchange 75,000 more Interests for 75,000 shares of Class A Common Stock than previously reported to satisfy all of its 17,139,076 remaining deferred stock distribution obligations.

(5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.