

BGC Partners, Inc.  
Form 8-K  
December 21, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 17, 2012

**BGC Partners, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-28191, 1-35591**  
(Commission  
File Numbers)

**13-4063515**  
(IRS Employer  
Identification No.)

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499 Park Avenue, New York, NY 10022

(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 610-2200

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

Information required by this Item 1.01 is set forth under Item 8.01 below and is hereby incorporated by reference in response to this Item.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The annual meeting of stockholders of BGC Partners, Inc. (the Company) was held on December 17, 2012. The following matter was voted on at the annual meeting:

The stockholders elected all of the Board of Directors nominees for election as directors. The results of the vote were as follows:

| Directors          | For         | Withheld   | Broker Non-Votes |
|--------------------|-------------|------------|------------------|
| Howard W. Lutnick  | 383,476,912 | 14,937,097 | 66,243,579       |
| John H. Dalton     | 383,424,029 | 14,989,980 | 66,243,579       |
| Stephen T. Curwood | 383,423,664 | 14,990,345 | 66,243,579       |
| Barry R. Sloane    | 379,217,458 | 19,196,551 | 66,243,579       |
| Albert M. Weis     | 379,905,503 | 18,508,506 | 66,243,579       |

**ITEM 8.01. OTHER EVENTS**

On December 17, 2012, BGC GP, LLC, a subsidiary of the Company and the General Partner of the Company's majority-owned subsidiary, BGC Holdings, L.P. (the Partnership), and Cantor Fitzgerald, L.P., the Majority in Interest Exchangeable Limited Partner of the Partnership, entered into the Eighth Amendment to the Agreement of Limited Partnership of the Partnership (the Partnership Agreement), as amended and restated as of March 31, 2008, effective as of December 17, 2012 (the Amendment). The Amendment was entered into principally to create a new class of Partnership units in order to provide flexibility to the Company and the Partnership in using units in connection with restructuring and compensation or similar arrangements with respect to the Company's U.K. operations.

The new class of units in the Partnership, designated LPUs, shall be considered Working Partner Units and are identical in all respects to PSUs for all purposes under the Partnership Agreement, except that LPUs shall be available for issuance only to members of a certain U.K. limited liability partnership. The Company's U.K.-based executive officers are expected to become members of the U.K. limited liability partnership and receive LPUs as a portion of their executive compensation.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

The Amendment was approved by the Audit Committee of the Board of Directors of the Company and by the full Board.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 10.1       | BGC Holdings, L.P. Eighth Amendment to Agreement of Limited Partnership, as amended and restated as of March 31, 2008, effective as of December 17, 2012. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

BGC Partners, Inc.

Date: December 21, 2012

By: /S/ HOWARD W. LUTNICK  
Name: **Howard W. Lutnick**  
Title: **Chairman and Chief Executive Officer**

**Exhibit Index**

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