BGC Partners, Inc. Form 4 June 09, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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).

(Last)

(City)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

BGC Partners, Inc. [BGCP]

3. Date of Earliest Transaction

(Print or Type Responses)

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

(First) (Middle)

499 PARK AVENUE

(Street)

(State)

06/05/2015

4. If Amendment, Date Original

(Month/Day/Year)

Symbol

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

7. Nature of

Ownership

(Instr. 4)

Indirect

Applicable Line) _X_ 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

NEW YORK, NY 10022

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5) (A)

or

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

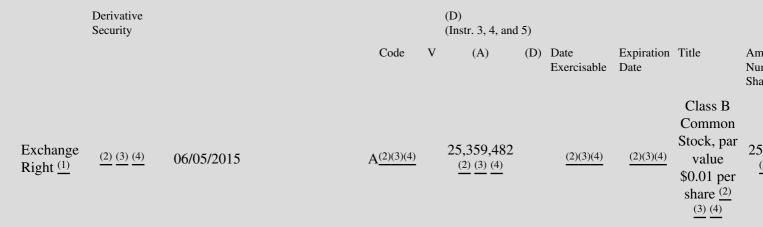
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 3. Transaction Date 3A. Deemed 5. Number of 7. Title and Amou 4. Transaction 6. Date Exercisable and 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) (Month/Day/Year) (Instr. 3) Price of (A) or Disposed of

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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.

06/09/2015

**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) 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 CFLP upon the exchange of exchangeable limited partnership units owned by CFLP 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 CFLP's maximum potential voting power in the common equity of the Company. Under the
- (3) exchange agreement, CFLP currently has the right to exchange the 25,359,482 shares of Class A Stock currently owned by it (including the 24,042,599 shares of Class A Stock received by CFLP on April 13, 2015 upon the exchange of convertible notes) 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)
 - 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
- (4) 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 partnership units. Shares of Class B Stock are convertible on a one-to-one basis, subject to adjustment, for shares of Class A Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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