

BGC Partners, Inc.
Form 4
April 16, 2015

FORM 4

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

OMB APPROVAL

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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)
04/13/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.01 per share	04/13/2015		A		24,042,599 <u>(1)</u>	A	<u>(1)</u>
Class A Common Stock, par value \$0.01 per share					36,314,311 <u>(1) (2) (3) (4)</u> <u>(5) (6) (7)</u>	I	See footnote <u>(5)</u>
					9,209,078	D	

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

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(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 (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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Title	Amount or Number of Shares

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 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 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.
- (1) The 36,314,311 shares of Class A Common Stock consist of (i) 388,812 shares held by CF Group Management, Inc. ("CFGM"), (ii) 2,210,872 shares represented by deferred stock distributions receivable by CFGM (consisting of 2,050,197 shares subject to deferred stock distribution obligations provided to certain current and former partners of CFLP on April 1, 2008 (the "April 2008 deferred stock distribution obligations") and 160,675 shares subject to deferred stock distribution obligations provided to partners of CFLP on February

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14, 2012 (the "February 2012 deferred stock distribution obligations"), continued in footnote 3

- (iii) 5,315,560 shares of Class A common stock held in various trust, retirement and custodial accounts ((A) 4,268,455 shares held in the reporting person's personal asset trust, of which the reporting person is sole trustee, (B) 246,931 shares held by a trust (the "Trust") for the benefit of the descendants of the reporting person and his immediate family, of which the reporting person's spouse is one of two trustees and the reporting person has limited powers to remove and replace such trustees, (C) 147,359 shares held in a Keogh retirement account for the reporting person, (D) 609,478 shares held by trust accounts for the benefit of the reporting person and members of his immediate family, (E) 29,635 shares held in other retirement accounts, and (F) 13,702 shares held in custodial accounts for the benefit of certain members of the reporting person's family under the Uniform Gifts to Minors Act), (continue to footnote 4)
- (iv) 1,610,182 shares represented by April 2008 deferred stock distribution obligations receivable by the Trust, (v) 26,052 shares represented by deferred stock distributions receivable by the reporting person's spouse (consisting of 23,780 shares subject to April 2008 deferred stock distribution obligations and 2,272 shares subject to February 2012 deferred stock distribution obligations), (continued in footnote 5)
- (vi) 2,335,967 shares represented by deferred stock distributions receivable by KBCR Management Partners, LLC ("KBCR") (consisting of 2,048,000 shares subject to April 2008 deferred stock distribution obligations and 287,967 shares subject to February 2012 deferred stock distribution obligations, and (vii) 384,267 shares held in the reporting person's 401(k) account as of March 31, 2015

- Does not include an aggregate of 1,316,883 shares of Class A Common Stock acquired by CFLP upon exercise of exchange rights with respect to 1,316,883 exchangeable limited partnership interests in BGC Holdings, L.P., because such aggregate 1,316,883 shares of Class A Common Stock were assumed in previous reports to have been distributed in connection with CFLP's deferred stock distribution obligations.

- CFGM is the Managing General Partner of CFLP, and the reporting person is the Chief Executive Officer and sole stockholder of CFGM. KBCR is a non-managing General Partner of CFLP, and the reporting person is the managing member of KBCR. The reporting person disclaims beneficial ownership of all shares held by CFLP, CFGM and KBCR 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 shares for purposes of Section 16 of the Exchange Act 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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