

BGC Partners, Inc.
Form 4
July 23, 2014

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)
07/21/2014

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.01 per share ⁽¹⁾	07/21/2014		D		1,857,743 ⁽¹⁾	D	\$ 7.74 ⁽¹⁾
Class A Common Stock, par value \$0.01 per share							12,235,154 ^{(1) (2) (3) (4) (5)}
							9,209,078 ^{(6) (7)}
						I	See footnote ⁽⁸⁾

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) On July 21, 2014, Cantor Fitzgerald, L.P. ("CFLP") purchased from BGC Holdings, L.P. ("BGC Holdings") an aggregate of 3,142,257 exchangeable limited partnership interests in BGC Holdings (the "Interests") in a transaction exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in accordance with the Agreement of Limited Partnership of BGC Holdings, as amended and restated as of March 31, 2008 (as further amended from time to time, the "BGC Holdings Agreement"). On July 21, 2014, all 3,142,357 Interests as well as 1,857,743 shares of Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), of BGC Partners, Inc. ("BGC Partners") were sold by CFLP to BGC Partners in transactions exempt pursuant to Rule 16b-3 under the Exchange Act at a price equal to the closing price per share of the Class A Common Stock on the date of the sales.

(2) The 12,235,154 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 14, 2012 (the "February 2012 deferred stock distribution obligations"), continued in footnote 3

(3) (iii) 5,294,005 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) 236,649 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) 141,223 shares held in a Keogh retirement account for the reporting person, (D) 606,192 shares held by trust accounts for the benefit of the reporting person and members of his immediate family, (E) 28,398 shares held in other retirement accounts, and (F) 13,088 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)

(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)

(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) 369,264 shares held in the reporting person's 401(k) account as of June 30, 2014.

(6) Does not include an aggregate of 1,458,378 shares of Class A Common Stock acquired by CFLP upon exercise of exchange rights with respect to 1,458,378 Interests, because such aggregate 1,458,378 shares of Class A Common Stock were assumed in previous reports to have been distributed in connection with CFLP's deferred stock distribution obligations.

(7) As of the date of this report, an aggregate of 16,337,879 shares of Class A Common Stock remain subject to CFLP's deferred stock distribution obligations, consisting of (i) shares subject to April 2008 deferred stock distribution obligations (14,533,395 remaining shares) and (ii) shares subject to February 2012 deferred stock distribution obligations (1,804,484 remaining shares).

(8) 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.

(9) The exchange rights with respect to the Interests are exercisable at any time for shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock"), of BGC Partners (or, at CFLP's option or if there are no additional authorized but unissued shares of Class B Common Stock, shares of Class A Common Stock) on a one-for-one basis (subject to adjustment). The shares of Class B Common Stock are convertible at any time on a one-for-one basis (subject to adjustment) into shares of Class A Common Stock.

(10) Includes 1,371,058 Interests purchased from BGC Holdings as a result of the redemption of 1,371,058 former employee partners non-exchangeable founding partner units, and 1,771,199 Interests purchased from BGC Holdings pursuant to the Sixth Amendment to the BGC Holdings Agreement as result of the redemption of 1,771,199 non-exchangeable founding partner units, at an aggregate net purchase price of \$10,605,549.

(11) Does not include exchange rights with respect to an aggregate of 13,021,758 Interests assumed in previous reports to have been exercised for shares of Class A Common Stock plus an additional 1,857,743 Interests exercised for shares of Class A Common Stock (for an aggregate of 14,879,501 Interests) to satisfy CFLP's April 2008 deferred stock distribution obligations and February 2012 deferred stock distribution obligations.

(12)

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As of the date of this report, the aggregate 16,337,879 remaining shares of Class A Common Stock subject to CFLP's deferred share distribution obligations are assumed to be funded with (i) 1,458,378 shares of Class A Common Stock acquired by CFLP upon the previous exercise of exchange rights with respect to 1,458,378 Interests, and (ii) the future exercise of exchange rights with respect to 14,879,501 Interests for 14,879,501 shares of Class A Common Stock. As of the date of this report, CFLP held an aggregate of 48,782,933 Interests.

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.