

BGC Partners, Inc.
Form 4
February 25, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2016

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)
Class A Common Stock, par value \$0.01 per share				(A) or (D) Price	10,394,613 (1)	D	
Class A Common Stock, par value \$0.01 per share	02/11/2016		G(2)	V 58,617 (2) D \$ 0	35,049,308 (5) (6) (7) (8) (9) (10)	I	See footnotes (5) (6) (7) (8) (9) (10)

Class A Common Stock, par value \$0.01 per share	02/23/2016	D ⁽³⁾	5,000,000 <u>(3)</u>	D	\$ 8.72	30,049,308 <u>(5) (6) (7) (8)</u> <u>(9) (10)</u>	I	See footnotes <u>(5) (6) (7) (8)</u> <u>(9) (10)</u>
Class A Common Stock, par value \$0.01 per share	02/23/2016	G ⁽⁴⁾ V	970,639 <u>(4)</u>	D	\$ 0	29,078,669 <u>(5) (6) (7) (8)</u> <u>(9) (10)</u>	I	See footnotes <u>(5) (6) (7) (8)</u> <u>(9) (10)</u>

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUTNICK HOWARD W	X	X	Chairman and CEO	

Signatures

/s/ Howard W.
Lutnick

02/25/2016

**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) The 10,394,613 shares of Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), of BGC Partners, Inc. (the "Company") consist of (i) 1,420,892 shares held by the reporting person, and (ii) 8,973,721 shares represented by deferred stock receivable by the reporting person (consisting of 7,742,325 shares receivable pursuant to deferred stock distribution rights provided to certain current and former partners of CFLP on April 1, 2008 ("April 2008 distribution rights shares") and 1,231,396 shares receivable pursuant to deferred stock distribution rights provided to partners of CFLP on February 14, 2012 ("February 2012 distribution rights shares")).
- (2) Represents a gift of 58,617 shares of Class A Common Stock by the reporting person's personal asset trust to a charitable organization.
- (3) On February 23, 2016, Cantor Fitzgerald, L.P. ("CFLP") sold 5,000,000 shares of Class A Common Stock to the Company in a transaction exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), at a price equal to the closing price of the Class A Common Stock on the date of such sale. The transaction was included in the Company's stock repurchase authorization and was approved by the Audit Committee of the Board of Directors.
- (4) Represents a gift of 970,369 shares of Class A Common Stock by CFLP to a charitable organization. These shares were repurchased on the same date by the Company as part of its stock repurchase program.
- (5) After giving effect to the transactions reported above, the reporting person's indirect pecuniary interest in 29,078,669 shares of Class A Common Stock consists of (i) 16,521,272 shares held by CFLP after the sale of the 5,000,000 shares referred to in footnote 3 and the gift of 970,639 shares referred to in footnote 4, (ii) 504,255 shares held by CFGM, (iii) 2,050,197 April 2008 distribution rights shares and 160,675 February 2012 distribution rights shares receivable by CFGM (continued in footnote 6);
- (6) (iv) 5,256,943 shares held in various trust, retirement and custodial accounts of the reporting person (consisting of (A) 4,219,326 shares held in a personal asset trust, of which the reporting person is the sole trustee, after the gift of the 58,617 shares referred to in footnote 2, (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) 149,561 shares held in a Keogh retirement account for the reporting person, (D) 781,161 shares held by trust accounts for the benefit of the reporting person and members of the 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) (continued in footnote 7);
- (7) CFGM is the Managing General Partner of CFLP, and the reporting person is the President and 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 is the managing member of LFA. The reporting person disclaims beneficial ownership of all shares held by CFLP, CFGM, KBCR and LFA in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that he is he beneficial owner of, or has pecuniary interest in, any such excess shares for the purposes of Section 16 of the Exchange Act or for any other purpose.
- (8) (viii) 206,902 shares held by KBCR (continued in footnote 9);
- (9) (ix) 2,335,967 shares represented by distribution rights shares receivable by KBCR (consisting of 2,048,000 April 2008 distribution rights shares and 287,967 February 2012 distribution rights shares, and (x) 404,275 shares held in the reporting person's 401(k) account as of January 31, 2016.
- (10) CFGM is the Managing General Partner of CFLP, and the reporting person is the President and 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 is the managing member of LFA. The reporting person disclaims beneficial ownership of all shares held by CFLP, CFGM, KBCR and LFA in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that he is he beneficial owner of, or has pecuniary interest in, any such excess shares for the 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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