

BGC Partners, Inc.
 Form 4
 June 09, 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 *
 CANTOR FITZGERALD, L. P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 499 PARK AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/05/2015

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

NEW YORK, NY 10022
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security	Code	V	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Class B Common Stock, par value \$0.01 per share	Am Nur Sha
			(A)	(D)					
Exchange Right ⁽¹⁾			<u>(2)</u> <u>(3)</u> <u>(4)</u>	A <u>(2)</u> <u>(3)</u> <u>(4)</u>	06/05/2015			25,359,482 <u>(2)</u> <u>(3)</u> <u>(4)</u>	
								<u>(2)</u> <u>(3)</u> <u>(4)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANTOR FITZGERALD, L. P. 499 PARK AVENUE NEW YORK, NY 10022	X	X		

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)
- (2) 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 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)
- (3) 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 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.

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