

CF GROUP MANAGEMENT INC
 Form 4
 November 27, 2018

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 *
 CF GROUP MANAGEMENT INC

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)
 11/23/2018

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

NEW YORK, NY 10022

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

(City) (State) (Zip)

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	11/23/2018		C(1)		10,323,366 (1)	D	(1) 0	See footnote (3)
Class B Common Stock, par value \$0.01 per share	11/23/2018		C(1)		10,323,366 (1)	A	(1) 45,122,728	See footnote (3)

Class A Common Stock, par value \$0.01 per share	11/23/2018	C ⁽²⁾	712,907 ⁽²⁾	D	Ⓛ	2,210,872	D
Class B Common Stock, par value \$0.01 per share	11/23/2018	C ⁽²⁾	712,907 ⁽²⁾	A	Ⓛ	761,652	D

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
CF GROUP MANAGEMENT INC 499 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

/s/ Howard W. Lutnick, President and Chief Executive Officer, CF Group Management, Inc.

11/26/2018

__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).

Pursuant to the Exchange Agreement, dated as of June 5, 2015, by and among BGC Partners, Inc. ("BGC"), Cantor Fitzgerald, L.P. ("CFLP"), CF Group Management, Inc. ("CFGM") and the other parties thereto (the "Exchange Agreement"), on November 23, 2018, CFLP exchanged 10,323,366 shares of Class A common stock, par value \$0.01 per share ("Class A common stock"), of BGC, on a

- (1) one-for-one basis, for 10,323,366 shares of Class B common stock, par value \$0.01 per share ("Class B common stock"), of BGC, in a transaction exempt pursuant to Rule 16b-3 and Rule 16b-6(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Shares of Class B common stock are convertible at any time on a one-for-one basis into shares of Class A common stock. This transaction does not impact the fully diluted share count of BGC.

- (2) Pursuant to the Exchange Agreement, on November 23, 2018, CFGM exchanged 712,907 shares of Class A common stock, on a one-for-one basis, for 712,907 shares of Class B common stock, in a transaction exempt pursuant to Rule 16b-3 and Rule 16b-6(b) under the Exchange Act. Shares of Class B common stock are convertible at any time on a one-for-one basis into shares of Class A common stock. This transaction does not impact the fully diluted share count of BGC.

- (3) CFGM is the Managing General Partner of CFLP. CFGM disclaims beneficial ownership of all shares held by CFLP in excess of its pecuniary interest, if any, and this report shall not be deemed an admission that CFGM 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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