BGC Partners, Inc. Form 4 March 08, 2018

FORM 4

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

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person *

BGC Partners, Inc.

(Last)

(First) (Middle)

499 PARK AVENUE

NEW YORK, NY 10022

(Street)

[NMRK] 3. Date of Earliest Transaction

NEWMARK GROUP, INC.

(Month/Day/Year) 03/06/2018

Symbol

Filed(Month/Day/Year)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Ownership

Form: Direct

(D) or Indirect Beneficial

7. Nature of

Ownership

(Instr. 4)

Indirect

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

Following Reported Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

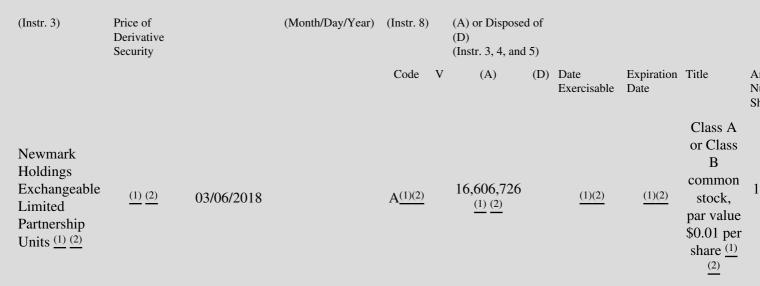
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Am Derivative Conversion Transaction Derivative Underlying Sec (Month/Day/Year) Execution Date, if **Expiration Date** (Instr. 3 and 4) Security or Exercise Code Securities Acquired (Month/Day/Year) any

Edgar Filing: BGC Partners, Inc. - Form 4



Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BGC Partners, Inc. 499 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

/s/ Howard W. Lutnick, Chairman and Chief Executive Officer, BGC Partners, Inc.

03/08/2018

**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).
 - 1. As previously disclosed, on March 6, 2018, BGC Partners, Inc. ("BGC"), including through its subsidiary, BGC Partners, L.P. ("BGC OpCo") entered into an agreement to purchase an aggregate of 16,606,726 newly issued exchangeable limited partnership units (the "Units") of Newmark Holdings, L.P. ("Newmark Holdings") for approximately \$242.0 million (the "Investment"). In the Investment,
- (1) BGC acquired 7,750,487 Units and BGC OpCo acquired 8,856,239 Units. The price per Unit was based on the \$14.57 closing price of the Issuer's Class A common stock, par value \$0.01 per share (the "Class A common stock"), on March 6, 2018, as reported on the NASDAQ Global Select Market. The closing occurred on March 7, 2018. The Units are exchangeable, at BGC's discretion, on a one-for-one basis, subject to adjustment, into either shares of Class A common stock or shares of the Issuer's Class B common stock, par value \$0.01 per share (the "Class B common stock"). (Continued on footnote 2)
- (2) 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.

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.

Reporting Owners 2