

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 *
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)
02/23/2016

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 Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share	02/23/2016		D ⁽¹⁾	V 5,000,000 ⁽¹⁾	\$ 8.72 17,493,516	D	
Class A Common Stock, par value \$0.01 per share	02/23/2016		G ⁽²⁾	V 970,639 ⁽²⁾	\$ 0 16,521,272	D	

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

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(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 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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
CANTOR FITZGERALD, L. P. 499 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

/s/ Howard W. Lutnick, Chairman, Chief Executive Officer and President

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).

- On February 23, 2016, Cantor Fitzgerald, L.P. ("CFLP") sold 5,000,000 shares of Class A common stock, par value \$0.01 per share (the "Class A Common Stock") of BGC Partners, Inc. (the "Company") to the Company in a transaction exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended, at a price equal to the closing price per share of the Class A Common Stock on the date of such sale. This transaction was included in the Company's stock repurchase authorization and was approved by the Audit Committee of the Board of Directors.
- (1) the Securities Exchange Act of 1934, as amended, at a price equal to the closing price per share of the Class A Common Stock on the date of such sale. This transaction was included in the Company's stock repurchase authorization and was approved by the Audit Committee of the Board of Directors.
- (2) Represents a gift of 970,639 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 the Company's stock repurchase authorization.

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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