

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * LUTNICK HOWARD W <small>(Last) (First) (Middle)</small> C/O BGC PARTNERS, INC., 499 PARK AVENUE <small>(Street)</small> NEW YORK, NY 10022 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol BGC Partners, Inc. [BGCP] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/16/2023</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
BGC Holdings Exchangeable Limited Partnership Interests ⁽¹⁾		⁽²⁾ 4/16/2023		A ⁽¹⁾		619,532 ⁽²⁾		⁽²⁾	⁽²⁾	Class A or Class B Common Stock, par value \$0.01 per share ⁽²⁾	619,532 ⁽²⁾	⁽²⁾	58,224,942 ⁽⁴⁾	I	See footnote ⁽⁵⁾

Explanation of Responses:

- (1) On April 16, 2023, Cantor Fitzgerald, L.P. ("CFLP") purchased from BGC Holdings, L.P. ("BGC Holdings") an aggregate of 619,532 exchangeable limited partnership interests in BGC Holdings (the "Interests") in a transaction exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended, in accordance with the Second Amended and Restated Agreement of Limited Partnership of BGC Holdings, as amended and restated as of December 13, 2017 (as further amended from time to time, the "BGC Holdings Agreement").
- (2) The exchange rights with respect to the 619,532 Interests are currently exercisable at any time for an aggregate of 619,532 shares of Class B Common Stock (or, at CFLP's option, an aggregate of 619,532 shares of Class A Common Stock) on a one-for-one basis (subject to adjustment). The 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.
- (3) Includes 533,757 Interests purchased from BGC Holdings pursuant to Sections 12.02 and 12.03 of the BGC Holdings Agreement as a result of the redemption of 533,757 non-exchangeable founding partner units for an aggregate consideration of \$1,051,080, and 85,775 Interests purchased from BGC Holdings pursuant to Section 8.08 of the BGC Holdings Agreement for an aggregate consideration of \$173,154 as a result of the exchange of 85,775 exchangeable founding partner units.
- (4) Includes Interests that may have to be exchanged for an aggregate of 15,756,625 shares of Class A Common Stock to satisfy CFLP's deferred share distribution obligations pursuant to rights provided to certain current and former partners of CFLP on April 1, 2008 and February 14, 2012.
- (5) CF Group Management, Inc. ("CFGM") is the managing general partner of CFLP, and the reporting person is the Chief Executive Officer and sole stockholder of CFGM. The reporting person disclaims beneficial ownership of all such securities in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that he is the beneficial owner of, or has pecuniary interest in, any such excess securities for purposes of Section 16 of the Exchange Act or for any other purpose.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUTNICK HOWARD W C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022	X	X	Chairman and CEO	

Signatures

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

4/18/2023

**Signature of Reporting Person

Date

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

* 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).

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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